

MANATRON INC  
Form 8-K  
March 12, 2007

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**UNITED STATES  
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 12, 2007

**MANATRON, INC.**

(Exact name of registrant as  
specified in its charter)

Commission File Number: 000-15264

**Michigan**

(State or other jurisdiction of  
incorporation)

**38-1983228**

(IRS Employer  
Identification no.)

**510 E. Milham Avenue**

**Portage, Michigan**

(Address of principal executive offices)

**49002**

(Zip Code)

Registrant's telephone number,  
including area code: **(269) 567-2900**

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))
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**Item 2.02. Results of Operations and Financial Condition.**

On March 12, 2007, Manatron, Inc. (the "Company") issued the press release attached as Exhibit 99.1 to this Form 8-K, which is here incorporated by reference. This Report and the Exhibits are furnished to, and not filed with, the Commission.

**Item 8.01. Other Events.**

On March 2, 2007, the Company received an unsolicited acquisition proposal from Constellation Software Inc. ("Constellation"), which is attached to Constellation's Schedule 13D/A filed with the Commission on March 5, 2007.

On March 8, 2007, the Company's Board of Directors unanimously rejected the proposal and authorized the Company's Chief Executive Officer and Co-Chairman to respond to the proposal. The response is attached as Exhibit 99.2 to this Form 8-K.

**Item 9.01. Financial Statements, Pro Forma Financial Information, and Exhibits.**

(d) Exhibits:

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|------|--|
| 99.1 | Manatron, Inc. Press Release dated March 12, 2007. This Exhibit is furnished to, and not filed with, the Commission. |
| 99.2 | Response Letter dated March 12, 2007.  |

**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 12, 2007

MANATRON, INC.  
(Registrant)

By:

/s/ Krista L. Inosencio

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Krista L. Inosencio  
Chief Financial Officer

**EXHIBIT INDEX**

| <u>Exhibit Number</u> | <u>Document</u>  |
|-----------------------|--|
| 99.1                  | Manatron, Inc. Press Release dated March 12, 2007. This Exhibit is furnished to, and not filed with, the Commission. |
| 99.2                  | Response Letter dated March 12, 2007.  |