

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ CONFIDENTIAL, FOR USE OF THE
COMMISSION ONLY (AS PERMITTED BY
RULE 14A-6(E)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

CLARUS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which
the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

Reg. (S) 240.14a-101.

SEC 1913 (3-99)

Clarus Exceeds First Quarter 2002 Estimates

Company Expands Efforts to Enhance Stockholder Value and Preserve Cash

ATLANTA - April 24, 2002 -- Clarus Corporation (Nasdaq: CLRS) today announced financial results for the first quarter of 2002. Clarus reported revenues of \$3.9 million for the first quarter of 2002. Pro forma net loss for the quarter was \$5.2 million, or a loss of \$0.33 per share, beating the First Call consensus estimate of \$0.37. Net loss on a GAAP basis for the first quarter of 2002 was \$6.5 million, or \$0.41 per share. During the first quarter of 2002, Clarus reduced pro forma operating expenses by more than \$10 million, or approximately 56 percent, as compared to the corresponding quarter in 2001. As of March 31, 2002, the Company's balance of cash and marketable securities was \$113.6 million, or \$7.30 per share.

Steve Jeffery, President and Chief Executive Officer of Clarus stated, "During this challenging quarter for our industry, Clarus continued its progress toward profitability as we have during each of the last five quarters. We made significant progress in streamlining our operations and focusing on robust product delivery, with new releases on our procurement and settlement product lines that significantly enhance their functionality. Our services business also increased its profitability over the fourth quarter of 2001, and based on the progress made to date, we now anticipate achieving overall breakeven on a pro forma basis by the end of 2002."

Clarus' pro forma operating results exclude restructuring costs and expenses related to reductions in its employee workforce and office consolidation, depreciation and amortization charges, stock-based compensation expenses, gain realized on the sale of assets, realized loss on the sale of investments, and loss on impairment of investments, all of which are included in the Company's financial results for GAAP reporting purposes.

Highlights of Clarus' key achievements in the quarter include the following:

- o Rapid implementation by BarclaysB2B, an EMEA customer, of Clarus sourcing and eMarket, moving from test into production in less than 120 days.
- o The University of Pittsburgh licenses Clarus eProcurement after a successful implementation and 60-day pilot program. To date, University of Pittsburgh has enabled over 320,000 items from eight suppliers.
- o FujiFilm Microdisks goes live on Clarus eProcurement in less than 90 days for both direct and indirect procurement needs. o Clarus' channel partners Commerce One, Epicor and Microsoft Great Plains again added

customers for Clarus Settlement and Clarus eProcurement.

- o DSO decreased almost 19 percent to 56 days at the end of the first quarter of 2002 from the fourth quarter of 2001 and 66 percent from the corresponding quarter in 2001, indicating increased customer satisfaction.

Expense Reduction Initiatives

Clarus has taken further expense reduction initiatives that began in January 2001 intended to continue to align its cost structure with the difficult current market environment. The Company has completed a program to reduce employee headcount by 57 percent in order to significantly decrease the Company's operating expenses with a target to achieve breakeven on a pro forma basis by the end of 2002. As a result of these initiatives, the Company expects to achieve total cost savings of approximately \$11 million on an annualized basis. The Company will incur a charge in the second quarter of 2002 of approximately \$5.3 million, or approximately \$0.34 per share.

Mr. Jeffery added, "During the quarter, we took decisive actions to preserve the Company's cash position and improve our operational and financial flexibility. We believe these actions will enable Clarus to compete more effectively, continue to provide our customers and partners with industry-leading products and services and outstanding support, and deliver value to our stockholders. Since January 1, 2001, the Company has reduced headcount by more than 78 percent resulting in a significant impact on our costs, expenses and cash flows.

"In taking these difficult but necessary actions, Clarus has aligned its cost structure with its revenue projections for the remainder of 2002. We have maintained expertise on all of our products and remain focused on our most important asset - satisfied customers. The Company will continue to focus on our core competencies - software for sourcing, procurement and settlement. We have already begun to realize benefits from our cost reduction strategy and, together with the investments we've made in product development and improved sales and marketing, we believe Clarus is well-positioned to achieve pro forma breakeven by the end of 2002," Mr. Jeffery continued.

Strategic Review Update

As previously announced, in October 2001 Clarus engaged The Chasm Group, a leading technology-oriented strategy consulting firm, to assist the Company in analyzing and developing strategies to adapt to changing market conditions. As part of this process, Clarus has consulted with industry analysts and financial advisors to assess its market position and prospects for optimizing its business growth. Based on this assessment, the Clarus Board of Directors has determined that the company should, in addition to executing its organic growth strategies, retain a financial advisor to explore strategic alternatives, including the evaluation of strategic partners that would enable Clarus to more rapidly achieve its growth and scale objectives and to become part of a larger organization with substantial critical mass and a more expansive platform.

"The Clarus Board of Directors is committed to exploring all alternatives to enhance value for all of our stockholders," added Mr. Jeffery.

Clarus Director Nominees

Clarus strongly believes that its three independent director nominees for re-election at the Company's upcoming Annual Meeting of Stockholders are best positioned to execute on Clarus' strategy and business plan and lead the Company through the current environment. Each of the Company's nominees for re-election has extensive experience in the technology industry, is dedicated to enhancing stockholder value, and is committed to actively assisting Clarus' management to help ensure the Company's success. Clarus believes that direct operational experience in the software industry and a thorough understanding of Clarus' market, products

and strategic values are critical to recognizing and maximizing Clarus' opportunities, executing its business strategy and enhancing stockholder value.

Each of Clarus' nominees has extensive industry-specific experience, including experience advising technology companies through evolving strategies,

acquisitions and divestitures:

- o Todd Hewlin has served as a member of Clarus' Board of Directors since January 2002. Mr. Hewlin is a Managing Director at The Chasm Group, a leading technology-oriented strategy consulting firm. Mr. Hewlin has over 12 years of experience helping technology companies develop and execute winning business strategies. Mr. Hewlin is a noted thought leader on technology-driven business change and has helped a range of major corporations accelerate the return on their investments. Prior to joining The Chasm Group, Mr. Hewlin was a senior executive and served on the Board of Internet Capital Group and before that was a partner at McKinsey & Co.
- o Mark Johnson has served as a member of Clarus' Board of Directors since July 1998. Mr. Johnson has served since October 2000 as President and Chief Executive Officer of e-RM Partners LLC, a venture capital company that invests in technology and electronic payment companies. Mr. Johnson served in various capacities, most recently as Vice Chairman, of CheckFree Corporation, where he worked and served on the Board of Directors for the past 17 years. Mr. Johnson also currently serves on the Boards of several privately-held technology companies.
- o Brady L. ("Tripp") Rackley, III has served as a member of Clarus' Board of Directors since August 2000. Mr. Rackley founded nFront, Inc. and served as Chairman of the Board and Chief Executive Officer of nFront, a provider of comprehensive outsourced solutions, from its inception in 1996 until its acquisition by Digital Insight Corporation in February 2000. Prior to forming nFront, Mr. Rackley served as Chief Operating Officer of LeapFrog Technologies, Inc., a developer of object-oriented software development tools, and as Vice President-Development of Systeme Corp., a developer of software for the banking industry. Mr. Rackley currently serves as entrepreneur in residence at Noro-Moseley Partners, a venture capital firm.

Investor Conference Call

A conference call for investors will be held today, April 24, at 5:00 PM EST. Mr. Jeffery, Sean Feeney, Chief Operating Officer; and Jim McDevitt, Chief Financial Officer will host the call. Interested parties can access the audio conference via webcast at www.claruscorp.com/investor.

About Clarus

Atlanta-based Clarus Corporation (NASDAQ: CLRS, www.claruscorp.com) delivers applications that help companies dramatically reduce costs by driving the inefficiencies out of the end-to-end procurement process - from sourcing, to procurement, to settlement. The Clarus solutions are designed for rapid production deployment at the lowest total cost of ownership. Clarus products are built exclusively on the Microsoft.NET platform, making them easy to implement, manage, and integrate with existing IT infrastructures. Clarus solutions have garnered many prestigious awards, including Microsoft's 2000 Global eCommerce Solution of the Year. Clarus solutions are deployed globally at customer sites including: BarclaysB2B, the Burlington Northern and Santa Fe Railway Company, Cox Enterprises, MasterCard International, Union Pacific Corporation, Smurfit-Stone Container Corporation, Parsons Brinckerhoff, and Wachovia Corporation.

Clarus, Clarus eProcurement and Clarus eMarket are trademarks of Clarus Corporation. Throughout this release, software and hardware products are mentioned by name. In most if not all cases, these product names are claimed as trademarks by the companies that manufacture the products. It is not our intention to claim these names or trademarks as our own.

In connection with its upcoming Annual Meeting of Stockholders, the Company filed an amended preliminary proxy statement with the Securities Exchange Commission ("SEC") on April 17, 2002. CLARUS STOCKHOLDERS ARE URGED TO READ THE PRELIMINARY PROXY STATEMENT (AND THE DEFINITIVE PROXY STATEMENT WHEN IT BECOMES AVAILABLE) BECAUSE IT CONTAINS IMPORTANT INFORMATION. Detailed information regarding the names, affiliation and interests of individuals who may be deemed participants in the solicitation of proxies from Clarus stockholders is contained in the preliminary proxy statement. Investors and security holders may

obtain a free copy of the preliminary proxy statement and will be able to obtain the definitive proxy statement, when available, and any amendments to the proxy statement and other documents filed by Clarus with the SEC for free at the SEC's Internet website at www.sec.gov. Stockholders of Clarus may also obtain free copies of the proxy statement and other documents filed by Clarus in connection with the Annual Meeting by directing a request to: Clarus Corporation at 3970 Johns Creek Court, Suwanee, Georgia 30024, Attention: Kevin Acocella, email: Investor_Relations@claruscorp.com.

This press release contains forward-looking statements within the meaning of Section 28A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Information in this release includes the Company's beliefs, hopes, expectations, intentions and strategies regarding the Company, its future and its products and services. Actual results could differ materially from those projected in the forward-looking statements as a result of

certain risks including that the Company may not achieve the future financial results currently anticipated, that the Company's operational adjustments may not reduce the amount of cash that it uses, that the Company may not be cash flow breakeven in 2002, that the business climate may not improve for the Company's product and services, that new product releases may not perform as expected, that the Company's early progress with strategic channel partners may not continue, and that the unaudited financial statements provided in this press release may be adjusted by the Company's independent auditors. The Company cannot guarantee its future performance. There can be no assurances that any transaction will result from the review of strategic alternatives by the Company and its financial advisors. All forward-looking statements contained in this release are based on information available to the Company as of the date of this release and the Company assumes no obligation to update the forward-looking statements contained herein.

The pro forma data provided herein is provided as an alternative for understanding the Company's operating results. These measurements are not in conformance with generally accepted accounting principles and may be different from pro forma measures used by other companies, including the Company's competitors.

For further information regarding the risks and uncertainties associated with the Company's business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of the Company's filings with the SEC, including but not limited to, its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, copies of which may be obtained at the SEC's web site at <http://www.sec.gov> or the Company's web site at <http://www.claruscorp.com>.

CLARUS CORPORATION
Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

<TABLE>
<CAPTION>

	Three months ended March 31	
	2002	2001
	<C>	<C>
REVENUES:		
License fees	\$ 1,473	\$ 2,310
Services fees	2,468	2,530
	<hr/>	
TOTAL REVENUES	3,941	4,840
COST OF REVENUES:		
License fees	14	44
Services fees	1,938	3,779
	<hr/>	
TOTAL COST OF REVENUES	1,952	3,823

OPERATING EXPENSES:

Research and development, exclusive of stock-based compensation	2,629	5,555
Sales and marketing, exclusive of stock-based compensation	3,548	8,069
General and administrative, exclusive of stock-based compensation	1,506	4,749
Depreciation and amortization	1,357	2,865
Stock-based compensation	98	1,800

TOTAL OPERATING EXPENSES	9,138	23,038
--------------------------	-------	--------

Operating loss	\$(7,149)	\$(22,021)
Gain on sale of assets	10	-
Gain on foreign currency transactions	5	-
Loss on impairment of investments	-	(3,098)
Interest income, (net)	677	2,358

Net loss	\$(6,457)	\$(22,761)
----------	-----------	------------

Weighted average shares outstanding - basic and diluted	15,572	15,508
---	--------	--------

Net loss per share - basic and diluted	\$ (0.41)	\$ (1.47)
--	-----------	-----------

</TABLE>

CLARUS CORPORATION

Pro Forma Condensed Consolidated Statements of Operations

(in thousands, except per share data)

(unaudited)

<TABLE>

<CAPTION>

Three months ended
March 31

	2002	2001
	<C>	<C>
REVENUES:		
License fees	\$ 1,473	\$ 2,310
Services fees	2,468	2,530
TOTAL REVENUES	3,941	4,840

COST OF REVENUES:

License fees	14	44
Services fees	1,938	3,618
TOTAL COST OF REVENUES	1,952	3,662

OPERATING EXPENSES:

Research and development, exclusive of stock-based compensation	2,629	5,555
Sales and marketing, exclusive of stock-based compensation	3,750	7,935
General and administrative, exclusive of stock-based compensation	1,506	4,531

TOTAL OPERATING EXPENSES	7,885	18,021
--------------------------	-------	--------

Operating loss	\$ (5,896)	\$(16,843)
----------------	------------	------------

Gain on foreign currency transactions	5	-
Interest income, (net)	677	2,358

Pro forma net loss	\$ (5,214)	(14,485)
--------------------	------------	----------

Weighted average shares outstanding - basic and diluted	15,572	15,508
Pro forma net loss per share - basic and diluted	\$ (0.33)	\$ (0.93)

</TABLE>

Reconciliation of Pro Forma Net Loss
(in thousands, except per share data)
(unaudited)

<TABLE>
<CAPTION>

	Three months ended March 31	
	2002	2001
<S>	<C>	<C>
Net loss	\$ (6,457)	\$ (22,761)
Restructuring costs(1)	(202)	513
Depreciation and amortization	1,357	2,865
Stock-based compensation	98	1,800
Gain on sale of assets	(10)	-
Loss on impairment of investments	-	3,098
Pro forma net loss	\$ (5,214)	\$ (14,485)
Weighted average shares outstanding - basic and diluted	15,572	15,508
Pro forma net loss per share - basic and diluted	\$ (0.33)	\$ (0.93)

</TABLE>

1 Restructuring costs are comprised of employee severance and termination costs. For the three months ended March 31, 2002 and 2001, these costs consist of the following:

(in thousands)	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
Cost of services fees revenue	\$ -	\$ 161
Research and development	-	-
Sales and marketing	(202)	134
General and administrative	-	218
Total	\$ (202)	\$ 513

CLARUS CORPORATION
SUMMARY BALANCE SHEET
(in thousands)

<TABLE>
<CAPTION>

	March 31, 2002 (unaudited)	December 31, 2001
<S>	<C>	<C>
ASSETS		

CURRENT ASSETS:

Cash and cash equivalents	\$ 32,822	\$ 55,628
Marketable securities	80,752	65,264
Accounts receivable, net	2,438	2,566
Deferred marketing expense, current	391	391
Prepaid and other current assets	1,888	2,472
	-----	-----
Total current assets	118,291	126,321

PROPERTY AND EQUIPMENT - net 6,214 7,352

OTHER ASSETS:

Deferred marketing expense, non-current	-	98
Intangible assets, net	10,587	10,815
Investments	-	200
Deposits and other long-term assets	555	488
	-----	-----
Total other assets	11,142	11,601

TOTAL ASSETS \$ 135,647 \$ 145,274

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts payable and accrued liabilities	\$ 5,385	\$ 6,506
Deferred revenue	3,967	5,206
	-----	-----
Total current liabilities	9,352	11,712

NON-CURRENT LIABILITIES:

Deferred revenue	1,341	1,969
Long-term debt, net of current maturities	5,000	5,000
Other non-current liabilities	261	265
	-----	-----
Total liabilities	15,954	18,946

STOCKHOLDERS' EQUITY:

Common stock	2	2
Additional paid in capital	360,758	360,670
Accumulated deficit	(241,080)	(234,623)
Treasury stock, at cost	(2)	(2)
Foreign currency translation adjustment	(16)	68
Unrealized gain on marketable securities	31	213
	-----	-----
Total stockholders' equity	119,693	126,328

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$ 135,647 \$ 145,274

</TABLE>