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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 40-F

[ ] REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934

OR

[X] ANNUAL REPORT PURSUANT TO SECTION 13(A) OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2004 Commission File Number: 333-09768

THE DESCARTES SYSTEMS GROUP INC.
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(Exact name of Registrant as specified in its charter)

N/A
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(Translation of Registrant's name into English (if applicable))

Ontario, Canada
---
(Province or other jurisdiction of incorporation or organization)

N/A
---
(Primary Standard Industrial Classification Code Number (if applicable))

N/A
---
(I.R.S. Employer Identification Number (if applicable))

120 Randall Drive, Waterloo, Ontario, Canada N2V 1C6
Tel: (519) 746-8110
---
(Address and telephone number of Registrant's principal executive offices)

THROUGH JUNE 30, 2004 POST JUNE 30, 2004
Descartes Systems (USA) LLC Descartes Systems (USA) LLC
1745 Phoenix Blvd. Powers Ferry Business Park
Suite 470 Suite 510, Building 500
Atlanta, GA 30349 2300 Powers Ferry RD NW
Tel: (770) 996-8109 Atlanta, GA 30339
--- Tel: (678) 247-0400
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(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.
Title of each class: N/A Name of each exchange on which registered: N/A
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Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common Shares, no par value per share
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d)
of the Act.

N/A
(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

[X] Annual information form [X] Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes
of capital or common stock as of the close of the period covered by the annual
report.

40,705,811 as of January 31, 2004

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Indicate by check mark whether the Registrant by filing the information contained in the Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes [ ] No [X]

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 [X] No [ ]

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DOCUMENTS FILED PURSUANT TO GENERAL INSTRUCTIONS

In accordance with General Instruction B(3) of Form 40-F, the Registrant hereby files Exhibit 1, Exhibit 2, and Exhibit 3, as set forth in the Exhibit Index attached hereto. In accordance with General Instruction D(9) of Form 40-F, the Registrant hereby files Exhibit 4, as set forth in the Exhibit Index attached hereto. In accordance with General Instruction B(6) of Form 40-F, the Registrant hereby files Exhibits 5 and 6, as set forth in the Exhibit Index attached hereto. In accordance with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, the Registrant hereby furnishes Exhibit 99.1, as set forth in the Exhibit Index attached hereto.

CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES.

The Registrant's management, with the participation of the two members of the Registrant's Office of the CEO and the Registrant's Chief Financial Officer, evaluated the effectiveness of the Registrant's disclosure controls and procedures as of January 31, 2004 (the "Evaluation Date"), pursuant to Rule 13a-15(b) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, the two members of the Registrant's Office of the CEO and the Registrant's Chief Financial Officer concluded that, as of the Evaluation Date, the Registrant's disclosure controls and procedures were effective in ensuring that material information required to be disclosed by the Registrant in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such material information is accumulated and communicated to the Registrant's management, including the two members of the Registrant's Office of the CEO and the Registrant's Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this report, there have been no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

NOTICES PURSUANT TO RULE 104 OF REGULATION BTR

None.

AUDIT COMMITTEE FINANCIAL EXPERT

The Registrant's Audit Committee of the Board of Directors currently consists of four members. The Registrant's Board of Directors has determined that J. Ian Giffen is an "audit committee financial expert" (as defined in paragraph 8(b) of General Instruction B to Form 40-F). Mr. Giffen is independent within the meaning of Nasdaq's director independence standards.

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CODE OF ETHICS

The Registrant has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") that applies to the Registrant's principal executive officers, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics is posted on the Registrant's corporate website at www.descartes.com.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate fees billed in respect of each of the last two fiscal years for professional services rendered by Deloitte & Touche LLP ("D&T"), the Registrant's principal accountant, are as follows (in thousands of U.S. dollars):

| | Fiscal Year Ended January 31, 2004 | Fiscal Year Ended January 31, 2003 |
|---|---|---|
| Audit Fees | $532 | $379 |
| Audit-Related Fees | $66 | $115 |
| Tax Fees | $411 | $391 |
| All Other Fees | $0 | $0 |

AUDIT FEES-- Audit fees consist of fees for professional services rendered for the audit of the Registrant's annual financial statements and services provided in connection with statutory and regulatory filings or engagements including fees for statutory audit of the Company's foreign subsidiaries.

AUDIT RELATED FEES-- Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Registrant's financial statements and are not reported as "Audit Fees". These services included research of accounting and audit-related issues and assurance services related to the Company's share and debenture buy-back.

TAX FEES-- Tax fees consist of fees for professional services rendered for tax compliance, tax advice and tax planning. These services included the preparation of tax returns and assistance and advisory services regarding income, capital and indirect tax compliance matters.

PRE-APPROVAL POLICIES AND PROCEDURES.

The Registrant's audit committee is responsible for overseeing the work of the independent auditors and has adopted a policy requiring its pre-approval of all audit and permissible non-audit services provided by the independent auditors.

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OFF-BALANCE SHEET ARRANGEMENTS

The Registrant does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Registrant's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following table presents, as of January 31, 2004, the Registrant's known contractual obligations, aggregated by type of contractual obligation as set forth below (in millions of U.S. dollars):

| PAYMENTS DUE BY PERIOD | | | | | |
|---|---|---|---|---|---|
| CONTRACTUAL OBLIGATIONS | TOTAL | LESS THAN 1 YEAR | 1-3 YEARS | 3-5 YEARS | MORE THAN 5 YEARS |
| Long-Term Debt Obligations | $29.3 | $1.5 | $27.8 | -- | -- |
| Operating Lease Obligations | $10.1 | $4.5 | $5.0 | $0.6 | -- |
| TOTAL | $39.4 | $6.0 | $32.8 | $0.6 | -- |

IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant has a separately designated standing audit committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The members of the audit committee are: Mr. John Albright (Chair), Mr. James Balsillie, Dr. Stephen Watt and Mr. J. Ian Giffen.

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UNDERTAKING AND CONSENT TO SERVICE PROCESS

UNDERTAKING.

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS.

The Registrant is concurrently filing with the Commission a Form F-X.

Any change to the name or address of the Registrant's agent for service of process shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Registrant.

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SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

THE DESCARTES SYSTEMS GROUP INC.

By: /s/ Brandon Nussey
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Name: Brandon Nussey
Title: Chief Financial Officer
and member of the Office of the CEO

Date: June 18, 2004

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EXHIBIT INDEX

| Exhibit Number | Description |
| --- | --- |
| 1. | Annual Information Form for the fiscal year ended January 31, 2004. |
| 2. | Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended January 31, 2004. |
| 3. | Audited Consolidated Financial Statements for the fiscal year ended January 31, 2004. |
| 4. | Consent of Deloitte & Touche LLP. |
| 5. | Certification of Chief Financial Officer and each member of the Office of the CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. |
| 6. | Certification of each member of the Office of the CEO pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934. |
| 99.1 | Certifications of the Chief Financial Officer and each member of the Office of the CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |