SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report: August 14, 2000 (Date of Earliest Event Reported: May 31, 2000)

CLARUS CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware 0-24277 58-1972600 (State or other jurisdiction of (Commission File No.) (IRS Employer incorporation or organization) Identification No.)

3970 Johns Creek Court
Suite 100
Suwanee, Georgia 30024
(Address of principal executive offices, including zip code)
(770) 291-3900
(Registrant's telephone number, including area code)

(Former name or Former Address if Changed Since Last Report)

ITEM 2. Acquisition or Disposition of Assets

This form 8-K/A is being filed to amend the Form 8-K filed on June 13, 2000 by Clarus Corporation ("Clarus") to include financial statements and pro forma financial information relative to Clarus' acquisition of SAI (Ireland) Limited and its subsidiaries and related companies, SAI Recruitment Limited, i2Mobile.com Limited, SAI America Limited (collectively, the "Companies").

ITEM 7. Financial Statements, Pro Forma Information and Exhibits

(a) Financial Statements of Business Acquired

Financial Statements for SAI (Ireland) Limited and subsidiaries and related companies as of and for the years ended December 31, 1999 and December 31, 1998 are filed herewith as Exhibit 99.1

(b) Pro Forma Financial Information

Pro forma financial information for the year ended December 31, 1999 and the three months ended March 31, 2000 reflecting the effect of Clarus' acquisition of the Companies is filed herewith as Exhibit 99.2

(c) Exhibits

- 23.1 Consent of Independent Auditors
- 99.1 Financial Statements as required by Rule 305 of Regulation S-X and Item 7 of Form 8-K.
- 99.2 Pro Forma Financial Information as required by Article 11 of Regulation S-X and Item 7 of Form 8-K.

SIGNATURE

1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLARUS CORPORATION

Date: August 14, 2000 /s/ Mark D. Gagne

Chief Operating Officer and Chief

Financial Officer

EXHIBIT 23.1

The Board of Directors S.A.I. (Ireland) Limited

We consent to the incorporation by reference in the registration statements (Nos. 333-42600, 333-42602, 333-42604 and 333-42606 on Form S-8 and No. 333-94199 on Form S-3/A) of Clarus Corporation of our report dated August 14, 2000, with respect to the balance sheets of S.A.I. (Ireland) Limited and its subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of operations, shareholders' equity (deficit) and cash flows for each of the years in the two-year period ended December 31, 1999, which report appears in the Form 8-K/A of Clarus Corporation dated August 14, 2000.

(signed) BDO International

Limerick, Ireland August 14, 2000

EXHIBIT 99.1

INDEX TO CONSOLIDATE	ED FINANCIAL STATEMENTS
Report of BDO International, Independen	nt Auditors
Consolidated Statements of Operations	
Consolidated Balance Sheets	
Consolidated Statements of Shareholders' Consolidated Statements of Cash Flows	
Accounting Policies	
Notes to the Consolidated Financial State	
Independent Auditors' Report	
To the Directors of S.A.I (Ireland) Limite	ed
We have audited the accompanying consolution and its subsidiaries as of December the related consolidated statements of oper (deficit) and cash flows for each of the yellowed December 31, 1999. These financial state Company's management. Our responsibilitinancial statements based on our audits.	per 31, 1998 and December 31, 1999 and crations, shareholders' equity cars in the two year period ended ments are the responsibility of the
We conducted our audits in accordance w standards. Those standards require that w reasonable assurance about whether the fi misstatement. An audit includes examini the amounts and disclosures in the financ assessing the accounting principles used a management, as well as evaluating the ow We believe that our audits provide a reasonable to the standard or a standar	we plan and perform the audit to obtain inancial statements are free of material ng, on a test basis, evidence supporting ial statements. An audit also includes and the significant estimates made by rerall financial statement presentation.
In our opinion the consolidated financial fairly, in all material respects, the financial Limited and its subsidiaries as at Decemb the results of their operations and their ca the two-year period ended December 31, accepted accounting principles in the Uni	al position of S.A.I. (Ireland) her 31, 1999 and December 31, 1998, and sh flows for each of the years in 1999 in conformity with generally
(signed) BDO International	
August 14, 2000 Limerick, Ireland	
S.A.I (Ireland) Limited Consolidated Statements of Operations fo <table> <caption></caption></table>	or the year ended December 31
	1999 1998
	IR(Pounds) IR(Pounds) C> <c></c>
\C_	
Revenue	
Licence fees, maintenance and consultance	
Grants received	46,726 39,509
Total revenues	2,683,507 3,028,454
Operating expenses	
Operating expenses Staff costs	(1,262,028) (901,349)
Sales and marketing	(897,319) (576,876)

General administration Research and development Loss on disposal of fixed assets	(518,837) (487,212) (342,940) (234,692) (871) -
Operating (loss)/income	(338,488) (828,325)
Other income Interest expense Interest income	(5,289) (8,557) 1,356 7,932
(Loss)/income on ordinary activities	before taxation (342,421) 827,700
Taxation	1 117,152 (80,105)
Retained (loss)/income for the year	(225,269) 747,595
Basic and diluted net (loss)/income p share of common stock	er (23.22) 77.07
Weighted average shares of common stock	9,700 9,700

	See accompanying notes to the conso	lidated financial statements.
S.A.I. (Ireland) Limited Consolidated Balance Sheets as at De	1999 1998	
Notes	IR(Pounds) IR(Pounds) C> C>	
Assets		
Current assets Cash Receivables Prepaid expenses Deferred tax asset	200,425 492,185 256,057 624,361 72,983 - 1 39,708 -	
Total current assets	566,512 1,116,546	
Fixed assets		
Tangible assets	3 197,493 238,618	
Total assets	766,666 1,355,164	
Liabilities		
	286,975 163,104 20,958 34,188 73,555 86,207 914,372 731,384 4 273,037 -	
Long-term liabilities	568,897 1,022,005	
Finance leases Deferred tax liability	4,765 29,639 2,661 7,122	
Total liabilities	1,573,662 1,051,644	
Minority interest - Preference shares		
Shareholders' Equity (Deficit)	·	

Common stock - IR(Pounds)1 par 100,000 ordinary shares authorise 9,700 (1998: 9,700) issued and ou at December 31	d	5	9,700 9,700			
Accumulated (deficit)/surplus (225,269) 290,820 Distributions in excess of share capital (599,958) -						
Total shareholders' (deficit)/equity	y 		7) 300,520			
Total Liabilities and Shareholders			,666 1,355,164			

See accompanying notes to the co nsolidated f | inancial st | atements. | | || S.A.I. (Ireland) Limited Consolidated Statements of Share 1999 | holders' Equ | uity (Defic | it) as at Decemb | per 31, | |
	non Stock	I	ncome in 6	excess of		
Shares	Amou	nt /(I	Deficit) shar	e capital T	otal IR(Pounds)	
~~Balance 12/31/1997~~	9 700	9 700	(Pounds) II 308,986		318 686	
Net income 12/31/1998						
Balance 12/31/1998	9 700	9 700	(765,761) 290,820		300 520	
Dividends - declared						
Balance 12/31/1999	9,700	9,700	(225,269) (225,269)	(599,958)	(815,527)	
			`			
See accompanying notes to the co	nsolidated f	inancial st	atements.			
S.A.I. (Ireland) Limited Consolidated Statements of Cash	Flows for th	ne year end	led December 3	I		
	1999	1998	4a)			
<\$>		ls) IR(Pou	inds)			
Cash flows from operating activities: Net (loss)/income (225,269) 747,595						
Adjustments to reconcile net (loss)/income to net cash						
used by operations: Depreciation and amortisation 80,276 51,600 Deferred tax (benefit)/provision (44,169) 7,122 Loss on disposal of fixed assets 871 -						
Change in assets and liabilities Decrease/(Increase) in accounts receivable Increase in accounts payable and accrued expenses 97,353 554,502						
Net cash provided by operating activities 277,366 1,219,987						
Cash flows from investing activiti Proceeds from sale of fixed assets	es	19,50	00 -			
Capital expenditures			(222,735)			
Net cash used in investing activiti	es	(40,02	22) (222,735)			
Cash flows from financing activities

Directors' loans received 771,068 29,009 (498,031) (29,009) Directors' loans repaid Capital lease repayments (38,104) 35,730 Increase in bank overdraft 123,871 157,241 Payment of dividends (890,778) (790,761) Proceeds from issue of preference shares in subsidiary 2,870 Purchase of minority interest in subsidiary (76,800)

Net cash used in financing activities (529,104) (674,590)

(Decrease)/increase in cash and cash equivalents (291,760) 322,622 Cash at beginning of year

492,185 169,563

Cash at end of year 200,425 492,185

Cash disclosures from operating activities:

3.933 62.5 Interest paid Taxes paid 72,983 50,481

</TABLE>

S.A.I. (Ireland) Limited

Accounting Policies for the year ended December 31

(a) Basis of preparation

The financial statements are prepared in accordance with US generally accepted accounting principles. These financial statements have been prepared to facilitate the SEC filing requirements of the company's new parent, Clarus Corporation.

(b) Organisation

S.A.I. (Ireland) Limited was incorporated within the Republic of Ireland on August 12, 1992. The Company was initially set up as a patent company to benefit from grant incentives and the tax-free royalty income resulting from royalties generated from the ownership of intellectual properties relating to the development of computer software. The company acquired the entire issued share capital of Software Architects International Limited at par on August 12, 1992.

Software Architects International Limited is a wholly owned subsidiary of the Parent and was incorporated within the Republic of Ireland on June 5, 1992.

SAI America Limited is a wholly owned subsidiary of Software Architects International Limited and was incorporated within the Republic of Ireland on November 30, 1999. This company carried out the sales and marketing activity of the Group in the US.

S.A.I. U.K. Limited is a wholly owned subsidiary of Software Architects International Limited and was incorporated in the United Kingdom on July 11, 1995. The company has yet to trade.

S.A.I. America LLC is a wholly owned subsidiary of SAI America Limited and was incorporated in Delaware, United States of America on November 11, 1999. This company carries out sales and marketing activities in the US.

Redeo Technologies Inc., a Delaware corporation, was incorporated in the United States of America on March 21, 2000.

The customers of the company and its subsidiaries are located worldwide.

(c) Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

<TABLE> <CAPTION>

<S> <C> <C>

Fixtures & fittings - 20% Straight Line
Computer equipment - 20% Straight Line
Motor vehicles - 20% Straight line

Leased fixed assets - shorter of 20% Straight line or over the

lease term

</TABLE>

(d) Revenue

Revenue arising from the sale of services represents invoiced sales during the year, net of valued added taxation. Licence fees are recognised upon delivery of the software when there are no significant vendor obligations, the customer has accepted and collectibility is reasonably assured; revenue from consultancy services is recognised as services are performed; and revenue from annual maintenance and support contract is recognised over the contract period.

Deferred income arises when either a portion of a contract period, for which cash has been received in advance, falls after the year end or where work has not been completed.

(e) Grants

Grants are credited to deferred revenue. Grants towards capital expenditure are released to the profit and loss account over the expected useful life of the assets. Grants towards revenue expenditure are released to the profit and loss account as the related expenditure is incurred.

(f) Leasing

Assets held under leasing arrangements that transfer substantially all the risks of ownership to the company are capitalised. The capital element of the related rental obligations is included in creditors. The interest element of the rental obligations is charged to the profit and loss account in proportion to the amount outstanding under the lease.

All other leases are operating leases and the annual rentals are charged to the profit and loss account.

(g) Foreign currencies

The consolidated financial statements are expressed in Irish Pounds (IR(Pounds)) which is the functional currency. Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the balance sheet date and revenues, costs and non monetary assets at the exchange rates ruling at the transaction date.

(h) Pensions

The company operates a defined contribution pension scheme with costs charged to the profit and loss account as incurred.

(i) Accounting estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date if the financial statements, and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those results.

(i) Income taxes

Deferred taxes are provided for temporary differences on the basis of assets

and liabilities for financial reporting and tax purposes. To the extent that it is not considered to be more likely than not that all of the Company's deferred tax assets will be realised, a valuation allowance is recorded to reduce the deferred tax asset to its estimated net realisable value

(k) Earnings per share

Earnings per share for each year was calculated by dividing the (loss)/income by the weighted average shares outstanding for each respective year.

(1) Impairment policy

The company has adopted SFAS No. 121 "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be disposed of" which requires that long-lived assets to be held and used be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, a loss is recognised for the difference between fair value and carrying value of the asset.

(m) Consolidation

The consolidated financial statements include the accounts of the parent and its wholly owned subsidiaries. Inter company balances and transactions are eliminated on consolidation.

(n) Software development costs

Software development costs, which are required to be capitalised pursuant to Statement of Financial Accounting Standards (SFAS) No. 86, "Accounting for the Cost of Computer Software to be Sold, Leased or Otherwise Marketed", have not been material to the company to date.

(o) Credit risk

Financial instruments which potentially subject the company to concentrations of credit risk are primarily accounts receivable. The company performs continuing credit evaluations of its customers and does not require collateral. For the most part, the company has not experienced significant losses related to receivables from individual customers or groups of customers in any particular industry or geographic area.

(p) Research and development

Research and development costs are expensed to the profit and loss account as incurred.

S.A.I. (Ireland) Limited

Notes to the Consolidated Financial Statements for the year ended December 31

1. Taxation

The provision for income taxes differs from the amount computed by applying the statutory income tax rate to income before taxes. The sources and tax effects of the differences are as follows:

```
<TABLE>
<CAPTION>
                                                1999
                                                         1998
                                              IR(Pounds) IR(Pounds)
<S>
                                                <C>
  Income tax computed at the Irish statutory income tax
  rate of 10% for manufacturing operations
                                                               34,242 (82,770)
  Permanent differences - patent
                                                           78.473
                                                                    87.575
              - other
                                                          (84,910)
                                                  4.437
  Total benefit/(provision) for income taxes
                                                              117,152 (80,105)
```

The income tax is comprised of the following: Current 72,983 (72,983)Deferred 44,169 (7,122)Total benefit/(provision) for income taxes 117,152 (80,105)The tax effects of temporary differences that give rise to the company's deferred tax assets/(liabilities) are as follows: 1999 1998 IR(Pounds) IR(Pounds) Deferred tax assets/(liabilities) Fixed assets (2,661) (7,122)Deferral income 39,708 Total deferred taxes 37,047 (7,122)</TABLE> At December 31, 1999 the company had net operating losses to carryforward for Irish income tax purposes of IR(Pounds)397,081. The company has concluded that, based on expected future results, it is more likely than not that the deferred tax assets will be realised. <TABLE> <CAPTION> 2. Dividends 1999 1998 IR(Pounds) IR(Pounds) <S><C> <C> On ordinary shares of IR(Pounds)1 each Paid: IR(Pounds)91.83 per share 890,778 765,761 (1998: IR(Pounds) 78.94 per share) </TABLE> Tangible fixed assets <TABLE> <CAPTION> Leased fixed Fixtures & Computer Motor Fittings equipment vehicles assets Total IR(Pounds) IR(Pounds) IR(Pounds) IR(Pounds) <C> <C> <C> <C> <C> Cost At January 1, 1999 103,572 82,821 126,971 62,764 376,128 59,522 Additions 7,954 51,568 (25,464)(25,464)Disposals At December 31, 1999 111,526 178,539 37,300 82,821 410,186 Depreciation At January 1, 1999 28,666 39,957 10,775 58,112 137,510 On disposals (5,093)(5,093)21,913 80,276 Charge for the year 32,469 13,341 71,453 At December 31, 1999 50,579 72,426 18,235 212,693 Net book values At December 31, 1999 60,947 106,113 19,065 11,368 197,493 At December 31, 1998 74,906 87,014 51,989 24,709 238,618 The basis by which depreciation is calculated is stated in Accounting Policy note (c). <TABLE> <CAPTION>

</TABLE>

No specific repayment date has been set for the above loans and interest is not charged on the outstanding balance.

<TABLE> <CAPTION>

5. Common stock 1999 1998 IR(Pounds) IR(Pounds) <S> <C> <C> <C>

Authorised equity

 $100,\!000 \ Ordinary \ shares \ of \ IR(Pounds)1 \ each \quad 100,\!000 \quad \quad 100,\!000$

Allotted, called up and fully paid equity

9,700 Ordinary shares of IR(Pounds)1 each 9,700 9,700

</TABLE>

The company was incorporated on 12 August 1992 and 100 ordinary shares of IR(Pounds)1 each were issued for IR(Pounds)100 as subscriber shares. The company issued 7,214 ordinary shares of IR(Pounds)1 each for IR(Pounds)7,214 on 26 July 1993 and a further 2,386 ordinary shares of IR(Pounds)1 each were issued for IR(Pounds)2,386 on 9 December 1993.

6. Related parties

The premises occupied by the Company is owned by SAI Properties, a partnership in which the directors are partners. The Company pays rent to this partnership amounting to IR(Pounds)30,000 per annum and the agreement entered into is renewable on a month to month basis.

In November 1999 the two directors set up a company in the name of SAI Recruitment Limited, in which they each own a 50% share. This company did not trade up to December 31, 1999.

7. Minority interest

A subsidiary company, Software Architects International Limited, issued 8% redeemable preference shares of IR(Pounds)1 each at par to Shannon Free Airport Development Company in support of grants received. The shares were issued as follows:

<TABLE> <CAPTION> No. of Shares Date $\langle S \rangle$ <C> February 25, 1993 9,600 March 25, 1993 9,600 October 20, 1993 4,800 November 3, 1993 4,800 November 11, 1994 48,000

All such shares were redeemed by the company on April 1, 1998.

7. Minority interest (continued)

</TABLE>

Software Architects International Limited, also issued the following 2% redeemable preference shares of IR(Pounds)1 each at par to certain employees:

<TABLE> <CAPTION> No. and Type of Shares Date <C> <S>August 26, 1994 500 "C" redeemable preferences shares June 15, 1995 June 15, 1995 500 "C" redeemable preferences shares 500 "D" redeemable preferences shares September 9, 1996 500 "E" redeemable preferences shares August 7, 1997 500 "E" redeemable preferences shares 500 "D" redeemable preferences shares December 20, 1997 March 9, 1999 1,500 "C" redeemable preferences shares July 31, 1999 1,250 "C" redeemable preferences shares July 31, 1999 120 "D" redeemable preferences shares </TABLE>

These shares remained in issue at December 31, 1999 and are disclosed under Minority Interest. These shares were redeemed by the company at par value post year end.

8. Contingent liability

There is a potential liability in relation to litigation being pursued by a customer against the company for claimed non-delivery of services in the amount of Australian dollars \$39,639.

Management does not believe that the outcome will have a material impact on the financial condition, results of operations, or cash flows.

EXHIBIT 99.2

CLARUS CORPORATION ACQUISITION OF THE COMPANIES NOTES TO UNAUDITED PRO FORMA FINANCIAL INFORMATION

On May 31, 2000, Clarus Corporation and subsidiaries (the "Company") acquired all of the outstanding capital stock of SAI (Ireland) Limited and its subsidiaries and related companies, SAI Recruitment Limited, I2Mobile.com Limited and SAI America Limited (collectively, the "Companies"). The Companies specialize in electronic payment settlement software. The purchase consideration was approximately \$63.1 million, consisting of approximately \$30.0 million in cash, 1,148,000 shares of Clarus' common stock with a fair value of \$30.4 million, assumed unvested options to acquire 163,200 shares of Clarus' common stock with an exercise price of \$23.50 (estimated fair value of \$1.8 million using the Black-Scholes option pricing model) and acquisition costs of approximately \$900,000.

The unaudited pro forma financial data have been prepared using the purchase method of accounting, whereby the total cost of the acquisition is allocated to tangible and intangible assets acquired and liabilities assumed based upon their respective fair values at the effective date of the acquisition. For purposes of the unaudited pro forma financial data, such allocations have been made based upon currently available information and management's estimates. The historical financial statements for the year ended December 31, 1999 are derived from the audited financial statements of Clarus Corporation and the Companies and the historical financial statements for the three months ended March 31, 2000 are derived from unaudited financial statements of Clarus and the Companies.

The pro forma financial data should be read in conjunction with the historical consolidated December 31, 1999 (audited) and March 31, 2000 (unaudited) financial statements and notes of the Company included in Clarus' annual report on Form 10-K and Form 10-Q, respectively, filed with the Securities and Exchange Commission (the "Commission") on March 30, 2000 and May 15, 2000 and the historical financial statements and notes of SAI (Ireland) Limited and subsidiaries included in this report on Form 8-K/A. The pro forma consolidated results are not necessarily indicative of the results that would have been achieved had the acquisition of SAI (Ireland) Limited and subsidiaries occurred on January 1, 1999 with respect to the year ended December 31, 1999 and on January 1, 2000 with respect to the three months ended March 31, 2000 or of future operations.

<TABLE> <CAPTION>

CLARUS CORPORATION UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS

Three months ended March 31, 2000 (in thousands, except per share amounts)

Historical

	Clarus	SAI	Pro Forma	Note	Pro Forma		
		Adjustments			Consolidated		
<s></s>	<c></c>	<c:< td=""><td>> <c></c></td><td><c></c></td><td><c></c></td></c:<>	> <c></c>	<c></c>	<c></c>		
REVENUES		\$ 7,000	6 527		7,533		
COST OF REVENUES			1,611 73		1,684		
GROSS PROFIT		5,39	95 454		5,849		

OPERATING EXPENSES

Research and development, exclusive of noncash ex	xpense	3,084 257	3,341		
Sales and marketing, exclusive of noncash expense	6,46	63 140	6,603		
General and administrative, exclusive of noncash e	xpense 2	,626 299	2,	925	
Depreciation and amortization	700	1,707 (1)	2,407		
Noncash research and development expense	826		826		
Noncash sales and marketing expense	1,812	1,812			
Noncash general and administrative expense	1,145	1,145			
Total operating expenses	16,656 696	1,707	19,059		

OPERATING LOSS INTEREST (EXPENSE) INCOME, net INCOME TAXES		(11,261) (2 - 90	42) (1 170) 3 (90)	,707) (540)	(13,210) (2) (707)	
NET LOSS FROM CONTINUING OPER.	ATIONS		\$(1	1,431) (149) (2,337)	(13,917)
Net loss per common share: Basic Diluted	\$ (0.93) \$ (0.93)			(1.04) (1.04)		
Weighted average shares outstanding Basic Diluted 						

 12,247 12,247 | | . , | 13,395 13,395 | | || UNAUDITE STATEM | IENT OF O | RMA CONSO PERATIONS : 31, 1999 | **;** | ED | | |
	Historica	1				
	Clarus S	Adjustments		onsolidated	rma	
<\$> REVENUES	\$3	8,142 3,633		C> 41	,775	
COST OF REVENUES		15,868	308		16,176	
GROSS PROFIT	:	22,274 3,32	5	2	5,599	
OPERATING EXPENSES Research and development, exclusive of r Sales and marketing, exclusive of noncasl General and administrative, exclusive of r Depreciation and amortization Noncash research and development expen Noncash sales and marketing expense Noncash general and administrative expen	n expense noncash expo	15	6,8	932	10,42 17,419 7,173 10,227 - 1,930 874	.4
Total operating expenses		37,429 3,79	0 6,	828	48,047	
OPERATING LOSS GAIN ON SALE OF ERP BUSINESS INTEREST (EXPENSE) INCOME, net INCOME TAXES			,417 (337 2	(6,828) 1) 2 (2,163) 0) (3)	(22,448) 9,416) (2) (1,824))
NET LOSS FROM CONTINUING OPER.	ATIONS	· =====	\$ (5	5,401) (304 = == =	(9,151)	(14,856)
Net loss per common share: Basic Diluted	\$ (0.49) \$ (0.49)			(1.21) (1.21)		
Weighted average shares outstanding Basic Diluted	11,097 11,097		48 (4) 148 (4)			

CLARUS CORPORATION ACQUISITION OF THE COMPANIES NOTES TO UNAUDITED PRO FORMA FINANCIAL INFORMATION

Note 1: ALLOCATION OF PURCHASE PRICE

The acquisition was treated as a purchase for accounting purposes, and accordingly, the assets and liabilities were recorded based on their preliminary fair value at the date of acquisition. Clarus retained a third-party valuation firm to assist in its evaluation of developed technologies and in-process research and development. A valuation of the Companies developmental products was performed to determine their stage of development, their expected income

generating ability, as well as risk factors associated with achieving technological feasibility. Clarus expensed approximately \$8.3 million to inprocess research and development in the second quarter of 2000 in accordance with generally accepted accounting principles. The values ascribed to intangible assets, their respective useful lives, and the expected amount of monthly, quarterly and annual amortization are as follows:



Intangible Useful
Asset Life Monthly Quarterly Annual
(in thousands) (in years) Amortization Amortization

<s></s>	<c></c>	<c></c>	>	<(C> <(C>	<c></c>
Goodwill	\$49	,809	8		\$519	\$1,557	\$6,228
Developed technol	ogies	4,100		8	43	12	29 516
Assembled workfo	rce	450		7	5	15	60
Customer base		100	4		2	6	24
					\$1,707	\$6,828	

</TABLE>

The write-off of in-process research and development of \$8.3 million is not reflected in the accompanying pro forma consolidated statements of operations, as it represents a nonrecurring charge directly attributable to the transaction.

The Companies' historical statement of operations for the year ended December 31, 1999 and for the three months ended March 31, 2000 have been converted from Irish Pounds to US Dollars using an average exchange rate of 1.3539 and 1.2539 for the respective periods.

Note 2. INTEREST EXPENSE

In connection with the payment of approximately \$30.9 million in cash in conjunction with the acquisition, including transaction costs, the Company has assumed that such amounts were borrowed using short-term borrowing arrangements at the Company's estimated incremental borrowing rate of 7%. As a result, the Company has reflected pro forma adjustments to interest expense of \$540,000 with respect to the three months ended March 31, 2000 and \$2,163,000 with respect to the year ended December 31, 1999 to provide for interest expense on these borrowings.

Note 3. INCOME TAX BENEFIT

The income tax benefit recognized by the Companies was eliminated because Clarus expects to provide a valuation allowance against substantially all deferred income tax assets for the foreseeable future.

Note 4. PRO FORMA NET LOSS PER COMMON SHARE

The pro forma basic and diluted net loss per common share use the historical weighted average shares outstanding of Clarus' common stock, adjusted for the effect of the acquisition.