

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 13e-4)
(Amendment No. 2 - Final Amendment)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

CLARUS CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$.0001 Per Share,
Granted on or after November 1, 1999
(Title of Class of Securities)

784638108
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Mr. Stephen P. Jeffery
Chairman, Chief Executive Officer and President
Clarus Corporation
3970 Johns Creek Court, Suite 100
Suwanee, Georgia 30024
(770) 291-3900

(Name, address and telephone number of person authorized
to receive notices and
communications on behalf of filing person)

Copy to:
Elizabeth O. Derrick, Esquire
Womble Carlyle Sandridge & Rice, PLLC
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309
(404) 872-7000

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee
\$36,678,167	\$7,335.63

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 2,180,797 shares of common stock of Clarus Corporation having an aggregate value of \$36,678,167 as of April 6, 2001 will be exchanged pursuant to this offer. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

Page 1

☐ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable Filing party: Not applicable
Form or Registration No.: Not applicable Date filed: Not applicable.

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ third party tender offer subject to Rule 14d-1.
☒ issuer tender offer subject to Rule 13e-4.

☐ going-private transaction subject to Rule 13e-3.
☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☒

Introductory Statement

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 9, 2001 (the "Schedule TO") to report the results of our offer to exchange all options outstanding under Clarus' Amended and Restated Stock Incentive Plan (the "Incentive Plan"), the Stock Incentive Plan of Software Architects International, Limited (the "SAI Plan") and the SQL 1992 Stock Option Plan (the "SQL Plan" and, together with the Incentive Plan and the SAI Plan, the "Option Plans") to purchase shares of the Company's common stock, par value \$.0001 per share (the "Common Stock"), granted on or after November 1, 1999 (the "Options") for new options to purchase shares of the Common Stock to be granted under the Option Plans, upon the terms and subject to the conditions described in the Offer to Exchange dated April 9, 2001 and Letter of Transmittal (the "Letter of Transmittal" and, together with the Offer to Exchange, as they may be amended from time to time, the "Offer").

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented to add the following paragraph (c):

(c) The Offer expired at 12:00 midnight, Eastern time, on Monday, May 7, 2001. Pursuant to the Offer, we accepted for exchange options to purchase 366,174 shares of Common Stock, representing approximately 16% of the Options that were eligible to be tendered in the Offer. Upon the terms and subject to the conditions of the Offer, we will grant new options to purchase an aggregate of 366,174 shares of Common Stock in exchange for such tendered options. We will promptly send each option holder whose options have been accepted for exchange a letter, substantially in the form of Exhibit (a)(5) as previously filed, indicating the number of shares of Common Stock subject to such holder's options that have been accepted for exchange, the corresponding number of shares of Common Stock that will be subject to the options that will be granted to such holders and the expected grant date of the new options.

Page 2

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

Clarus Corporation

/s/ Stephen P. Jeffery

Stephen P. Jeffery
Chief Executive Officer, President
and Chairman (Principal Executive
Officer)

Date: May 8, 2001

Page 3