

UNITED STATES  
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)

Jack Henry & Associates, Inc. 1996 Stock Option Plan  
(Full title of the plan)

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. Mr. Terry W. Thompson  
Shughart, Thomson & Kilroy, P.C. Chief Financial Officer  
Twelve Wyandotte Plaza Jack Henry & Associates, Inc.  
120 West 12th Street, Suite 1800 663 West Highway 60, P.O. Box 807  
Kansas City, Missouri 64105 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 FEE
Common Stock, \$.01 par value	1,500,000 shares	\$37.875	\$56,812,500	\$17,215.91

(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 November 26, 1996.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents are incorporated by reference in the registration statement:

- a. The registrant's latest annual report on Form 10-K.
- b. All other reports filed by the registrant pursuant to sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Act") since the end of the fiscal year covered by the annual report referred to in (a) above.
- c. The description of the registrant's 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.

Not applicable. All securities to be sold pursuant to the Jack Henry & Associates 1996 Stock Option Plan (the "Plan") have 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 General Corporation Law of Delaware authorizes indemnification of directors, officers and employees of Delaware corporations. Article Eleventh of the registrant's Certificate of Incorporation (i) authorizes the indemnification of directors and officers (the "Indemnitees") under specified circumstances to the fullest extent authorized by the General Corporation Law of Delaware, (ii) provides for the advancement of expenses to the Indemnitees for defending any proceedings related to the specified circumstances, and (iii) authorizes the registrant to maintain certain policies of insurance to protect itself and any of its directors, officers or employees. The registrant currently maintains policies of insurance under which the directors and officers of registrant are insured within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

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.
- (5) If applicable or necessary, to submit the Plan and any amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner and to make all changes required by the IRS in order to qualify the Plan.

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

(6) 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 November 27, 1996.

JACK HENRY & ASSOCIATES, INC.,  
Registrant

By /s/ Michael E. Henry  
Michael E. Henry, Chairman of the Board

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 Michael R. Wallace, 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.

SIGNATURE AND NAME	CAPACITY	DATE
/s/Michael E. Henry Michael E. Henry	Chairman of the Board, Chief Executive Officer and Director	November 27, 1996
/s/ Michael R. Wallace Michael R. Wallace	President, Chief Operating Officer and Director	November 27, 1996

(7) SIGNATURE AND NAME                      CAPACITY                      DATE

/s/ Terry W. Thompson      Vice President, Treasurer and Chief      November 27, 1996

Terry W. Thompson	Financial Officer (Principal Accounting Officer)	
/s/ John W. Henry John W. Henry	Vice Chairman, Senior Vice President and Director	November 27, 1996
/s/ Jerry D. Hall Jerry D. Hall	Executive Vice President and Director	November 27, 1996
/s/ James J. Ellis James J. Ellis	Director	November 27, 1996
/s/ Burton O. George Burton O. George	Director	November 27, 1996
/s/ George R. Curry George R. Curry	Director	November 27, 1996

EXHIBIT INDEX

Exhibit Number	Exhibit	Page
5	Opinion of Shughart Thomson & Kilroy	8
23.1	Consent of Shughart Thomson & Kilroy (contained in Exhibit 5)	8
23.2	Consent of Baird, Kurtz & Dobson	9

EXHIBIT 5

(OPINION OF SHUGHART THOMSON & KILROY)

November 26, 1996

Jack Henry & Associates, Inc.  
663 West Highway 60  
P.O. Box 807  
Monett, Missouri 65708

RE: JACK HENRY & ASSOCIATES, INC. 1996 STOCK OPTION PLAN

Gentlemen:

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement on Form S-8 (the "Registration Statement"), to be filed by Jack Henry & Associates, Inc. (the "Company") with respect to 1,500,000 shares of the Company's Common Stock, \$.01 par value (the "Common Stock"), issuable upon the exercise of options granted or to be granted under the Company's 1996 Option Plan.

On the basis of our review of the Company's Certificate of Incorporation and Bylaws and such other documents and information as we deem necessary in order to render this opinion, it is our opinion that the shares of Common Stock included in the Registration Statement and issuable under the 1996 Option Plan, when issued in accordance therewith, will be legally issued, fully paid and nonassessable.

Very truly yours,

SHUGHART THOMSON & KILROY

By: /s/ Robert T. Schendel  
Name: Robert T. Schendel

Exhibit 23.2

Consent of Independent Accountants

Board of Directors  
Jack Henry & Associates, Inc.

We consent to incorporation by reference in the Registration Statement on Form S-8 of JACK HENRY & ASSOCIATES, INC. 1996 STOCK OPTION PLAN (the "1996 Option Plan"), of our report dated August 22, 1996 relating to the consolidated balance sheets of JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES as of June 30, 1996 and 1995, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the three years in the period ended June 30, 1996, which report appears in the June 30, 1996 annual report on Form 10-K of JACK HENRY & ASSOCIATES, INC.

Baird, Kurtz & Dobson

Joplin, Missouri  
November 26, 1996