

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

FORM 10-Q

(Mark one)

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

For the quarterly period ended June 30, 2003

or

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

For the transition period from _____ to _____

Commission File Number: 0-24277

Clarus Corporation

(Exact name of registrant as specified in its charter)

Delaware

58-1972600

(State or other jurisdiction of
incorporation or
organization)

(I.R.S. Employer
Identification Number)

One Pickwick Plaza
Greenwich, Connecticut 06830

(Address of principal executive offices)
(Zip code)

(203) 302-2000

(Registrant's telephone number,
including area code)

3970 Johns Creek Court,
Suwanee, Georgia 30024

(former address)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, (\$.0001 Par Value)

16,474,737 shares outstanding as of August 5, 2003

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CLARUS CORPORATION

PART I FINANCIAL INFORMATION

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CLARUS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

<TABLE>

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	JUNE 30, 2003	DECEMBER 31, 2002
<S>	<C>	<C>
	-----	-----
	<C>	<C>
	ASSETS	
	CURRENT ASSETS:	

Cash and cash equivalents	\$52,041	\$42,225	
Marketable securities	37,079	52,885	
Accounts receivable, less allowance for doubtful accounts of \$0 and \$586 in 2003 and 2002, respectively		--	467
Prepays and other current assets	1,010	1,262	
Assets held for sale	--	48	
	-----	-----	
Total current assets	90,130	96,887	
PROPERTY AND EQUIPMENT, NET		4	809
OTHER ASSETS:			
Deposits and other long-term assets	60	68	
	-----	-----	
TOTAL ASSETS	\$90,194	\$97,764	
	=====	=====	
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable and accrued liabilities	\$1,948	\$1,936	
Deferred revenue	1,169	1,248	
Current portion of long-term debt	--	5,000	
Liabilities to be assumed	--	220	
	-----	-----	
Total current liabilities	3,117	8,404	
LONG-TERM LIABILITIES:			
Other long-term liabilities	--	--	--
	-----	-----	
Total liabilities	3,117	8,404	
STOCKHOLDERS' EQUITY:			
Preferred stock, \$.0001 par value; 5,000,000 shares authorized; none issued		--	--
Common stock, \$.0001 par value; 100,000,000 shares authorized; 16,546,038 and 15,762,707 shares issued and 16,471,038 and 15,687,707 outstanding in 2003 and 2002, respectively	2	2	
Additional paid-in capital	365,987	361,715	
Accumulated deficit	(275,888)	(272,436)	
Treasury stock, at cost	(2)	(2)	
Accumulated other comprehensive income		98	146
Deferred compensation	(3,120)	(65)	
	-----	-----	
Total stockholders' equity	87,077	89,360	
	-----	-----	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$90,194	\$97,764
	=====	=====	

</TABLE>

SEE ACCOMPANYING NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

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CLARUS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2003	2002	2003	2002
	----	----	----	----
	<C>	<C>	<C>	<C>
<S>				
REVENUES:				
License fees	\$ --	\$ 1,013	\$ --	\$ 2,486
Services fees	25	1,531	78	3,999
	-----	-----	-----	-----

Total revenues	25	2,544	78	6,485
COST OF REVENUES:				
License fees	--	3	--	17
Services fees	--	1,881	--	3,819
	-----		-----	
Total cost of revenues	--	1,884	--	3,836
OPERATING EXPENSES:				
Research and development	--	2,553	--	5,182
Sales and marketing	--	3,032	--	6,678
General and administrative	1,522	3,595	3,831	5,102
Intangible impairment loss	--	10,360	--	10,360
Depreciation and amortization	--	2,326	761	3,673
	-----		-----	
Total operating expenses	1,522	21,866	4,592	30,995
OPERATING LOSS	(1,497)	(21,206)	(4,514)	(28,346)
OTHER INCOME/(EXPENSE)		75	6	380
INTEREST INCOME	390	685	748	1,418
INTEREST EXPENSE	(10)	(56)	(66)	(112)
	-----		-----	
NET LOSS	\$ (1,042)	\$ (20,571)	\$ (3,452)	\$ (27,028)

Loss per common share:

Basic	\$ (0.07)	\$ (1.32)	\$ (0.22)	\$ (1.73)
Diluted	\$ (0.07)	\$ (1.32)	\$ (0.22)	\$ (1.73)

Weighted average shares outstanding:

Basic	15,884	15,588	15,812	15,580
Diluted	15,884	15,588	15,812	15,580

</TABLE>

SEE ACCOMPANYING NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

CLARUS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

<TABLE>
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SIX MONTHS
ENDED JUNE 30,

2003 2002

<C> <C>

<S>
OPERATING ACTIVITIES:

Net loss		\$(3,452)	\$(27,028)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization on property and equipment		761	2,433
Loss/(Gain) on sale of investments		--	(15)
Impairment of intangible assets		--	10,360
Noncash other	(70)	--	--
Amortization of intangible assets		--	455
Noncash sales and marketing expense		--	450
Noncash general and administrative expense		86	--
Provision for doubtful accounts		(67)	3
Loss/(Gain) on disposal of assets		37	785
Changes in operating assets and liabilities:			
Accounts receivable	534	1,564	
Prepaid and other current assets		252	876
Assets held for Sale	48	--	
Deposits and other long-term assets		8	(104)

Accounts payable and accrued liabilities	12	1,649	
Deferred revenue	(79)	(5,227)	
Liabilities to be assumed	(220)	--	
Other long-term liabilities	--	(7)	
	-----	-----	
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES			(2,150) (13,806)
INVESTING ACTIVITIES:			
Purchases of marketable securities	(109,823)	(20,282)	
Proceeds from sale of marketable securities	125,629	2,628	
Proceeds from maturity of marketable securities	--	14,140	
Proceeds from sale of investments	--	200	
Proceeds from sale of equipment	11	27	
Purchases of property and equipment	(4)	(76)	
	-----	-----	
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES			15,813 (3,363)
FINANCING ACTIVITIES:			
Proceeds from the exercises of stock options	1,201	136	
Repayment of debt	(5,000)	--	
Proceeds from issuance of common stock related to employee stock purchase plan	--	78	
	-----	-----	
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES			(3,799) 214
	-----	-----	
Effect of exchange rate change on cash	(48)	3	
CHANGE IN CASH AND CASH EQUIVALENTS			9,816 (16,952)
CASH AND CASH EQUIVALENTS, Beginning of Period		42,225	55,628
	-----	-----	
CASH AND CASH EQUIVALENTS, End of Period		\$52,041	\$38,676
	=====	=====	
SUPPLEMENTAL CASH FLOW DISCLOSURE:			
	-----	-----	
Cash paid for interest	\$0	\$56	
	=====	=====	

</TABLE>

SEE ACCOMPANYING NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

CLARUS CORPORATION
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of Clarus Corporation and subsidiaries ("Clarus" or the "Company," which may be referred to as "we," "us," or "our") for the three and six months ended June 30, 2003 and 2002, have been prepared in accordance with accounting principles generally accepted in the United States of America and instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information in notes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the unaudited condensed consolidated financial statements have been included. The results of the three and six months ended June 30, 2003 are not necessarily indicative of the results to be obtained for the year ending December 31, 2003. These interim financial statements should be read in conjunction with the Company's audited consolidated financial statements and footnotes thereto included in the Company's Form 10-K for the fiscal year ended December 31, 2002, filed with the Securities and Exchange Commission.

NOTE 2. SIGNIFICANT EVENTS

As part of our previously announced strategy to limit operating losses and enable the Company to redeploy its assets and use its substantial cash and cash equivalent assets to enhance stockholder value, on December 6, 2002, we sold substantially all of our electronic commerce business, which represented

substantially all of our revenue-generating operations and related assets.

On May 26, 2003, the Company assigned all of its right, title and interest in and to the eMarket application software, including the source code relating thereto ("eMarket") to Litemark, Inc., a Georgia corporation ("Litemark"). In connection with such assignment the Company received consideration consisting of 1,000,000 shares of the common stock of Litemark and a two-year royalty equal to a percentage of all gross revenues received by Litemark solely as a result of the licensing or selling of the object code and/or source code of eMarket to third parties. The Company did not record any gain/loss on this transaction as the eMarket application had no carrying value, and the Litemark shares were assigned a \$0 fair value.

NOTE 3. EARNINGS PER SHARE

Basic and diluted net loss per share were computed in accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share," using the weighted average number of common shares outstanding. The diluted net loss per share for the three and six months ended June 30, 2003 and 2002 does not include the effect of potentially dilutive common stock equivalents, calculated using the treasury stock method, as their impact would be antidilutive. In addition, the diluted net loss per share excludes the effect of 500,000 shares of restricted common stock discussed in note 4, as their impact would be antidilutive.

NOTE 4. STOCK-BASED COMPENSATION

The Company accounts for its stock option plans in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees", and related interpretations. As such, compensation expense is measured on the date of grant only if the current market price of the underlying stock exceeds the exercise price. Such compensation expense is recorded on a straight-line basis over the related vesting period.

SFAS 123, "Accounting for Stock-Based Compensation", permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. Alternatively, SFAS 123 allows entities to continue to apply the provisions of APB Opinion No. 25 and provide pro forma net income (loss) and pro forma net income (loss) per share disclosures for employee stock option grants as if the fair-value-based method defined in SFAS 123 had been applied. The Company has elected to continue to apply the provisions of APB Opinion No. 25 and provide the pro forma disclosures required by SFAS 123.

In April 2003, the Company granted 500,000 shares of restricted stock to Warren B. Kanders, the Executive Chairman of the Board. The shares vest in 10 years or earlier upon satisfaction of various conditions including performance based conditions relating to the price of the Company's common stock. Deferred compensation of \$3,140,000 was recorded at the date of grant, of which \$78,500 was amortized to compensation expense during the three months ended June 30, 2003.

Had compensation cost been determined consistent with the provisions of SFAS No. 123, the Company's pro forma net loss and net loss per share in accordance with SFAS No. 123 for the three and six-month periods ended June 30, 2003 and 2002 would have been as follows (in thousands, except per share amounts):

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<TABLE>
<CAPTION>

	3 months ended June 30,		6 months ended June 30,		
	2003	2002	2003	2002	
<S>	<C>	<C>	<C>	<C>	
Net loss, as reported.....	\$ (1,042)	\$ (20,571)	\$ (3,542)	\$ (27,028)	
Add stock-based employee compensation expense included in reported net loss, net of tax.....	81	18	84	196	
Deduct total stock-based employee compensation expense determined under fair-value based method for all awards, net of tax.....		(1,255)	(87)	(1,255)	(478)

Pro forma net loss.....	\$ (2,216)	\$ (20,640)	\$ (4,713)	\$ (27,310)
Basic and diluted net loss per share:				
As reported.....	\$ (.07)	\$ (1.32)	\$ (0.22)	\$ (1.73)
Add stock-based employee compensation expense included in reported net loss, net of tax.....	\$ 0.01	\$ 0.00	\$ 0.01	\$ 0.01
Deduct total stock-based employee compensation expense determined under fair-value based method for all awards, net of tax		\$ (.08)	\$ (0.01)	\$ (0.08)
Pro forma basic and diluted net loss per share.....	\$ (.14)	\$ (1.33)	\$ (0.29)	\$ (1.75)

</TABLE>

NOTE 5. RESTRUCTURING AND RELATED COSTS

During 2002 and 2001, the Company's management approved restructuring plans to reorganize and reduce operating costs. During the first quarter of 2002, the Company determined that amounts previously charged during 2001 of approximately \$202,000 that related to employee separation and related charges were no longer required and this amount was credited to sales and marketing expense in the accompanying consolidated statement of operations during calendar 2002. Restructuring and related charges of \$8.6 million were expensed during 2002. The charges for 2002 were comprised of \$4.6 million for employee separation and related costs for 183 employees and \$4.0 million for facility closures and consolidation costs.

The facility closures and consolidation costs for 2002 relate to the abandonment of the Company's leased facilities in Suwanee, Georgia; Limerick, Ireland; Maidenhead, England; and near Toronto, Canada. Total facilities closure and consolidation costs include remaining lease liabilities, construction costs and brokerage fees to sublet the abandoned space, net of estimated sublease income. The estimated costs of abandoning these leased facilities, including estimated costs to sublease, were based on market information trend analysis provided by a commercial real estate brokerage firm retained by the Company. The Company incurred a charge in the fourth quarter 2002 of \$2.1 million for facility closure and consolidation costs as a result of the termination of its lease for the facility in Suwanee, Georgia.

The following is a reconciliation of the components of the accrual for restructuring and related costs, the amounts charged against the accrual during 2002 and 2003 and the balance of the accrual as of June 30, 2003:

<TABLE>
<CAPTION>

	SIX MONTHS ENDED JUNE 30, 2003							
	BALANCE DECEMBER 31, 2001	ACCRUALS DURING 2002	EXPENDITURES DURING 2002	EXPENDITURES DURING 2002	BALANCE ADJUSTMENTS 2002	BALANCE DECEMBER 31, DURING 2003	EXPENDITURES 2003	JUNE 30,
(in thousands)	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
Employee separation costs	\$680	\$4,645	\$(4,196)	\$(202)	\$927	\$(614)	\$313	
Facility closure costs	1,209	3,905	(4,977)	--	137	(2)	135	
Total restructuring and related costs	\$1,889	\$8,550	\$(9,173)	\$(202)	\$1,064	\$(616)	\$448	

</TABLE>

The accrual for restructuring and related costs is included in accounts payable and accrued liabilities in the accompanying consolidated balance sheets.

NOTE 6. COMPREHENSIVE INCOME (LOSS)

The Company utilizes SFAS No. 130 "Reporting Comprehensive Income." SFAS 130 establishes standards for reporting and presentation of comprehensive income

(loss) and its components of net income (loss) and "Other Comprehensive Income (Loss)." "Other Comprehensive Income (Loss)" refers to revenues, expenses and gains and losses that are not included in net income (loss) but rather are recorded directly in stockholders' equity. The components of comprehensive loss for the three and six months ended June 30, 2003 and 2002 were as follows:

<TABLE>

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	THREE MONTHS ENDED JUNE 30,			SIX MONTHS ENDED JUNE 30,	
	2003	2002	2003	2002	
	-----	-----	-----	-----	
<S>	<C>	<C>	<C>	<C>	
(in thousands)					
Net loss	\$ (1,042)	\$ (20,571)	\$(3,452)	\$(27,028)	
Increase in unrealized gain on marketable securities		37	18	98	(164)
Foreign currency translation adjustments		-	87	-	3
	-----	-----	-----	-----	
Comprehensive loss	\$(1,005)	\$(20,466)	(3,354)	(27,189)	
	=====	=====	=====	=====	

</TABLE>

NOTE 7. CONTINGENCIES

The Company is a party to various pending judicial and administrative proceedings described more fully in Part I, Item 3 of the Company's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2002, and Part II, Item 1 of this Quarterly Report on Form 10-Q. After reviewing the proceedings that are currently pending (including the probable outcomes, reasonably anticipated costs and expenses, availability and limits of insurance coverage), we do not believe that any liabilities that may result from these proceedings are reasonably likely to have a material adverse effect on our liquidity, financial condition or results of operations. However, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of the proceedings that are currently pending could adversely affect the Company's business, results of operations, liquidity or financial condition.

NOTE 8. NEW ACCOUNTING PRONOUNCEMENTS

In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an interpretation of ARB No. 51." This interpretation addresses the consolidation by business enterprises of variable interest entities as defined in the interpretation. The interpretation applies immediately to variable interests in variable interest entities created after January 31, 2003, and to variable interests in variable interest entities obtained after January 31, 2003. The application of this interpretation did not have a material effect on the Company's consolidated financial statements.

In December 2002, the FASB issued SFAS 148, "Accounting for Stock-Based Compensation, Transition and Disclosure, an amendment of FASB Statement No. 123." SFAS 148 amends SFAS 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value method of accounting for stock-based employee compensation. In addition, this statement amends the disclosure requirements of SFAS 123 to require prominent disclosures in both annual and interim financial statements. Certain of the disclosures are required for quarterly financial reporting and are included in the notes to these condensed consolidated financial statements.

In November 2002, the FASB issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34." This interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. Interpretation No. 45 also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the interpretation are applicable to guarantees issued or modified after December 31, 2002 and are not expected to have a material effect on the Company's financial statements. The

disclosure requirements are effective for financial statements of interim or annual periods ending after December 15, 2002. The Company does not currently have any guarantees requiring disclosure in the notes to these condensed consolidated financial statements. Accordingly the application of this interpretation did not have a material effect on the Company's consolidated financial statements.

In June 2002, the FASB issued SFAS 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force ("EITF") Issue No. 94-3, "Liability Recognition for Certain Employee termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." The provisions of SFAS 146 are effective for exit or disposal activities that are initiated after December 31, 2002, with early application encouraged. The adoption of SFAS 146 did not have a material impact on the Company's consolidated financial statements.

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In August 2001, the FASB issued SFAS 143 "Accounting for Asset Retirement Obligations." SFAS 143 addresses financial accounting and reporting obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. The company adopted SFAS 143 on January 1, 2003. The adoption of SFAS 143 did not have a material impact on the Company's consolidated financial statements.

NOTE 9. RELATED PARTY TRANSACTIONS

In 2003, we entered into an oral agreement with Kanders & Company pursuant to which we subleased approximately 1,989 square feet in Greenwich, Connecticut for \$9,572 a month (subject to increases every three years). In June 2003, this agreement with Kanders & Company was terminated as the underlying lease held by Kanders & Company for the Greenwich property was voluntarily terminated. Clarus has been reimbursed by Kanders & Company in the aggregate amount of \$102,000, which represents all out-of-pocket expenses incurred by Clarus in connection with the Greenwich property. Kanders & Company is owned and controlled by the Company's Executive Chairman, Warren B. Kanders.

During the three and six month periods ended June 30, 2003, the Company expensed \$48,000 and \$57,000, respectively, to Kanders Aviation LLC, an affiliate of the Company's Executive Chairman, Warren B. Kanders, for reimbursement of expenses relating to use of its aircraft for travel required by directors and officers of the Company. This travel related to Board meetings and the closing of the Atlanta facility. As of June 30, 2003, 30,000 of this expense remained outstanding and is included in accounts payable and accrued liabilities.

As of June 30, 2003, the Company had outstanding accounts receivables of \$71,000 from Kanders & Company and Kanders Aviation. Both of these companies are owned and controlled by Warren B. Kanders, the Company's Executive Chairman. The expenses relate to travel as discussed above and general and administrative costs incurred by the Company on behalf of Kanders & Co.

NOTE 10. RECLASSIFICATIONS

Certain prior period amounts have been reclassified to conform to the current period presentation.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements, including information about or related to our future results, certain projections and business trends. Assumptions relating to forward-looking statements involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. When used in this report, the words "estimate," "project," "intend," "believe," "expect" and similar expressions are intended to identify forward-looking

statements. Although we believe that our assumptions underlying the forward-looking statements are reasonable, any or all of the assumptions could prove inaccurate, and we may not realize the results contemplated by the forward-looking statements. Management decisions are subjective in many respects and susceptible to interpretations and periodic revisions based upon actual experience and business developments, the impact of which may cause us to alter our business strategy or capital expenditure plans that may, in turn, affect our results of operations. In light of the significant uncertainties inherent in the forward-looking information included in this report, you should not regard the inclusion of such information as our representation that we will achieve any strategy, objectives or other plans. The forward-looking statements contained in this report speak only as of the date of this report, and we have no obligation to update publicly or revise any of these forward-looking statements.

These and other statements, which are not historical facts, are based largely upon our current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by such forward-looking statements. These risks and uncertainties include, among others, our planned effort to redeploy our assets to enhance stockholder value following the sale of substantially all of our revenue generating operations and assets, and the risks and uncertainties set forth in the section headed "Factors That May Affect Our Future Results" of Part I of our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2002 and described below. The Company cannot guarantee its future performance.

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CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

The Company's discussion of financial condition and results of operations are based on the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting periods. The Company continually evaluates its estimates and assumptions including those related to revenue recognition, allowance for doubtful accounts, impairment of long-lived assets, and contingencies and litigation. The Company bases its estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The Company believes the following critical accounting policies include the more significant estimates and assumptions used by management in the preparation of its consolidated financial statements.

- - The Company has recognized revenue from two primary sources, software licenses and services. Revenue from software licensing and services fees is recognized in accordance with Statement of Position ("SOP") 97-2, "Software Revenue Recognition," and SOP 98-9, "Software Revenue Recognition with Respect to Certain Transactions" and related interpretations. The Company recognized software license revenue when: persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the fee is fixed or determinable; and (4) collectibility is probable.
- - The Company maintains allowances for doubtful accounts based on expected losses resulting from the inability of the Company's customers to make required payments.
- - The Company had significant long-lived assets, primarily intangibles, as a result of acquisitions completed during 2000. During 2002, the Company evaluated the carrying value of its long-lived assets, including intangibles, according to Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets" and SFAS No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets." Prior to 2002, the Company periodically evaluated the carrying value of its long-lived assets, including intangibles, according to SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of." During the fourth quarter of 2001, the Company's evaluation of the performance of the SAI/Redeo

companies compared to initial projections, negative economic trends and a decline in industry growth rate projections indicated that the carrying value of these intangible assets exceeded management's revised estimates of future undiscounted cash flows. This assessment resulted in a \$36.8 million impairment charge to goodwill based on the amount by which the carrying amount of these assets exceeded fair value. As a result of a change in the Company's strategic direction during the second quarter of 2002, the Company determined that remaining goodwill and intangible assets should be tested for further impairment, as a result of such tests, the Company recorded an additional impairment charge to goodwill of \$6.7 million and an impairment charge to intangible assets of \$3.6 million during the three months ended June 30, 2002. The Company recorded no amortization expense related to intangible assets with definite lives during the three and six months ended June 30, 2003. As a result of adopting SFAS 142, the Company did not record amortization expense related to goodwill during 2002.

- - The Company is a party to various pending judicial and administrative proceedings described more fully in Part I, Item 3 of the Company's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2002 and Part II, Item 1 of this Quarterly Report on Form 10-Q. After reviewing the proceedings that are currently pending (including the probable outcomes, reasonably anticipated costs and expenses, availability and limits of insurance coverage), we do not believe that any liabilities that may result from these proceedings are reasonably likely to have a material adverse effect on our liquidity, financial condition or results of operations. However, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of the proceedings that are currently pending could adversely affect the Company's business, results of operations, liquidity or financial condition.

Sources of Revenue

Prior to December 6, 2002, the Company's revenue consisted of license fees and services fees. License fees were generated from the licensing of the Company's suite of software products. Services fees were generated from consulting, implementation, training, content aggregation and maintenance support services. Following the sale of substantially all of the Company's operating assets, the Company's revenue consists solely of the recognition of deferred service fees that are recognized ratably over the maintenance term. This revenue will continue to decrease during 2003 and will be fully recognized by year-end. Prior to a redeployment of the Company's assets, the Company's earnings will consist of interest, dividend and other investment income from short-term investments that is reported as interest income in the Company's statement of operations.

Revenue Recognition

The Company historically recognized revenue from two primary sources, software licenses and services. Revenue from software licensing and services fees was recognized in accordance with SOP 97-2, "Software Revenue Recognition," and SOP 98-9, "Software Revenue Recognition with Respect to Certain Transactions" and related interpretations. The Company recognizes software license revenue when: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the fee is fixed or determinable; and (4) collectibility is probable.

Cost of Revenues and Operating Expenses

Cost of license fees included royalties and software duplication and distribution costs. The Company recognized these costs as the applications were shipped.

Cost of services fees included personnel related expenses and third-party consulting fees incurred to provide implementation, training, maintenance, content aggregation, and upgrade services to customers and partners. These costs were recognized as they were incurred for time and material arrangements and were recognized using the percentage of completion method for fixed price arrangements.

Research and development expenses consisted primarily of personnel related

expenses and third-party consulting fees. The Company accounted for software development costs under Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed." The Company charged research and development costs related to new products or enhancements to expense as incurred until technological feasibility was established, after which the remaining costs were capitalized until the product or enhancement was available for general release to customers. The Company defined technological feasibility as the point in time at which a working model of the related product or enhancement exists. Historically, the costs incurred during the period between the achievement of technological feasibility and the point at which the product is available for general release to customers were not material.

Sales and marketing expenses consisted primarily of personnel related expenses, including sales commissions and bonuses, expenses related to travel, customer meetings, trade show participation, public relations, promotional activities, regional sales offices, and advertising.

General and administrative expenses consist primarily of personnel related expenses for financial, administrative and management personnel, fees for professional services, board of director fees and the provision for doubtful accounts. During 2002, the Company allocated the total cost of its information technology function and costs related to the occupancy of its corporate headquarters, to each of the functional areas. Information technology expenses included personnel related expenses, communication charges, and software support. Occupancy charges include rent, utilities, and maintenance services.

Restructuring and Related Costs

See "Restructuring and Related Costs" Note 5 of the Notes to the Unaudited Condensed Consolidated Financial Statements

OVERVIEW

AS PART OF OUR PREVIOUSLY ANNOUNCED STRATEGY TO LIMIT OPERATING LOSSES AND ENABLE THE COMPANY TO REDEPLOY ITS ASSETS AND USE ITS SUBSTANTIAL CASH AND CASH EQUIVALENT ASSETS TO ENHANCE STOCKHOLDER VALUE, ON DECEMBER 6, 2002 WE SOLD SUBSTANTIALLY ALL OF OUR ELECTRONIC COMMERCE BUSINESS, WHICH REPRESENTED SUBSTANTIALLY ALL OF OUR REVENUE-GENERATING OPERATIONS AND RELATED ASSETS. THE INFORMATION APPEARING BELOW, WHICH RELATES TO PRIOR PERIODS, IS THEREFORE NOT INDICATIVE OF THE RESULTS THAT MAY BE EXPECTED FOR ANY SUBSEQUENT PERIODS. THE CURRENT THREE-MONTH AND SIX-MONTH PERIODS PRIMARILY REFLECT, AND FUTURE PERIODS PRIOR TO A REDEPLOYMENT OF ASSETS ARE EXPECTED TO PRIMARILY REFLECT, GENERAL AND ADMINISTRATIVE EXPENSES ASSOCIATED WITH THE CONTINUING ADMINISTRATION OF THE COMPANY AND ITS EFFORTS TO REDEPLOY ITS ASSETS.

RESULTS OF OPERATIONS

Revenues

Total Revenues. Total revenues for the three months ended June 30, 2003 decreased to \$25,000 from \$2.5 million during the same period in 2002. Total revenues for the six months ended June 30, 2003 decreased to \$78,000 from \$6.5 million during the same period in 2002. The decrease in total revenues in both periods resulted primarily from the sale of substantially all of the Company's operating assets, discussed above.

License Fees. As a result of the sale of substantially all of the Company's operating assets, discussed above, the Company did not recognize any license fee revenue during 2003. License fees were \$1.0 million or 39.8% of total revenues for the three months ended June 30, 2002. License fees were \$2.5 million or 38.3% of total revenues for the six months ended June 30, 2002.

Services Fees. Services fees decreased to \$25,000 or 100% of total revenues for the three months ended June 30, 2003, from \$1.5 million or 60.2% of total revenues for the same period in 2002. Services fees decreased to \$78,000 or 100.0% of total revenues for the six months ended June 30, 2003, from \$4.0 million or 61.7% of total revenues for the same period in 2002. This decrease is primarily attributable to the sale of substantially all of the Company's

operating assets, discussed above.

Cost of Revenues

Total Cost of Revenues. As a result of the sale of substantially all of the Company's operating assets, the Company did not record any cost of revenues during 2003. Cost of revenues were \$1.9 million and \$3.8 million during the three and six months ended June 30, 2002.

Cost of License Fees. As a result of the sale of substantially all of the Company's operating assets, the Company did not record any cost of license fees during 2003. Cost of license fees was \$3,000 during the three months ended June 30, 2002 and \$17,000 for the six months ended June 30, 2002.

Cost of Services Fees. As a result of the sale of substantially all of the Company's operating assets, the Company did not record any cost of services fees during 2003. Cost of services fees were \$1.9 million during the three months ended June 30, 2002 and \$3.8 million during the six months ended June 30, 2002.

Research and Development Expense

As a result of the sale of substantially all of the Company's operating assets, the Company did not record any research and development expenses during 2003. Research and development expenses were approximately \$2.6 million or 100.4% of total revenues during the three months ended June 30, 2002 and \$5.2 million or 89.6% of total revenues during the six months ended June 30, 2002.

Sales and Marketing

As a result of the sale of substantially all of the Company's operating assets, the Company did not record any sales and marketing expenses during 2003. Sales and marketing expenses were \$3.0 million during the second quarter in 2002 and \$6.7 million during the six months ended June 30, 2002.

General and Administrative

General and administrative expenses decreased to \$1.5 million during the quarter ended June 30, 2003 from \$3.6 million during the same period in 2002. General and administrative expenses decreased to \$3.8 million during the six months ended June 30, 2003 from \$5.1 million during the same period in 2002. The decrease in general and administrative expenses for the three and six months ended June 30, 2003 was primarily attributable to the reduction in expenses due to the company's change in strategic direction as discussed earlier.

Depreciation and Amortization

Depreciation and amortization decreased to \$0 in the quarter ended June 30, 2003 from \$2.3 million in the same period of 2002. Depreciation and amortization decreased to \$761,000 in the six months ended June 30, 2003 from \$3.7 million in the same period of 2002. The decrease is primarily attributable to the sale of substantially all of the Company's operating assets, the write-down of certain assets related to the Company's Maidenhead, England, Limerick, Ireland and Suwanee, Georgia facilities during 2002 and the write-off of intangible assets with definite lives during 2002.

Other Income

For the three months ended June 30, 2003, the Company recorded a gain of \$75,000 from the extinguishment of debt and disposal of assets. For the three months ended June 30, 2002, the Company recorded other income of \$6,000. For the six months

ended June 30, 2003, the Company recorded a loss on disposal of assets and a gain from the early extinguishments of debt of \$380,000. For the six months ended June 30, 2002, the Company recorded other income of \$12,000 which was comprised of losses on foreign currency and realized gains and losses on marketable securities.

Interest Income

Interest income decreased to \$390,000 in the three months ended June 30, 2003 from \$685,000 in the same period of 2002. Interest income decreased to \$748,000 for the six months ended June 30, 2003 from \$1.4 million for the same period of 2002. The decrease in interest income was due to lower levels of cash and cash equivalents available for investment and a lower rate of return on investments.

Interest Expense

Interest expense was \$10,000 and \$56,000 for the three months ended June 30, 2003 and 2002, respectively. Interest expense for the six months ended June 30, 2003 was \$66,000 compared to \$112,000 during the same period of 2002. In March of 2000, the Company entered into a \$5.0 million borrowing arrangement with an interest rate of 4.5% with Peachtree Equity Partners L.P., assignee of Wachovia Capital Investments, Inc. The interest expense in 2003 and 2002 is related to this agreement. The debt was repaid on April 17, 2003.

Income Taxes

As a result of the operating losses incurred since the Company's inception, no provision or benefit for income taxes was recorded during the three months and six months ended June 30, 2003 and 2002, respectively.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents increased to \$52.0 million at June 30, 2003 from \$42.2 million at December 31, 2002. Marketable securities decreased to \$37.1 million at June 30, 2003 from \$52.9 million at December 31, 2002. The overall decrease in cash and cash equivalents and marketable securities is due primarily to cash used in operating activities and repayment of indebtedness.

Cash used in operating activities was approximately \$2.1 million during the six months ended June 30, 2003. This was primarily attributable to the Company's net loss partially offset by a decrease in accounts receivable and prepaid and other current assets and an increase in accounts payable and accrued liabilities. Cash used in operating activities was approximately \$13.8 million during the six months ended June 30, 2002. The cash used was primarily attributable to the Company's net loss and to a decrease in deferred revenue partially offset by noncash items, an increase in accounts payable and a decrease in accounts receivable and prepaid and other assets.

Cash provided by investing activities was approximately \$15.8 million during the six months ended June 30, 2003. The cash was provided primarily from the sale and maturity of marketable securities partially offset by the purchase of marketable securities. Cash used for investing activities was approximately \$3.4 million during the six months ended June 30, 2002. The cash was used primarily for purchases of marketable securities partially offset by the sale and maturity of marketable securities.

Cash used by financing activities was approximately \$3.7 million during the six months ended June 30, 2003, compared to cash provided by financing activities of \$214,000 during the six months ended June 30, 2002. The cash used by financing activities during the six months ended June 30, 2003 was primarily attributable to the early repayment of debt to Peachtree Equity Partners, L.P. as mentioned earlier. For the six month period ending June 30, 2002, cash provided by financing was attributable to proceeds from shares issued under the employee stock purchase plan and stock option exercises.

At June 30, 2003, the Company had net operating loss carryforwards, research and experimentation credit, and alternative minimum tax credit carryforwards for U.S. federal income tax purposes that expire in varying amounts beginning in the year 2009. The Company's ability to benefit from certain net operating loss carryforwards is limited under section 382 of the Internal Revenue Code as the Company is deemed to have had an ownership change of greater than 50%. Accordingly, certain net operating losses may not be realizable in future years due to this limitation.

As part of our previously announced strategy, we are seeking to redeploy our assets, to reduce significantly our cash expenditure rate and targeting, to the extent practicable, our overhead expenses to the amount of our interest income until the completion of such redeployment.

The following summarizes the Company's contractual obligations and commercial commitments at June 30, 2003, and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

<TABLE>

<CAPTION>

	TOTAL	2003	2004	2005	2006	2007	THEREAFTER
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
(in thousands)							
Operating leases	393	189	96	96	12	--	--
Total	\$393	\$189	\$96	\$96	\$12	\$--	\$--

</TABLE>

The Company does not have commercial commitments under capital leases, lines of credit, standby lines of credit, guaranties, standby repurchase obligations or other such arrangements.

The Company does not engage in any transactions or have relationships or other arrangements with an unconsolidated entity. These include special purpose and similar entities or other off-balance sheet arrangements. The Company also does not trade in energy, weather or other commodity based contracts.

Related Party Transactions

In 2003, we entered into an oral agreement with Kanders & Company pursuant to which we subleased approximately 1,989 square feet in Greenwich, Connecticut for \$9,572 a month (subject to increases every three years). In June 2003, this agreement with Kanders & Company was terminated as the underlying lease held by Kanders & Company for the Greenwich property was voluntarily terminated. Clarus has been reimbursed by Kanders & Company in the aggregate amount of \$102,000, which represents all out-of-pocket expenses incurred by Clarus in connection with the Greenwich property. Kanders & Company is owned and controlled by the Company's Executive Chairman, Warren B. Kanders.

During the three and six month periods ended June 30, 2003, the Company expensed \$48,000 and \$57,000, respectively, to Kanders Aviation LLC, an affiliate of the Company's Executive Chairman, Warren B. Kanders, for reimbursement of expenses relating to use of its aircraft for travel required by directors and officers of the Company. This travel related to Board meetings and the closing of the Atlanta facility. As of June 30, 2003, 30,000 of this expense remained outstanding and is included in accounts payable and accrued liabilities.

As of June 30, 2003, the Company had outstanding accounts receivables of \$71,000 from Kanders & Company and Kanders Aviation. Both of these companies are owned and controlled by Warren B. Kanders, the Company's Executive Chairman. The expenses relate to travel as discussed above and general and administrative costs incurred by the Company on behalf of Kanders & Co.

After the closing of the sale of the e-commerce software business, Steven Jeffery resigned as the Company's Chief Executive Officer and Chairman of the Board of Directors. Under Mr. Jeffery's employment agreement, he is entitled to receive a severance payment equal to one year's salary of \$250,000, payable over one year. In addition, Mr. Jeffery entered into a three-year consulting agreement with the Company and will receive total consideration of \$250,000 payable over a term of two years. Both of these obligations were accrued as of December 31, 2002. During the six-month period ended June 30, 2003, Mr. Jeffery received \$187,500 related to these arrangements leaving a balance of \$312,500 which is included in accrued liabilities and accounts payable as of June 30, 2003.

In the opinion of management, the rates, terms and considerations of the transactions with the related parties described above approximate those that the Company would have received in transactions with unaffiliated parties.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our exposures to market risk since

December 31, 2002.

ITEM 4. PROCEDURES AND CONTROLS

The Company's management carried out an evaluation, with the participation of the Company's Chief Administrative Officer and Controller, its principal executive officer and principal financial officer, respectively, of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Administrative Officer and Controller concluded that, except as set forth below, as of the end of the period covered by this Form 10-Q that the Company's disclosure controls and procedures are effective.

Except as set forth below, there have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

The Company notes, however, that staff reductions arising out of the discontinuance of its operations and its effort to reduce administrative expenses pending redeployment of its assets, has resulted in management recognition of a deficiency in our financial reporting process and the need to retain additional financial reporting assistance to the extent necessary. The Company plans to retain such assistance accordingly. We believe that this matter has not had a material impact on our financial statements.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is a party to various pending judicial and administrative proceedings, which, except as set forth below, are described more fully in Part I, Item 3 of the Company's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2002. After reviewing the proceedings that are currently pending (including the probable outcomes, reasonably anticipated costs and expenses, availability and limits of insurance coverage), we do not believe that any liabilities that may result from these proceedings are reasonably likely to have a material adverse effect on our liquidity, financial condition or results of operations. However, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of the proceedings that are currently pending could adversely affect the Company's business, results of operations, liquidity or financial condition.

Peachtree Equity Partners, L.P. v. Clarus Corporation:

On April 18, 2003, Peachtree Equity Partners L.P., as the assignee of a five-year promissory note made by the Company in the amount of \$5 million, agreed to dismiss with prejudice, an action commenced by Peachtree Equity in the Georgia state court for prepayment of the promissory note, plus interest and attorneys fees. In connection with such dismissal, the Company made a payment to Peachtree Equity comprised of the \$5 million outstanding principal amount of the promissory note.

During 2002, ten former employees of the Company commenced an action in the United States District Court for the Northern District of Georgia-Atlanta Division seeking back pay, employee benefits, interest and attorneys' fees. On July 31, 2003, the case was dismissed without prejudice to the right of any party to reopen the matter on or before August 15, 2004.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

We held our annual meeting of stockholders on June 24, 2003. Of the 16,463,024 shares of common stock entitled to vote at the meeting, 14,657,320 shares of common stock were present in person or by proxy and entitled to vote. Such number of shares represented approximately 89% of our outstanding shares of common stock. Listed below are the matters voted upon at our annual meeting of stockholders and the respective voting results:

<TABLE>
<CAPTION>

	Voted FOR	Abstained/ Withheld Broker Non-Votes	
<S>	<C>	<C>	<C>
Election of Directors:			
Tench Coxe	13,576,259	1,081,061	-
Burt R. Ehrlich	13,684,924	972,396	-
Donald L. House	12,795,787	1,861,533	-
Stephen P. Jeffrey	13,033,075	1,624,245	-
Warren B. Kanders	12,536,156	2,121,164	-
Nicholas Sokolow	13,519,838	1,137,482	-

<CAPTION>

	Voted FOR	Voted AGAINST	Abstained
<S>	<C>	<C>	<C>
Approval of the proposal to amend our Amended and Restated Certificate of Incorporation to restrict certain transfers of its securities in order to help assure the preservation of our tax net operating loss carryforwards:		10,261,523	1,235,829 11,795
Ratification of the appointment of KPMG LLP as our independent auditors for the year ending December 31, 2003:		12,504,744	677,341 8,781

</TABLE>

ITEM 5. OTHER INFORMATION

At our annual meeting of stockholders held on July 24, 2003, our stockholders approved an amendment (the "Amendment") to our Amended and Restated Certificate of Incorporation to restrict certain acquisitions of our securities in order to help assure the preservation of our tax net operating loss carryforwards. The Amendment generally restricts direct and indirect acquisitions of our equity securities if such acquisition will affect the percentage of Clarus' capital stock that is treated as owned by a 5% stockholder. A copy of the Amendment filed with the Secretary of State of Delaware on July 30, 2003, accompanies our Current Report on Form 8-K dated July 31, 2003, as Exhibit 3.1.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Number Exhibit

- 31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

During the quarter ended June 30, 2003, the Company filed a Current Report on Form 8-K on May 15, 2003, with respect to Items 7 and 9, relating to a press release dated May 15, 2003, announcing the Company's earnings for the three-month period ended March 31, 2003.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLARUS CORPORATION

Date August 18, 2003

/s/ Nigel P. Ekern,

Nigel P. Ekern,
Chief Administrative Officer

/s/ Susan Luckfield,

Susan Luckfield,
Controller

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EXHIBIT INDEX

Number Exhibit

- 31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Nigel P. Ekern, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Clarus Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 18, 2003

/s/ Nigel P. Ekern

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Susan Luckfield certify that:

1. I have reviewed this quarterly report on Form 10-Q of Clarus Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 18, 2003

/s/ Susan Luckfield

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I Nigel P. Ekern, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Clarus Corporation on Form 10-Q for the quarter ended June 30, 2003, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Clarus Corporation.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: August 18, 2003 By: /s/ Nigel P. Ekern
Name: Nigel P. Ekern
Title: Chief Administrative Officer

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Susan Luckfield, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Clarus Corporation on Form 10-Q for the quarter ended June 30, 2003, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Clarus Corporation.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: August 18, 2003 By: /s/ Susan Luckfield
Name: Susan Luckfield
Title: Controller