

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 1, 2006

Clarus Corporation

(Exact name of registrant as specified in its charter)

Delaware

0-24277

58-1972600

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One Landmark Square, 22nd Floor, Stamford Connecticut 06901  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 428-2000

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On March 1, 2006, the Registrant issued an earnings press release announcing financial results for the quarter and fiscal year ended December 31, 2005. A copy of the earnings press release is furnished as Exhibit 99.1 and incorporated herein by reference.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

Exhibit	Description
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99.1	Press Release dated March 1, 2006, with respect to the Registrant's financial results for the quarter and fiscal year ended December 31, 2005 (furnished only).
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## SIGNATURES

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

Dated: March 1, 2006

CLARUS CORPORATION

By: /s/ Nigel P. Ekern

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Nigel P. Ekern,  
Chief Administrative Officer

By: /s/ Susan Luckfield

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Susan Luckfield,  
Controller

## EXHIBIT INDEX

Number Exhibit

- - - - -

99.1 Press Release dated March 1, 2006, with respect to the Registrant's financial results for the quarter and fiscal year ended December 31, 2005 (furnished only).

FOR IMMEDIATE RELEASE

CONTACT

Nigel Ekern  
Chief Administrative Officer  
Clarus Corporation  
(203) 428-2000  
nekern@claruscorp.com

CLARUS ANNOUNCES 2005 RESULTS

STAMFORD, CONNECTICUT -- MARCH 1, 2006 -- Clarus Corporation (OTC:CLRS) today announced financial results for the quarter and fiscal year ended December 31, 2005. Clarus reported no revenues for the quarter and fiscal year ended December 31, 2005 compared to \$1.1 million of deferred software service fees during the fiscal year ended December 31, 2004. Net loss for the fourth quarter of 2005 was \$0.3 million or \$0.02 per diluted share compared to a net loss of \$0.9 million or \$0.06 per diluted share during the comparable period of 2004. Net loss for the fiscal year ended December 31, 2005 was \$1.3 million or \$0.08 per diluted share compared to a net loss of \$2.9 million or \$0.18 per diluted share during the comparable period of 2004.

The results of operations for the quarter ending March 31, 2006 are expected to include a charge of approximately \$1.3 million for transaction expenses arising out of negotiations related to an acquisition process that terminated in January 2006 without Clarus consummating the acquisition. Transaction expenses represent the costs incurred during due diligence and negotiation of potential acquisitions such as legal, accounting and other professional fees and related expenses.

As of December 31, 2005, Clarus' cash, cash equivalents and marketable securities were \$84.9 million (or \$4.96 gross cash per share) compared to \$83.5 million as of December 31, 2004. Gross cash per share at December 31, 2005 equals cash, cash equivalents and marketable securities of \$84.9 million divided by 17.1 million common shares outstanding. Clarus has provided this non-GAAP measure because it believes that it is useful to investors assessing the extent of Clarus' assets available for redeployment. Clarus is unaware of any comparable GAAP measure.

Clarus estimates that it has available net operating loss, capital loss, research and experimentation credit and alternative minimum tax credit carryforwards for U.S. federal income tax purposes of approximately \$220.0 million, \$15.2 million, \$1.3 million and \$53,000, respectively, which expire in varying amounts beginning in the year 2009, after application of the limitation under Section 382 of the Internal Revenue Code.

Nigel Ekern, Clarus' Chief Administrative Officer stated, " While we are disappointed that we were unable to prevail in the acquisition process that we had been working on, we continue our efforts to identify and evaluate suitable acquisition and merger opportunities as part of our strategy to redeploy our cash and utilize our NOL's, to the extent available. Separately, we are pleased with the progress we have made in managing administrative and professional expenses in connection with the continued administration of the public company."

Clarus will hold a conference call to discuss the year end results on Wednesday, March 1, 2006 at 4:30 p.m. EST. The dial-in number is 1-866-866-1333 for domestic callers and 1-404-260-1421 for international callers. There is no passcode required for this call. An archived copy of the call will be available on Clarus' website beginning at 12:00 noon EST on Thursday, March 2nd and ending at 12:00 noon EST on Thursday, March 9th. To access the replay visit the Clarus Corporation website ([www.claruscorp.com](http://www.claruscorp.com)) and select the Investor Relations tab.

Clarus, formerly a provider of e-commerce business solutions, is seeking to redeploy its assets and use its substantial cash and cash equivalent assets to enhance stockholder value.

This press release contains forward-looking statements within the meaning of the Securities Act of 1933 and the Exchange Act of 1934. Information in this release includes Clarus' beliefs, expectations, intentions and strategies regarding Clarus, its future and its products and services. Assumptions relating to the 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. Actual results could differ materially from those projected in the forward-looking statements as a result of certain risks including our inability to execute successfully our planned effort to redeploy our assets to enhance stockholder value, the unavailability of our net operating loss carry forward, and that the unaudited financial information provided in this press release may be adjusted as a result of the year end audit. Clarus cannot guarantee its future performance. All forward-looking statements contained in this release are based on information available to Clarus as of the date of this release and Clarus assumes no obligation to update the forward-looking statements contained herein.

For further information regarding the risks and uncertainties in connection with Clarus' business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Factors That May Affect Our Future Results" sections of Clarus' filings with the Securities and Exchange Commission, including but not limited to, its most recent annual report on Form 10-K and quarterly reports on Form 10-Q, copies of which may be obtained at our web site at <http://www.claruscorp.com> or the SEC's web site at <http://www.sec.gov>.

CLARUS CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2005 AND 2004  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

ASSETS

<TABLE>  
<CAPTION>

	2005	2004		
	-----	-----		
CURRENT ASSETS:				
<S>	<C>	<C>		
CASH AND CASH EQUIVALENTS			\$ 23,270	\$ 48,377
MARKETABLE SECURITIES			61,601	35,119
INTEREST RECEIVABLE			320	350
PREPAIDS AND OTHER CURRENT ASSETS				135 182
	-----	-----		
TOTAL CURRENT ASSETS			85,326	84,028
	-----	-----		
PROPERTY AND EQUIPMENT, NET			1,996	2,367
	-----	-----		
OTHER ASSETS:				
DEPOSITS AND OTHER LONG-TERM ASSETS			956	42
	-----	-----		
TOTAL ASSETS			\$ 88,278	\$ 86,437
	=====	=====		
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES:				
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES			\$ 1,461	\$ 1,468
	-----	-----		
TOTAL CURRENT LIABILITIES			1,461	1,468
DEFERRED RENT			208	115
	-----	-----		
TOTAL LIABILITIES			1,669	1,583
	-----	-----		
STOCKHOLDERS' EQUITY:				

PREFERRED STOCK, \$.0001 PAR VALUE; 5,000,000 SHARES AUTHORIZED; NONE ISSUED	--	--		
COMMON STOCK, \$.0001 PAR VALUE; 100,000,000 SHARES AUTHORIZED; 17,187,170 AND 16,734,947 SHARES ISSUED AND 17,112,170 AND 16,659,947 OUTSTANDING IN 2005 AND 2004, RESPECTIVELY	2	2		
ADDITIONAL PAID-IN CAPITAL	370,704	368,385		
ACCUMULATED DEFICIT	(280,947)	(279,656)		
LESS TREASURY STOCK, 75,000 SHARES AT COST		(2)	(2)	
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)			(88)	(130)
DEFERRED COMPENSATION	(3,060)	(3,745)		
	-----	-----		
TOTAL STOCKHOLDERS' EQUITY		86,609	84,854	
	-----	-----		
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY			\$ 88,278	\$ 86,437
	=====	=====		

</TABLE>

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

<TABLE>  
<CAPTION>

	THREE MONTHS ENDED DECEMBER 31,		YEARS ENDED DECEMBER 31,	
	2005	2004	2005	2004
	-----	-----	-----	-----
REVENUES:				
<S>	<C>	<C>	<C>	<C>
License fees	\$ --	\$ --	\$ --	\$ 1,106
	-----	-----	-----	-----
Total revenues	--	--	--	1,106
OPERATING EXPENSES:				
General and administrative	1,003	1,066	3,484	3,395
Transaction expenses	(59)	175	(39)	1,636
Depreciation and amortization	85	86	334	186
	-----	-----	-----	-----
Total operating expenses	1,029	1,327	3,779	5,217
OPERATING LOSS	(1,029)	(1,327)	(3,779)	(4,111)
OTHER INCOME/(LOSS)	(2)	2	8	19
INTEREST INCOME	773	402	2,480	1,203
	-----	-----	-----	-----
NET LOSS	\$ (258)	\$ (923)	\$ (1,291)	\$ (2,889)
	=====	=====	=====	=====
Net loss per common share:				
Basic	\$ (0.02)	\$ (0.06)	\$ (0.08)	\$ (0.18)
Diluted	\$ (0.02)	\$ (0.06)	\$ (0.08)	\$ (0.18)
Weighted average shares outstanding:				
Basic	16,467	16,123	16,329	16,092
Diluted	16,467	16,123	16,329	16,092

</TABLE>

CLARUS CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2005 AND 2004  
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

<TABLE>  
<CAPTION>

	2005	2004	
	-----	-----	
OPERATING ACTIVITIES:			
<S>	<C>	<C>	
Net loss	\$ (1,291)	\$ (2,889)	
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization of property and equipment		334	186
Amortization of premium and discount on securities, net		(669)	982
Gain on sale of marketable securities and other	--	(17)	
Amortization of deferred employee compensation plans		410	583
Changes in operating assets and liabilities:			
Interest receivable, prepaids and other current assets		77	107
Deposits and other long-term assets		(1)	(4)
Accounts payable and accrued liabilities		47	(52)
Deferred revenue	--	(1,106)	
Deferred rent	93	115	
	-----	-----	
Net cash used in operating activities		(1,000)	(2,095)
	-----	-----	
INVESTING ACTIVITIES:			
Purchase of marketable securities		(93,887)	(59,754)
Proceeds from the sale and maturity of marketable securities		68,116	97,242
Purchase of property and equipment		(17)	(2,515)
Increase in transaction expenses		(913)	--
	-----	-----	
Net cash provided by (used in) investing activities		(26,701)	34,973
FINANCING ACTIVITIES:			
Proceeds from the exercise of stock options		2,594	454
	-----	-----	
Net cash provided by financing activities		2,594	454
	-----	-----	
CHANGE IN CASH AND CASH EQUIVALENTS		(25,107)	33,332
CASH AND CASH EQUIVALENTS, beginning of year		48,377	15,045
	-----	-----	
CASH AND CASH EQUIVALENTS, end of year		\$ 23,270	\$ 48,377
	=====	=====	

SUPPLEMENTAL DISCLOSURE OF NON-CASH OPERATING, INVESTING AND FINANCING ACTIVITIES:

Increase in transaction expenses included in accounts payable and accrued liabilities	\$ 778	\$ --
Increase in transaction expenses included in other assets and accounts payable and accrued liabilities	\$ 913	\$ --
Grant of restricted stock	\$ 50	\$ 50

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