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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) July 14, 2005

AMERICAN SOFTWARE, INC.

-----  
(Exact name of registrant as specified in its charter)

Georgia	0-12456	58-1098795
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)

470 East Paces Ferry Road, N.E. Atlanta, Georgia	30305
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including area code (404) 261-4381

Former name or former address, if changed since last report: Not applicable

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 (See General Instruction A.2. below):

- 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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SECTION 3 - SECURITIES AND TRADING MARKETS

ITEM 3.01. NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On July 14, 2005 American Software, Inc. (the "Company") received a notice from the staff of The Nasdaq Stock Market stating that the Company is not in compliance with Nasdaq's requirements for the continued listing of the Company's securities on The Nasdaq Stock Market. This notice was sent automatically due to the Company's failure to timely file its Annual Report on Form 10-K for the fiscal year ended April 30, 2005, as required under Nasdaq rules. As previously reported by the Company in a press release dated July 12, 2005, the Company's Form 10-K was due to be filed on July 14, 2005, but could not be filed within the prescribed time period for reasons outlined in the press release. The Nasdaq notice also stated that an "E" will be appended to the end of the Company's common stock trading symbol, changing the symbol to "AMSAE" until the noncompliance is corrected. The notice from Nasdaq does not by itself result in delisting of the Company's securities if the Company, within seven calendar days from the date of such notice, requests a hearing.

The Company intends to make a timely request for a hearing with the Nasdaq Listing Qualifications Panel on this matter. The request for a hearing will stay the delisting pending the hearing and a decision by the Panel. At the hearing, the Company intends to outline the timeframe within which it intends to become current in its SEC filing obligations. While the Company expects the hearing to be successful, there can be no assurance that the Panel will accept the Company's plan to re-establish compliance and grant the Company's request for continued listing or that, even if such plan is accepted, the Company will be able to implement the plan within the prescribed timeframe. The Company may appeal any adverse decision of the Panel to the Nasdaq Listing and Hearing Review Council. Any such appeal by the Company would not stay the ruling of the Listing Qualifications Panel.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

The following Exhibit is filed as part of this Report:

Exhibit No.	Description
99.1	Press Release of American Software, Inc. dated July 18, 2005.

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SIGNATURE

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.

AMERICAN SOFTWARE, INC.  
(Registrant)

Date: July 18, 2005

By: /s/ VINCENT C. KLINGES  
-----  
Vincent C. Klinges  
Chief Financial Officer

Exhibit 99.1

AMERICAN SOFTWARE TO APPEAL NASDAQ NOTIFICATION

ATLANTA, July 18 /PRNewswire-FirstCall/ -- On July 14, 2005, American Software, Inc. (Nasdaq: AMSWA) received a notice from the staff of The Nasdaq Stock Market stating that the Company is not in compliance with Nasdaq's requirements for the continued listing of the Company's securities on The Nasdaq Stock Market. This notice was sent automatically due to the Company's failure to timely file its Annual Report on Form 10-K for the fiscal year ended April 30, 2005, as required under Nasdaq rules. As previously reported by the Company in a press release dated July 12, 2005, the Company's Form 10-K was due to be filed on July 14, 2005, but could not be filed within the prescribed time period for reasons outlined in the press release. The Nasdaq notice also stated an "E" will be appended to the end of the Company's common stock trading symbol, changing the symbol to "AMSAE" until the noncompliance is corrected. The notice from Nasdaq does not by itself result in delisting of the Company's securities if the Company, within seven calendar days from the date of such notice, requests a hearing.

The Company intends to make a timely request for a hearing with the Nasdaq Listing Qualifications Panel on this matter. The request for a hearing will stay the delisting pending the hearing and a decision by the Panel. At the hearing, the Company intends to outline the timeframe within which it intends to become current in its SEC filing obligations. While the Company expects the hearing to be successful, there can be no assurance that the Panel will accept the Company's plan to re-establish compliance and grant the Company's request for continued listing or that, even if such plan is accepted, the Company will be able to implement the plan within the prescribed timeframe. The Company may appeal any adverse decision of the Panel to the Nasdaq Listing and Hearing Review Council. Any such appeal by the Company would not stay the ruling of the Listing Qualifications Panel.

About American Software, Inc.

Headquartered in Atlanta, American Software develops, markets and supports one of the industry's most comprehensive offerings of integrated business applications, including supply chain management, Internet commerce, financial, warehouse management and manufacturing packages. e-Intelliprise(TM) is an ERP/supply chain management suite, which leverages Internet connectivity and includes multiple manufacturing methodologies. American Software owns 89% of Logility, Inc. (Nasdaq: LGTY), a leading provider of collaborative supply chain solutions that help small, medium, large and Fortune 1000 companies realize substantial bottom-line results in record time. Logility is proud to serve such customers as Avery Dennison Corporation, Bissell, Huhtamaki UK, Hyundai Motor America, Leviton Manufacturing Company, McCain Foods, Pernod- Ricard, Sigma Aldrich and Under Armour Performance Apparel. New Generation Computing Inc. (NGC), a wholly owned subsidiary of American Software, is a global software company that has 25 years of experience developing and marketing business applications for apparel manufacturers, brand managers, retailers and importers. Headquartered in Miami, NGC's worldwide customers include Dick's Sporting Goods, Wilsons Leather, Kellwood, Hugo Boss, Russell Corp., Ralph Lauren Childrenswear, Hagggar Clothing Company, Maidenform, William Carter and VF Corporation. For more information on the Company, contact: American Software, 470 East Paces Ferry Rd., Atlanta, GA 30305; (800) 726-2946 or (404) 261-4381. FAX: (404) 264-5206. INTERNET: <http://www.amsoftware.com> or E-mail: [ask@amsoftware.com](mailto:ask@amsoftware.com)

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Forward-Looking Statements

This press release contains forward-looking statements that are subject to substantial risks and uncertainties. There are a number of factors that could cause actual results to differ materially from those anticipated by statements made herein. These factors include, but are not limited to, changes in general economic conditions, technology and the market for the Company's products and services, including economic conditions within the e-commerce markets; the timely availability and market acceptance of these products and services; the challenges and risks associated with integration of acquired product lines and companies; the effect of competitive products and pricing; the Company's ability to satisfy in a timely manner the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and the rules and regulations adopted under that Section; the uncertainty of the viability and effectiveness of strategic alliances; and the irregular pattern of the Company's revenues. For further information about risks the Company could experience as well as other information, please refer to the Company's Form 10-K for the year ended April 30, 2004 and other reports and documents subsequently filed with the Securities and Exchange Commission. For more information, contact: Vincent C. Klinges, Chief Financial Officer, American Software, Inc., (404) 264-5477 or fax: (404) 237-8868.

e-Intelliprise is a trademark of American Software, Logility is a registered trademark and Logility Voyager Solutions is a trademark of Logility, and REDHORSE is a trademark of New Generation Computing. Other products mentioned in this document are registered, trademarked or service marked by their respective owners.

SOURCE American Software, Inc.

-0- 07/18/2005

/CONTACT: Vincent C. Klinges, Chief Financial Officer of American Software, Inc., +1-404-264-5477/  
/Company News On-Call: <http://www.prnewswire.com/comp/048263.html/>  
/Web site: <http://www.amsoftware.com/>

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