

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-28**

SEC Accession No. **0001283875-08-000019**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **SoftBrands, Inc.**

CIK: **1311926** | IRS No.: **412021446** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7372** Prepackaged software

#### Mailing Address

*TWO MERIDIAN CROSSING,  
SUITE 800  
MINNEAPOLIS MN 55423*

#### Business Address

*TWO MERIDIAN CROSSING,  
SUITE 800  
MINNEAPOLIS MN 55423  
612-851-1900*

### REPORTING OWNER

#### **ELLIS GEORGE H**

CIK: **1085715**  
Type: **4** | Act: **34** | File No.: **001-32711** | Film No.: **081047848**

#### Mailing Address

*2911 TURTLE CREEK  
BOULEVARD  
SUITE 1100  
DALLAS TX 75219*

#### Business Address

*C/O BARTEL ENG LINN &  
SCHRODER  
300 CAPITOL MALL STE 1100  
SACRAMENTO CA 95814  
(214) 445-4103*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden hours per response 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>ELLIS GEORGE H</b>			2. Issuer Name and Ticker or Trading Symbol <b>SoftBrands, Inc. [SBN]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/28/2008</b>			
2911 TURTLE CREEK BOULEVARD, SUITE 1100			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
DALLAS, TX 75219						
(City)	(State)	(Zip)				

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2008		A		16,000	A	\$0.8845 <sup>(1)</sup>	66,307 <sup>(2)</sup>	D	
Common Stock	08/29/2008		A		9,000	A	\$0.95	75,307 <sup>(2)</sup>	D	
Common Stock								1,377	I	In Trust <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option	\$3							03/07/2002 <sup>(4)</sup>	03/07/2012	Common Stock	1,150,000	1,150,000	D	
Employee Stock Option	\$3							03/07/2002 <sup>(4)</sup>	03/07/2012	Common Stock	200,000	200,000	I	By Foundation <sup>(5)</sup>
Employee Stock Option	\$1.5							01/01/2005 <sup>(4)</sup>	02/24/2014	Common Stock	500,000	500,000	D	

Stock Appreciation Right	\$2.13							12/29/2006 <sup>(6)</sup>	12/29/2010	Common Stock	20,000		20,000	D	
Stock Appreciation Right	\$2.13							07/31/2007 <sup>(7)</sup>	07/31/2012	Common Stock	10,000		10,000	D	
Stock Appreciation Right	\$1.9							10/01/2007 <sup>(7)</sup>	10/01/2012	Common Stock	5,000		5,000	D	
Stock Appreciation Right	\$1							07/31/2008	07/31/2013	Common Stock	15,000		15,000	D	

**Explanation of Responses:**

1. The shares purchased were purchased in six trades ranging from \$0.84 to \$0.9383 per share.
2. Includes 4,667 restricted stock units that vest on 7/31/09 and 2,334 restricted stock units that vest on 7/31/10.
3. In trust for spouse and children.
4. Fully exercisable.
5. Held by a charitable foundation to which Mr. Ellis donated such options but are subject to Mr. Ellis' control as to timing of exercise and charitable application of funds from disposition of resulting shares. Mr. Ellis disclaims beneficial ownership.
6. Exercisable with respect to 25% of such shares on such date and with respect to an additional cumulative 25% of such shares on the next three anniversaries of such date.
7. Exercisable with respect to 1/3 of such shares on such date and with respect to an additional cumulative 1/3 of such shares on the next two anniversaries of such date.

**Signatures**

George H. Ellis

\*\* Signature of Reporting Person

08/29/2008

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**