

Registration Number 333- _____
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

JACK HENRY & ASSOCIATES, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE 7373 43-1128385
(State or other jurisdiction of (Primary Standard Industrial (I.R.S. Employer
incorporation or organization) Classification Code Number) Identification No.)

663 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)

Michael E. Henry
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.
Shughart Thomson & Kilroy P.C.
Twelve Wyandotte Plaza
120 West 12th Street, Suite 1600
Kansas City, Missouri 64105

Robert R. Kibby, Esq.
Richard A. Rafferty, Esq.
Haynes and Boone, LLP
3100 NationsBank Plaza
901 Main Street
Dallas, Texas 75202

Approximate date of commencement of proposed sale to the public: As soon
as practicable after the effectiveness of this Registration Statement and the
effective time (the Effective Time) of the merger (the Merger) of a wholly
owned subsidiary of the Registrant with and into Peerless Group, Inc.
(Peerless) as described in the Agreement and Plan of Merger dated as of August
18, 1998.

If the securities being registered on this Form are being offered in
connection with the formation of a holding company and there is compliance with
General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the
Securities Act), check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

[X] Registration No. 333-66185.

If this Form is a post-effective amendment filed pursuant to Rule 462(d)
under the Securities Act, check the following box and list the Securities
Act registration statement number of the earlier effective registration
statement for the same offering. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be	Amount to be	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate	AMOUNT OF REGISTRATION
---	-----------------	---	----------------------------------	---------------------------

Registered Common Stock, par value \$.01 per share	Registered (1)	Offering Price (2)	FEE
	32,167	7.688	\$1,531,627
			\$425.79

- (1) Represents the estimated maximum number of additional shares of common stock, par value \$0.01 per share, of the Registrant (Jack Henry Common Stock) to be issued in connection with the Merger in exchange for outstanding shares of common stock, par value \$.01 per share, of Peerless (Peerless Common Stock).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(1), promulgated under the Securities Act, based on the market value of Peerless Common Stock as of December 11, 1998, using a per share price of \$7.688 (the average of the high and low sales price of Peerless Common Stock on such date) and 199,236 shares (the number of additional shares of Peerless Common Stock to be exchanged for Jack Henry Common Stock).

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement incorporates by reference the Registration Statement on Form S-4 and Amendment No. 1 thereto (Registration No. 333-66185) filed previously by the Registrant with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the Securities Act). This Registration Statement is filed solely to register an additional 32,167 shares of Jack Henry Common Stock pursuant to rule 462(b) under the Securities Act.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Exhibits.

All Exhibits filed with Registration Statement No. 333-66185 are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except the following, which are filed herewith.

Exhibit No. Exhibit

- 5.1 Opinion of Shughart Thomson & Kilroy, P.C., regarding the legality of securities to be issued
- 23.1 Consent of Shughart Thomson & Kilroy, P.C. (included in Exhibit 5.1)
- 23.2 Consent of Haynes and Boone, LLP
- 23.3 Consent of Ernst & Young, LLP
- 23.4 Consent of Deloitte & Touche LLP
- 23.5 Consent of Baird Kurtz & Dobson
- 23.6 Consent of Dain Rauscher Wessels

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant 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 14, 1998.

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 December 14, 1998.

SIGNATURE AND NAME	CAPACITY	DATE
/s/ Michael E. Henry	Chairman of the Board, Chief	December 14, 1998

Michael E. Henry	Executive Officer and Director	
/s/ Michael R. Wallace Michael R. Wallace	President, Chief Operating Officer and Director	December 14, 1998
/s/ Terry W. Thompson Terry W. Thompson	Vice President, Treasurer and Chief Financial Officer (Principal Accounting Officer)	December 14, 1998
/s/ John W. Henry John W. Henry	Vice Chairman, Senior Vice President and Director	December 14, 1998
/s/ Jerry D. Hall Jerry D. Hall	Executive Vice President and Director	December 14, 1998
/s/ James J. Ellis James J. Ellis	Director	December 14, 1998
/s/ Burton O. George Burton O. George	Director	December 14, 1998
/s/ George R. Curry George R. Curry	Director	December 14, 1998

EXHIBIT INDEX

Exhibit Number	Exhibit
5.1	Opinion of Shughart Thomson & Kilroy, P.C., regarding the legality of securities to be issued
23.1	Consent of Shughart Thomson & Kilroy, P.C. (included in Exhibit 5.1)
23.2	Consent of Haynes and Boone, LLP
23.3	Consent of Ernst & Young, LLP
23.4	Consent of Deloitte & Touche LLP
23.5	Consent of Baird Kurtz & Dobson
23.6	Consent of Dain Rauscher Wessels

EXHIBIT 5.1

OPINION OF SHUGHART THOMSON & KILROY, P.C.

We have acted as counsel for Jack Henry & Associates, Inc. (the Company) in connection with its Registration Statement on Form S-4 filed on December 14, 1998 with the Securities and Exchange Commission under the Securities Act of 1933, as amended, related to 32,167 shares of the Company's Common Stock, \$0.01 par value, to be sold by the Company. We are of the opinion that the shares being so registered for sale have been duly authorized and, when sold and delivered as contemplated in such Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to such Registration Statement.

/s/ Shughart Thomson & Kilroy, P.C.
SHUGHART THOMSON & KILROY, P.C.

December 14, 1998

EXHIBIT 23.2

CONSENT OF HAYNES AND BOONE, LLP

We hereby consent to the incorporation by reference in this Registration Statement, filed pursuant to Rule 462(b), of our opinion that was filed as an Exhibit to the Registration Statement on Form S-4 (No. 333-66185) relating to the Merger (the Merger) of a wholly-owned subsidiary of Jack Henry & Associates, Inc., with and into Peerless Group, Inc., and to the references to our firm name in such Registration Statement in each place it appears therein in connection with references to our opinion and the tax consequences of the Merger. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities Exchange Commission thereunder, nor do we admit that we are experts with respect to any part of such Registration Statement within the meaning of the term experts as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

/s/ Haynes and Boone, LLP

HAYNES AND BOONE, LLP

December 11, 1998

EXHIBIT 23.3

CONSENT OF ERNST & YOUNG, LLP

We consent to the reference to our firm under the caption Experts and to the use of our report dated January 20, 1998, with respect to the financial statements of Peerless Group, Inc., included in the Proxy Statement of Peerless Group, Inc. and the Registration Statement on Form S-4 and Amendment No. 1 thereto (Registration No. 333-66185) and the Prospectus of Jack Henry & Associates, Inc., incorporated by reference in this Registration Statement of Jack Henry & Associates, Inc. and Subsidiaries, Inc. on Form S-4, being filed pursuant to Rule 462(b).

ERNST & YOUNG, LLP

Dallas, Texas
December 10, 1998

EXHIBIT 23.4

CONSENT OF DELOITTE & TOUCHE LLP

We consent to the incorporation by reference in this Registration Statement of Jack Henry & Associates, Inc. and Subsidiaries (the Company) on Form S-4, being filed pursuant to Rule 462(b), of our report dated August 18, 1998, appearing in the annual report on Form 10-K of the Company for the year ended June 30, 1998 and to the reference to us under the heading Experts in the Registration Statement (Form S-4 No. 333-66185) and related Proxy Statement/Prospectus, incorporated by reference in this Registration Statement.

DELOITTE & TOUCHE LLP

St. Louis, Missouri
December 14, 1998

EXHIBIT 23.5

CONSENT OF BAIRD KURTZ & DOBSON

We consent to the incorporation by reference in this Registration Statement of Jack Henry & Associates, Inc. and Subsidiaries (the Company) on Form S-4, being filed pursuant to Rule 462(b), of our report dated August 22, 1996, appearing in the annual report on Form 10-K of the Company for the year ended June 30, 1998 and to the reference to us under the heading Experts in the Registration Statement (Form S-4 No. 333-66185) and related Proxy Statement/Prospectus, incorporated by reference in this Registration Statement.

BAIRD KURTZ & DOBSON

Joplin, Missouri
December 14, 1998

EXHIBIT 23.6

CONSENT OF DAIN RAUSCHER WESSELS

We hereby consent to the incorporation by reference in this Registration Statement, filed pursuant to Rule 462(b), of our opinion dated August 18, 1998, included in the Registration Statement on Form S-4 (No. 333-66185) and related Proxy Statement/Prospectus as Annex C, relating to the merger of a wholly-owned subsidiary of Jack Henry & Associates, Inc., with and into Peerless Group, Inc., and to the references to our firm name in such Proxy Statement/Prospectus in each place it appears therein. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities Exchange Commission thereunder, nor do we admit that we are experts with respect to any part of such Registration Statement within the meaning of the term experts as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

DAIN RAUSCHER WESSELS
a division of Dain Rauscher Incorporated

December 14, 1998

