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DESCARTES SYSTEMS GROUP INC

Form 6-K

December 31, 2003

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of DECEMBER 2003

THE DESCARTES SYSTEMS GROUP INC.

(Translation of registrant's name into English)

120 Randall Drive

Waterloo, Ontario

Canada N2V 1C6

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☐

Form 40-F ☒

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

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[If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.]

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The attached QUARTERLY REPORT TO SHAREHOLDERS regarding the results for the fiscal 2004 third quarter ended October 31, 2003 was mailed by the Company to shareholders on or about December 30, 2003, and is filed herewithin as EXHIBIT I.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE DESCARTES SYSTEMS GROUP INC.

(Registrant)

Date: December 31, 2003

By: /s/ J. Scott Pagan

Name: J. Scott Pagan
Title: Corporate Secretary and
Corporate Counsel

EXHIBITS

Exhibit No. -----	Description -----
I	Fiscal 2004 Third Quarter Report to Shareholders.