

I2 TECHNOLOGIES INC  
Form 8-K  
January 03, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): January 2, 2008

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**i2 Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-28030**  
(Commission File Number)

**75-2294945**  
(I.R.S. Employer  
Identification No.)

**One i2 Place**  
**11701 Luna Road**  
**Dallas, Texas**  
(Address of principal executive offices)

**75234**  
(Zip Code)

**Registrant's telephone number, including area code: (469) 357-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On January 2, 2008, i2 Technologies, Inc. (the Company) confirmed that each of Harvey B. Cash and Michael E. McGrath, current directors of the Company, has determined that he will not stand for re-election at the Company's 2008 Annual Meeting of Stockholders and that his respective service on the Board of Directors will terminate as of immediately prior to the 2008 Annual Meeting of Stockholders. Mr. Cash is the Chairman of the Compensation Committee and a member of the Nominating and Governance Committee.

**Item 8.01. Other Events.**

On December 28, 2007, R<sup>2</sup> Top Hat, Ltd. (R<sup>2</sup> Top Hat) delivered a letter to the Company notifying the Company of its intention to nominate J. Coley Clark and Richard L. Hunter for election to the Company's Board of Directors at the Company's 2008 Annual Meeting of Stockholders. On January 2, 2008, Amalgamated Gadget, L.P., which holds shares of the Company for and on behalf of R<sup>2</sup> Top Hat, amended its Schedule 13D dated May 5, 2004 to notify the Company of such intention.

On January 3, 2008, the Company delivered a letter to R<sup>2</sup> Top Hat responding to R<sup>2</sup> Top Hat's letter of December 28, 2007. The full text of the Company's letter to R<sup>2</sup> Top Hat is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On January 3, 2008, the Company also issued a press release relating to R<sup>2</sup> Top Hat's letter and the notification from Harvey B. Cash and Michael E. McGrath that they will not stand for re-election at the Company's 2008 Annual Meeting of Stockholders. The Company's press release dated January 3, 2008 is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Letter from i2 Technologies, Inc. to R <sup>2</sup> Top Hat, Ltd., dated January 3, 2008
99.2	Press Release dated January 3, 2008

**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 hereunto duly authorized.

Dated: January 3, 2008

**i2 TECHNOLOGIES, INC.**

By: /s/ Michael J. Berry

Michael J. Berry

Executive Vice President, Finance and Accounting and Chief  
Financial Officer