

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 (the "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.
General Counsel
Jack Henry & Associates, Inc.
10910 West 87th Street
Lenexa, Kansas 66214

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 (1)	Proposed maximum offering price per share (2)	Proposed Maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$.01 par value	9,000,000 shares	\$12.63	\$113,670,000.00	\$10,457.64

(1) Includes such indeterminate number of additional shares as may be issuable upon future stock splits, stock dividends or similar transactions under antidilution provision of the Plan.

(2) 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 December 3, 2002.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is filed with respect to an increase in the

number of shares in the Plan, for which an effective Registration Statement on Form S-8 was previously filed. Under General Instruction E, the contents of the Registration Statement on Form S-8 filed by Jack Henry & Associates, Inc. with the Securities and Exchange Commission (File No. 333-16989) pursuant to the Securities Act of 1933, as amended, on November 27, 1996, including the exhibits thereto, are incorporated by reference into this Registration Statement, with the exception of Item 6 of Part II, which is restated in full as follows.

PART II

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 \$5,000,000 and fiduciary liability insurance with a limit of \$2,000,000. The fiduciary liability insurance covers actions of directors and officers as well as other employees with fiduciary responsibilities under ERISA.

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 December 6, 2002.

JACK HENRY & ASSOCIATES, INC.,
Registrant

By: /s/Michael E. Henry

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 Kevin D. Williams, 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 Dec. 6, 2002

Michael E. Henry Executive Officer and Director

/s/Terry W. Thompson President Dec. 6, 2002

Terry W. Thompson

/s/Kevin D. Williams Chief Financial Officer Dec. 6, 2002

Kevin D. Williams (Principal Accounting Officer)

/s/John W. Henry Vice Chairman, Senior Vice Dec. 6, 2002

John W. Henry President and Director

/s/Jerry D. Hall Executive Vice President and Dec. 6, 2002

Jerry D. Hall Director

/s/James J. Ellis Director Dec. 6, 2002

James J. Ellis

/s/Burton O. George Director Dec. 6, 2002

Burton O. George

/s/George R. Curry Director Dec. 6, 2002

George R. Curry

EXHIBIT INDEX

Exhibit
Number

Exhibit

5.1	Opinion of General Counsel Robert T. Schendel as to the legality of the securities
23.1	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (included on the signature page of this registration statement)

Opinion of General Counsel Robert T. Schendel

December 6, 2002

Michael E. Henry
Chief Executive Officer
Jack Henry & Associates, Inc.
663 Highway 60
Monett, MO 65708

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

Gentleman:

I have acted as General 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"), 9,000,000 shares of the Company's common stock (the "Common Shares") issuable under the Jack Henry & Associates, Inc. 1996 Stock Option Plan (the "Plan").

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

Based upon the foregoing and subject to the qualifications set forth in this letter, I am 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.

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

Very truly yours,

/s/Robert T. Schendel

ROBERT T. SCHENDEL
General Counsel
Jack Henry & Associates, Inc.

Consent of Deloitte & Touche LLP

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 report dated August 16, 2002, appearing in the Annual Report on Form 10-K of Jack Henry & Associates, Inc. for the year ended June 30, 2002.

/s/ Deloitte & Touche LLP
St. Louis, MO

December 5, 2002