

DESCARTES SYSTEMS GROUP INC
Form SC 13G/A
January 10, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 2)*

Descartes Systems Group Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

249906108

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒	Rule 13d-1(b)
☐	Rule 13d-1(c)
☐	Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
NO.

249906108

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- 1 NAMES OF REPORTING PERSONS S.S. OR
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Pembroke Management, LTD

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☐

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

- 5 SOLE VOTING POWER

4,643,100

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

- 6 SHARED VOTING POWER

xxxxxxxxxx

- 7 SOLE DISPOSITIVE POWER

4,643,100

- 8 SHARED DISPOSITIVE POWER

xxxxxxxxxx

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,643,100

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

☐

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.40%

- 12 TYPE OF REPORTING PERSON

IA

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Item 1. (a) Name of Issuer:

Descartes Systems Group Inc.

(b) Address of Issuer's Principal Executive Offices:

120 Randall Drive
Waterloo, ON
N2V 1C6
Canada

Item 2. (a) Name of Person Filing:

Pembroke Management, LTD

(b) Address of Principal Business Office or, if None, Residence:

1002 Sherbrooke Street West
Suite 1700
Montreal, Quebec, H3A 354

(c) Citizenship:

xxxxxxxxxxxx

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

249906108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.

(b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) ☐ Investment company registered under Section 8 of the Investment Company Act.

(e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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Item 4. Ownership.

(a)	Amount beneficially owned:	4,643,100
(b)	Percent of class:	7.40%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or to direct the vote:	4,643,100
(ii)	Shared power to vote or to direct the vote:	xxxxxxxx
(iii)	Sole power to dispose or to direct the disposition of:	4,643,100
(iv)	Shared power to dispose or to direct the disposition of:	xxxxxxxx

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Clients of Pembroke Management, LTD have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock reported as beneficially owned by Pembroke Management, LTD. No client beneficially owns more than 5% of the issuer's common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

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Item 10.

Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Filer
Pembroke Management, LTD

By: /s/ Michael McLaughlin
Name: Michael McLaughlin

Title: Partner

Date: January 9, 2014