

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**
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FILER

CLARUS CORP

CIK: **913277** | IRS No.: **581972600** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-24277** | Film No.: **05791483**
SIC: **7372** Prepackaged software

Mailing Address
3970 JOHNS CREEK CT
STE 100
SUWANEE GA 30024

Business Address
3970 JOHNS CREEK CT
STE 100
SUWANEE GA 30024
7702913900

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO
SECTIONS 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-24277

CLARUS CORPORATION

(Exact name of Registrant as specified in its Charter)

Delaware 58-1972600
(State of Incorporation) (R.S. Employer Identification No.)

One Landmark Square
Stamford, Connecticut 06901
(Address of principal office, including zip code)

(203) 428-2000
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: COMMON STOCK,
par value \$.0001

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

The aggregate market value of the voting stock and non-voting common equity held by non-affiliates of the Registrant at June 30, 2004 was approximately \$160.0 million based on \$11.50 per share, the closing price of the common stock as quoted on the Nasdaq National Market.

The number of shares of the Registrant's common stock outstanding at March 1, 2005 was 16,787,814 shares.

DOCUMENT INCORPORATED BY REFERENCE

Portions of our Proxy Statement for the 2005 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission within 120 days of the Registrant's 2004 fiscal year end are incorporated by reference into Part III of this report.

EXPLANATORY NOTE

The undersigned registrant hereby amends Item 15(d) of its Annual Report on Form 10-K for the year ended December 31, 2004 to include as Exhibit 99.1, the Annual Report on Form 11-K for the Employee Stock Purchase Plan of Clarus Corporation and the Global Employee Stock Purchase Plan of Clarus Corporation for the year ended December 31, 2004 (as permitted by Rule 15d-21).

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(3) The following Exhibits are hereby filed as part of this Annual Report on Form 10-K:

Exhibit Number -----	Exhibit -----
3.1	Amended and Restated Certificate of Incorporation of the Company (Incorporated by reference from Exhibit 3.3 to the Company's Form S-1 Registration Statement (File No. 333-46685)).
3.2	Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 9.1 to the Company's 10-Q filed on August 14, 2000).
3.3	Amendment to Amended and Restated Certificate of Incorporation of the Company (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on July 31, 2003).
3.4	Amended and Restated Bylaws of the Company (incorporated by reference from Exhibit 3.2 to the Company's Registration Statement on Form S-4 (File No. 333-63535)).
3.5	Amendment No. 1 to the Amended and Restated Bylaws of the Company. (filed as Exhibit 3.4 to Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 31, 2003 and incorporated herein by reference).
4.1	See Exhibits 3.1, 3.2, 3.3, 3.4 and 3.5 for provisions of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company defining rights of the holders of Common Stock of the Company.
4.2	Specimen Stock Certificate (incorporated by reference from Exhibit 9.1 to Company's Registration Statement on Form S-1 (File No. 333-46685)).
4.3	Restricted Stock Agreement dated as of April 11, 2003 between the Company and Warren B. Kanders (incorporated by reference from Exhibit 4.1 to the Company's Form 10-Q filed on May 15, 2003). *
10.1	Lease Agreement between the Company and Technology Park/Atlanta, Inc. dated July 24, 1998 (incorporated by reference from Exhibit 10.18 to the Company's Form S-4 Registration Statement (File No. 333-63535)).
10.2	Assignment and Assumption of Leases between Technology Park/Atlanta, Inc. and Metropolitan Life Insurance Company dated July 24, 1998 (incorporated by reference from Exhibit 10.18 to the Company's Form S-4 Registration Statement (File No. 333-63535)).
10.3	Asset Purchase Agreement, dated as of October 17, 2002, between Epicor Software Corporation and the Company (incorporated by reference from Exhibit 2.1 to the Company's Form 8-K filed on October 18, 2002).
10.4	Bill of Sale and Assumption Agreement, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated by reference from Exhibit 2.2 to the Company's Form 8-K filed on October 18, 2002).
10.5	Trademark Assignment dated as of December 6, 2002, by the Company in favor of Epicor Software Corporation, (incorporated by reference from Exhibit 2.3 to the Company's Form 8-K filed on October 18, 2002).
10.6	Patent Assignment, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated by reference from Exhibit 2.4 to the Company's Form 8-K filed on October 18, 2002).
10.7	Noncompetition Agreement, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated by reference from Exhibit 2.5 to the Company's Form 8-K filed on October 18, 2002).

- 10.8 Transition Services Agreement, dated as of December 6, 2002, between Epicor Software Corporation and the Company (incorporated by reference from Exhibit 2.7 to the Company's Form 8-K filed on October 18, 2002).
- 10.9 Escrow Agreement, dated as of December 6, 2002, between Epicor Software Corporation, the Company and Branch Bank & Trust Company, Inc. (incorporated by reference from Exhibit 2.8 to the Company's Form 8-K filed on October 18, 2002).
- 10.10 Form of Indemnification Agreement for Directors and Executive Officers of the Company, (incorporated by reference as Exhibit 10.1 of the Company's Form 8-K filed on December 23, 2002).
- 10.11 Employment Agreement, dated as of December 6, 2002, between the Company and Warren B. Kanders (incorporated by reference from Exhibit 10.2 to the Company's Form 8-K filed on December 23, 2002).*
- 10.12 Employment Agreement, dated as of December 6, 2002, between the Company and Nigel P. Ekern. (incorporated by reference from Exhibit 10.3 to the Company's Form 8-K filed on December 23, 2002).*
- 10.13 Consulting Agreement, dated as of December 6, 2002, between the Company and Stephen P. Jeffery (incorporated by reference from Exhibit 10.4 to the Company's Form 8-K filed on December 23, 2002).*
- 10.14 Amended and Restated Stock Incentive Plan (incorporated by reference from Exhibit 10.2 to the Company's Form 10-Q filed on August 14, 2000). *
- 10.15 Employee Stock Purchase Plan of Clarus Corporation (incorporated by reference from Exhibit 10.3 to the Company's Form 10-Q filed on August 14, 2000). *
- 10.16 Global Employee Stock Purchase Plan of Clarus Corporation (incorporated by reference from Exhibit 10.4 to the Company's Form 10-Q filed on August 14, 2000). *
- 10.17 Form of Nonqualified Stock Option Agreement (incorporated by reference from Exhibit 10.5 to the Company's Form 10-Q filed on August 14, 2000). *
- 10.18 Stock Incentive Plan of Software Architects International, Limited (incorporated by reference from Exhibit 2.2 to the Company's Form 8-K filed on June 13, 2000). *
- 10.19 2000 Declaration of Amendment to Software Architects International Limited Stock Incentive Plan (incorporated by reference from Exhibit 2.3 to the Company's Form 8-K filed on June 13, 2000). *
- 10.20 1992 Stock Option Plan, effective November 22, 1992 (incorporated by reference from Exhibit 10.2 to Company's Registration on Form S-1 (File No. 333-46685)). *
- 10.21 Amendment to 1992 Stock Option Plan (incorporated by reference from Exhibit 10.2 to the Company's Form 10-K filed on March 30, 2000). *
- 10.22 Lease dated as of September 23, 2003 between Reckson Operating Partnership, L.P., the Company, and Kanders & Company, Inc. (incorporated by reference from Exhibit 10.1 to the Company's 10-Q filed on November 12, 2003).
- 10.23 Transportation Services Agreement dated as of December 18, 2003 between Kanders Aviation, LLC and the Company (incorporated by reference from Exhibit 10.23 to the Company's 10-K filed on March 11, 2004).
- 21.1 List of Subsidiaries (incorporated by reference from Exhibit 21.1 to the Company's 10-K filed on March 15, 2005).
- 23.1 Independent Registered Public Accounting Firm's Consent (incorporated by reference from Exhibit 23.1 to the Company's 10-K filed on March 15, 2005).
- 23.2 Consent of Independent Registered Public Accounting Firm - Employee Stock Purchase Plan of Clarus Corporation.

- 23.3 Consent of Independent Registered Public Accounting Firm - Global Employee Stock Purchase Plan of Clarus Corporation.
- 31.1 Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Certification of Principal Executive Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- 32.2 Certification of Principal Financial Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- 99.1 Annual Report on Form 11-K for the Employee Stock Purchase Plan of Clarus Corporation and the Global Employee Stock Purchase Plan of Clarus Corporation for the year ended December 31, 2004.

* Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLARUS CORPORATION

Date: April 29, 2005

By: /s/ Nigel P. Ekern

 Nigel P. Ekern
 Chief Administrative Officer

<TABLE>
 <CAPTION>

Signature	Title	Date
<S> /s/ Nigel P. Ekern ----- Nigel P. Ekern	<C> Chief Administrative Officer (principal executive officer)	<C> April 29, 2005 -----
/s/ Susan Luckfield ----- Susan Luckfield	Controller (principal financial officer)	April 29, 2005 -----
/s/ Warren B. Kanders ----- Warren B. Kanders	Executive Chairman of the Board of Directors	April 29, 2005 -----
/s/ Donald L. House ----- Donald L. House	Director	April 29, 2005 -----
/s/ Burt R. Ehrlich ----- Burt R. Ehrlich	Director	April 29, 2005 -----
/s/ Nicholas Sokolow ----- Nicholas Sokolow	Director	April 29, 2005 -----

</TABLE>

EXHIBIT INDEX

Number	Exhibit
-----	-----
23.2	Consent of Independent Registered Public Accounting Firm - Employee

Stock Purchase Plan of Clarus Corporation.

- 23.3 Consent of Independent Registered Public Accounting Firm - Global Employee Stock Purchase Plan of Clarus Corporation.
- 31.1 Certification of Principal Executive Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2 Certification of Principal Financial Officer, as required by Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1 Certification of Principal Executive Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- 32.2 Certification of Principal Financial Officer, as required by Rule 13a-14(b) of the Securities Exchange Act of 1934.
- 99.1 Annual Report on Form 11-K for the Employee Stock Purchase Plan of Clarus Corporation and the Global Employee Stock Purchase Plan of Clarus Corporation for the year ended December 31, 2004.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Clarus Corporation

We consent to the incorporation by reference in the registration statement (Registration No 333-42602) on Form S-8 of Clarus Corporation of our report dated April 27, 2005, relating to the statements of financial condition of the Employee Stock Purchase Plan of Clarus Corporation as of December 31, 2004 and 2003, and the related statements of operations and changes in plan equity for each of the years in the three-year period ended December 31, 2004, which report appears in the December 31, 2004, annual report on Form 11-K of Clarus Corporation.

/s/ KPMG LLP

Stamford, Connecticut
April 27, 2005

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Clarus Corporation

We consent to the incorporation by reference in the registration statement (Registration No 333-42602) on Form S-8 of Clarus Corporation of our report dated April 27, 2005, relating to the statements of financial condition of the Global Employee Stock Purchase Plan of Clarus Corporation as of December 31, 2004 and 2003, and the related statements of operations and changes in plan equity for each of the years in the three-year period ended December 31, 2004, which report appears in the December 31, 2004, annual report on Form 11-K of Clarus Corporation.

/s/ KPMG LLP

Stamford, Connecticut
April 27, 2005

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Nigel P. Ekern, certify that:

1. I have reviewed this amendment No. 1 to annual report on Form 10-K/A of Clarus Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the

registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2005

By: /s/ Nigel P. Ekern

Name: Nigel P. Ekern

Title: Chief Administrative Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Susan Luckfield certify that:

1. I have reviewed this amendment No. 1 to annual report on Form 10-K/A of Clarus Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the

registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2005

By: /s/ Susan Luckfield

Name: Susan Luckfield

Title: Controller

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Nigel P. Ekern, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Amendment No. 1 to Annual Report of Clarus Corporation on Form 10-K/A for the year ended December 31, 2004, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Amendment No. 1 to Annual Report on Form 10-K/A fairly presents in all material respects the financial condition and results of operations of Clarus Corporation.

Date: April 29, 2005

By: /s/ Nigel P. Ekern

Name: Nigel P. Ekern

Title: Chief Administrative Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Susan Luckfield, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that Amendment No. 1 to Annual Report of Clarus Corporation on Form 10-K/A for the year ended December 31, 2004, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Amendment No. 1 to Annual Report on Form 10-K/A fairly presents in all material respects the financial condition and results of operations of Clarus Corporation.

Date: April 29, 2005

By: /s/ Susan Luckfield

Name: Susan Luckfield

Title: Controller

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 0-24277

Full title of the plan and the address of the plan:

Employee Stock Purchase Plan of Clarus Corporation
 Global Employee Stock Purchase Plan of Clarus Corporation
 One Landmark Square
 Stamford, CT 06901

Name of issuer of the securities held pursuant to the plan and address of its principal executive office:

Clarus Corporation
 One Landmark Square
 Stamford, CT 06901

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We have audited the accompanying statements of financial condition of the Employee Stock Purchase Plan Clarus Corporation (the "Plan") as of December 31, 2004 and 2003 and the related statements of operations and changes in plan equity for each of the years in the three-year period ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of the Employee Stock Purchase Plan of Clarus Corporation as of December 31, 2004 and 2003 and the results of its operations and changes in plan equity for each of the years in the three-year period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Stamford, Connecticut

April 27, 2005

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EMPLOYEE STOCK PURCHASE PLAN OF CLARUS CORPORATION
STATEMENTS OF FINANCIAL CONDITION
DECEMBER 31, 2004 AND 2003

	2004	2003
ASSETS	\$ --	\$ --
LIABILITIES AND PLAN EQUITY	\$ --	\$ --

See accompanying notes to financial statements.

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EMPLOYEE STOCK PURCHASE PLAN OF CLARUS CORPORATION
STATEMENTS OF OPERATIONS AND CHANGES IN PLAN EQUITY
YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002

<TABLE>
<CAPTION>

	2004	2003	2002
<S>	<C>	<C>	<C>
Participants' contributions, net	\$ --	\$ --	\$ 39,937
Contributions used for stock purchase	--	(9,983)	(60,007)
Net change in plan equity	--	(9,983)	(20,070)
Plan equity, beginning of year	--	9,983	30,053
Plan equity, end of year	\$ --	\$ --	\$ 9,983

</TABLE>

See accompanying notes to financial statements.

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1. Description of the Plan

The following description of the Employee Stock Purchase Plan of Clarus Corporation (the "Plan") provides general information only. Participants should refer to the Plan documents for more complete information.

The purpose of the Plan is to encourage and assist employees of Clarus Corporation and its subsidiaries (the "Company"), by giving them the opportunity to acquire an equity interest in the Company through the purchase of shares of the Company's common stock at a discount. Generally, eligible employees, as defined in the Plan documents, may elect to have up to 15 percent of their annual salary, up to a maximum of \$12,500 per six-month purchase period, withheld to purchase the Company's common stock at a price equal to the lower of 85 percent of the market price of Clarus Corporation common stock at either the beginning or the end of the six-month offering period. There were no participants in the Plan at December 31, 2004 and 2003, respectively and three participants in the Plan at December 31, 2002. Effective January 1, 2001, the plan was amended and the \$12,500 purchase period limitation was removed. Each eligible employee who elects to participate in the Plan is deemed to be granted the option at the beginning of each six-month period to purchase shares of newly issued common stock of the Company through regular payroll deductions during the period beginning on the first day of each six-month period and ending on the final day of the six-month period. The market price used to calculate the purchase price is the lower of 85% of the price at the beginning of the six-month period or 85% of the price at the end of the six-month period.

The Plan allows a participant to withdraw all but not less than all payroll deductions credited to their account during a purchase period at any time prior to the applicable purchase date by giving written notice to the Company. The Plan was amended effective August 29, 2001 to require that a withdrawal must be made at least five business days prior to the purchase date. No other changes, including increasing or decreasing the amount of payroll deductions, may be made during the purchase period.

No interest will accrue or be payable with respect to any of the payroll deductions of a Participant in the Plan. All employee payroll deductions withheld by the Company under the Plan may be commingled with the general funds and assets of the Company and used by the Company for any corporate purpose.

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The Company adopted the Plan in June 2000. A maximum of 750,000 shares of common stock may be purchased under the Plan. As of December 31, 2000, no shares had been purchased. In January 2001, \$103,577 was used to purchase 17,486 shares for the period from June 13, 2000 (inception) to December 31, 2000. In July 2001, \$155,889 was used to purchase 30,214 shares for the period ending June 30, 2001. In January 2002, \$30,006 was used to purchase 5,740 shares of common stock for the period ending December 31, 2001. In July 2002, \$30,001 was used to purchase 7,059 shares of common stock for the period ending June 30, 2002. During 2003, \$9,983 was used to purchase 2,349 shares of common stock and \$5,173 was refunded to participants for the period ending December 31, 2002. The amount refunded was the amount due to one participant who reached the Internal Revenue Service \$25,000 annual limit of the amount of stock an employee can purchase at fair market value.

2. Accounting Policy

The accompanying financial statements have been prepared on the accrual basis of accounting.

3. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect the amounts reported as assets, liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

4. Administrative Expenses of the Plan

The Company pays all administrative expenses of the Plan. The Company pays any brokerage fees for the purchase of shares on behalf of the Plan participants, but the participants pay brokerage fees for the resale of shares by participants.

5. Federal Income Tax

The Plan is intended to comply under section 423 of the Internal Revenue Code of

1986, as amended. Under existing federal income tax laws, the Plan is not subject to federal income tax. However, when a participant sells any shares of stock purchased through the Plan, that participant must recognize income taxes on any gain or loss.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate or amend the Plan at any time, provided, however, that no termination or amendment shall affect or diminish any participant's right to the benefit of contributions made by the participant prior to the date of such amendment or termination.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors of Clarus Corporation:

We have audited the accompanying statements of financial condition of the Global Employee Stock Purchase Plan of Clarus Corporation (the "Global Plan") as of December 31, 2004 and 2003 and the related statements of operations and changes in plan equity for each of the years in the three-year period ended December 31, 2004. These financial statements are the responsibility of the Global Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of the Global Employee Stock Purchase Plan of Clarus Corporation as of December 31, 2004 and 2003 and the results of its operations and changes in plan equity for each of the years in the three-year period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Stamford, Connecticut

April 27, 2005

GLOBAL EMPLOYEE STOCK PURCHASE PLAN OF CLARUS CORPORATION
STATEMENTS OF FINANCIAL CONDITION
DECEMBER 31, 2004 AND 2003

	2004	2003
	-----	-----
ASSETS	\$ --	\$ --
	=====	=====
LIABILITIES AND PLAN EQUITY	\$ --	\$ --
	=====	=====

See accompanying notes to financial statements

GLOBAL EMPLOYEE STOCK PURCHASE PLAN OF CLARUS CORPORATION
STATEMENTS OF OPERATIONS AND CHANGES IN PLAN EQUITY
YEARS ENDED DECEMBER 31, 2004, 2003 AND 2002

<TABLE>
<CAPTION>

	2004	2003	2002
	-----	-----	-----
<S>	<C>	<C>	<C>
Participants' contributions, net	\$ --	\$ --	\$ 9,305

Contributions used for stock purchase	--	--	(27,909)
	-----	-----	-----
Net change in plan equity	--	--	(18,604)
Plan equity, beginning of year	--	--	18,604
	-----	-----	-----
Plan equity, end of year	\$ --	\$ --	\$ --
	=====	=====	=====

</TABLE>

See accompanying notes to financial statements

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GLOBAL EMPLOYEE STOCK PURCHASE PLAN OF CLARUS CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2004, 2003 AND 2002

1. Description of the Plan

The following description of the Global Employee Stock Purchase Plan of Clarus Corporation (the "Global Plan") provides general information only. Participants should refer to the Global Plan documents for more complete information.

The purpose of the Global Plan is to provide a means for non-U.S. resident employees and other employees whose participation in the Employee Stock Purchase Plan of Clarus Corporation is impractical or impermissible due to the constraints of local law or otherwise to acquire shares of the Clarus Corporation and its subsidiaries (the "Company") common stock at a discount. Generally, eligible employees, as defined in the Global Plan documents, may elect to have up to 15 percent of their annual salary, up to a maximum of \$12,500 six-month month purchase period, withheld to purchase the Company's common stock at a price equal to the lower of 85 percent of the market price of Clarus Corporation common stock at either the beginning or the end of the six-month offering period. There were no participants in the Plan at December 31, 2004 or 2003. Effective January 1, 2001, the plan was amended and the \$12,500 purchase period limitation was removed. Each eligible employee who elects to participate in the Global Plan is deemed to be granted the option at the beginning of each six-month period to purchase shares of newly issued common stock of the Company through regular payroll deductions during the period beginning on the first day of each six-month period and ending on the final day of the six-month period. The market price used to calculate the purchase price is the lower of 85% of the price at the beginning of the six-month period or 85% of the price at the end of the six-month period.

The Global Plan allows a participant to withdraw all but not less than all payroll deductions credited to their account during a purchase period at any time prior to the applicable purchase date by giving written notice to the Company. The Global Plan was amended effective August 29, 2001 to require that a withdrawal must be made at least five business days prior to the purchase date. No other changes, including increasing or decreasing the amount of payroll deductions, may be made during the purchase period.

No interest will accrue or be payable with respect to any of the payroll deductions of a Participant in the Global Plan. All employee payroll deductions withheld by the Company under the Global Plan may be commingled with the general funds and assets of the Company and used by the Company for any corporate purpose.

The Company adopted the Global Plan in July 2000. A maximum of 250,000 shares of common stock may be purchased under the Global Plan. For the period from July 1, 2000 through December 31, 2000, \$38,716 was used to purchase 4,557 shares of common stock under the Global Plan. In July 2001, \$36,354 was used to purchase 7,046 shares for the period ending June 30, 2001 under the Global Plan. In January 2002, \$18,584 was used to purchase 3,555 shares of common stock for the period ending December 31, 2001. In July 2002, \$9,325 was used to purchase 2,194 shares of common stock for the period ending June 30, 2002.

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2. Accounting Policy

The accompanying financial statements have been prepared on the accrual basis of accounting.

3. Use of Estimates

The preparation of financial statements in conformity with U.S. generally

accepted accounting principles requires management to make estimates that affect the amounts reported as assets, liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

4. Administrative Expenses of the Global Plan

The Company pays all administrative expenses of the Global Plan. The Company pays any brokerage fees for the purchase of shares on behalf of the Global Plan participants, but the participants pay brokerage fees for the resale of shares by participants.

5. Federal Income Tax

The Global Plan is not intended to comply under section 423 of the Internal Revenue Code of 1986, as amended. The Global Plan is principally designed to provide a means for non-U.S. resident employees and other employees whose participation in the Employee Stock Purchase Plan of Clarus Corporation is impractical or impermissible due to the constraints of local law or otherwise to acquire shares of the Company's common stock

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate or amend the Global Plan at any time, provided, however, that no termination or amendment shall affect or diminish any participant's right to the benefit of contributions made by the participant prior to the date of such amendment or termination.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan and Global Plan's Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Employee Stock Purchase Plan of Clarus Corporation
Global Employee Stock Purchase Plan of Clarus Corporation

By:

/s/ NIGEL P. EKERN

Nigel P. Ekern
Chief Administrative Officer

/s/ SUSAN LUCKFIELD

Susan Luckfield
Chief Accounting Officer

Dated: April 29, 2005