

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under

The Securities Act of 1933  
JACK HENRY & ASSOCIATES, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

43-1128385  
(I.R.S. Employer)  
Identification No.)

663 West Highway 60, P.O. Box 807  
Monett, Missouri 65708  
(417) 235-6652  
(Address, including zip code and telephone number, including area code,  
of Registrant's principal executive offices)

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Jack Henry & Associates, Inc. 401(k) Employee Stock Ownership Plan and Trust  
(the "Plan")  
(Full title of the plan)  
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Michael E. Henry, Chairman of the Board and Chief Executive Officer  
JACK HENRY & ASSOCIATES, INC.  
663 Highway 60, P.O. Box 807,  
Monett, Missouri 65708  
(417) 235-6652  
(Name, address, including zip code and telephone number,  
including area code, of agent for service)

Copies to:

Robert T. Schendel, Esq.  
Shughart, Thomson & Kilroy, P.C.  
Twelve Wyandotte Plaza  
120 West 12th Street, Suite 1600  
Kansas City, Missouri 64105

Mr. Kevin D. Williams  
Chief Financial Officer  
Jack Henry & Associates, Inc.  
663 West Highway 60, P.O. Box 807  
Monett, Missouri 65708

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed Maximum aggregate offering price(1)	Amount of registration on fee
Common Stock, \$.01 par value	1,000,000 shares	\$28.76	\$28,760,000	\$7,190

(1) Estimated pursuant to Rule 457(c) solely for the purpose of calculating the registration fee on the basis of the average of the high and low price of the Registrant's common stock on the National Association of Securities Dealers, Inc. Automated Quotation System ("NASDAQ") on June 25, 2001.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by Jack Henry & Associates, Inc. ("Registrant") with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

- a. The Registrant's latest annual report on Form 10-K filed September 27, 2000, under the Securities Exchange Act of 1934 (the "Exchange Act").
- b. The Plan's Annual Report on Form 11-K for the fiscal year ended December 31, 2000, filed on June 26, 2001.
- c. All other reports filed by the Registrant pursuant to sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in (a) above.
- d. The description of the Registrant's common stock \$.01 par value per share (the "Common Stock") which is contained in the registrant's registration statements filed under Section 12 of the Act, including any amendments or reports filed for the purpose of updating such descriptions.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Act, prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

The Registrant's Common Stock has been registered pursuant to Section 12 of the Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") permits a corporation to indemnify any of its directors or officers who was or is a party or is threatened to be made a party to any third party proceeding by reason of the fact that such person is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. In a derivative action, i.e., one by or in the right of a corporation, the corporation is permitted to indemnify any of its directors or officers against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that such person is fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability.

Article Eleventh of the Registrant's Certificate of Incorporation provides for indemnification of directors and officers of the Registrant against liability they may incur in their capacities as such to the fullest extent permitted by the DGCL.

The Registrant has entered into indemnification agreements with its directors and officers. Pursuant to such agreements, the Registrant will, to the extent permitted by applicable law, indemnify such persons against all expenses incurred in connection with the defense or settlement of any proceeding brought against them by reason of the fact that they were directors or officers of the Registrant.

The Registrant has in effect directors' and officers' liability insurance with a limit of \$1,000,000 and fiduciary liability insurance with

a limit of \$1,000,000. The fiduciary liability insurance covers actions of directors and officers as well as other employees with fiduciary responsibilities under ERISA.

Item 7. Exemption from Registration Claimed.

Not applicable. No restricted securities have been or will be reoffered or resold pursuant to this Registration Statement.

Item 8. Exhibits.

The exhibits to the registration statement are listed in the Exhibit Index elsewhere herein.

Item 9. Undertakings.

(1) The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraph (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(2) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is

specifically incorporated by reference in the prospectus to provide such interim financial information.

- (4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceedings) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monett, State of Missouri, on June 26, 2001.

JACK HENRY & ASSOCIATES, INC.,  
Registrant

By /s/ Michael E. Henry

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Michael E. Henry, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

The undersigned directors and officers of Jack Henry & Associates, Inc. each hereby constitute Michael E. Henry and Terry W. Thompson, and each of them, as our true and lawful attorneys with full power to sign any and all amendments to this Registration Statement in our names and in the capacities indicated below to enable Jack Henry & Associates, Inc. to comply with the requirements of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, on any and all amendments to this Registration Statement.

/s/ Michael E. Henry     Chairman of the Board, Chief     June 26, 2001  
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Michael E. Henry     Executive Officer and  
Director

/s/ Terry W. Thompson     President, Chief Operating     June 26, 2001  
-----  
Terry W. Thompson     Officer

/s/ Kevin D. Williams     Chief Financial Officer     June 26, 2001  
-----  
Kevin D. Williams     (Principal Accounting Officer)

/s/ John W. Henry     Vice Chairman, Senior Vice     June 26, 2001  
-----  
John W. Henry     President and Director

/s/ Jerry D. Hall     Executive Vice President and     June 26, 2001  
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Jerry D. Hall     Director

/s/ James J. Ellis     Director     June 26, 2001  
-----  
James J. Ellis

/s/ Burton O. George     Director     June 26, 2001  
-----  
Burton O. George

/s/ George R. Curry     Director     June 26, 2001  
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George R. Curry

EXHIBIT INDEX

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Exhibit Number -----	Exhibit -----
5.1	Opinion of Shughart Thomson & Kilroy, P.C. as to the legality of the securities
5.2	Internal Revenue Service Determination Letter that the Plan is qualified under Section 401 of the Internal Revenue Code*
23.1	Consent of Deloitte & Touche LLP

\* The registrant will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

Opinion of Shughart Thomson & Kilroy, P.C.

June 26, 2001

Jack Henry & Associates, Inc.  
663 Highway 60  
Monett, MO 65708

Re: Registration Statement on Form S-8 of Jack Henry & Associates, Inc.

Gentleman:

We have acted as counsel to Jack Henry & Associates, Inc., a Delaware corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement"), with the Securities and Exchange Commission (the "Commission") for the purposes of registering under the Securities Act of 1933, as amended (the "Securities Act"), 1,000,000 of the Company's common stock (the "Common Shares") issuable under the Jack Henry & Associates, Inc. 401(k) Employee Stock Ownership Plan and Trust (the Plan").

In connection therewith, we have examined originals, or copies certified or otherwise identified to our satisfaction, of those documents, corporate or other records, certificates and other papers that we deemed necessary to examine for purposes of this opinion. We have also relied, without investigation as to the accuracy thereof, on oral and written communications from and officers of the Company.

Based upon the foregoing and subject to the qualifications set forth in this letter, we are of the opinion that the Common Shares are validly authorized and, when (a) the pertinent provisions of the Securities Act and all relevant state securities laws have been complied with and (b) the Common Shares have been delivered against payment therefor as contemplated by the Plan, the Common Shares will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement.

Very truly yours,

SHUGHART THOMSON & KILROY, P.C.

INTERNAL REVENUE SERVICE  
 DISTRICT DIRECTOR  
 1100 COMMERCE STREET  
 DALLAS, TX 75242  
 Date: SEP 10 1996

JACK HENRY & ASSOCIATES, INC.  
 C/O CHRISTOPHER C. HALTON  
 A. COLE STEPHENS & ASSOCIATES, INC.  
 12720 HILLCREST, SUITE 900, LBJ 71  
 DALLAS, TX 75230

DEPARTMENT OF THE TREASURY

Employer Identification Number:  
 43-1128385  
 File Folder Number:  
 4300008811  
 Person to Contact:  
 JILL RUTHERFORD  
 Contact Telephone Number:  
 (214) 767-6023  
 Plan Name:  
 401K EMPLOYEE STOCK OWNERSHIP  
 PLAN AND TRUST  
 Plan Number 002

Dear Applicant:

We have made a favorable determination on your plan, identified above, based on the information supplied. Please keep this letter in your permanent records.

Continued qualification of the plan under its present form will depend on its effect in operation. (See section 1.401-1(b) (3) of the Income Tax Regulations.) We will review the status of the plan in operation periodically.

The enclosed document explains the significance of this favorable determination letter, points out some features that may affect the qualified status of your employee retirement plan, and provides information on the reporting requirements for your plan. It also describes some events that automatically nullify it. It is very important that you read the publication.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter is applicable for the amendment(s) adopted on December 21, 1994.

This determination letter is also applicable for the amendment(s) adopted on December 21, 1994.

This plan satisfies the requirements of Code section 4975 (e) (7).

This plan has been mandatorily disaggregated, permissively aggregated, or restructured to satisfy the nondiscrimination requirements.

This plan satisfies the nondiscrimination in amount requirement of section 1.401(a) (4)-1(b) (2) of the regulations on the basis of a design-based safe harbor described in the regulations.

This letter is issued under Rev. Proc. 93-39 and considers the amendments required by the Tax Reform Act of 1986 except as otherwise specified in this letter.

This plan satisfies the nondiscriminatory current availability requirements of section 1.401(a) (4)-4(b) of the regulations with respect to those benefits, rights, and features that are currently available to all employees in the plan's coverage group. For this purpose, the plan's coverage group consists of those employees treated as currently benefiting for purposes of demonstrating that the plan satisfies the minimum coverage requirements of section 410(b) of the Code.

This letter may not be relied upon with respect to whether the plan satisfies the qualification requirements as amended by the Uruguay Round Agreements Act. Pub. L. 103-465.

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours

Bobby E. Scott  
District Director

Enclosures:  
Publication 794  
Reporting & Disclosure Guide  
for Employee Benefit Plans

Letter 835 (D0/CG)

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Jack Henry & Associates, Inc. on Form S-8 of our reports dated August 24, 2000 and April 20, 2001, appearing in the Annual Report on Form 10-K of Jack Henry & Associates, Inc. for the year ended June 30, 2000 and in the Annual Report on Form 11-K of the Jack Henry & Associates, Inc. 401(k) Employee Stock Ownership Plan for the year ended December 31, 2000, respectively.

/s/ DELOITTE & TOUCHE LLP

St. Louis, Missouri  
June 25, 2001