

I2 TECHNOLOGIES INC  
Form 8-K  
December 04, 2008

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

Washington, D.C. 20549

**Form 8-K**  
**CURRENT REPORT**

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

Date of Report (date of earliest event reported): December 3, 2008

**i2 Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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

**75234**  
(Zip Code)

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))

**Item 1.02. Termination of a Material Definitive Agreement**

On December 3, 2008, i2 Technologies, Inc. ( i2 ) terminated its previously announced Agreement and Plan of Merger (the Merger Agreement ), dated as of August 10, 2008 with JDA Software Group, Inc. ( JDA ) and Iceberg Acquisition Corp., a wholly-owned subsidiary of JDA. i2 s board of directors did not believe the merger or an acceptable alternative transaction with JDA could be finalized. JDA has not provided consent to disclosure of any discussions between the parties. In connection with the termination of the Merger Agreement, i2 expects to receive the non-refundable termination fee of \$20 million from JDA within three business days.

A description of the terms of the Merger Agreement was included in Item 1.01 of the Current Report on Form 8-K filed by i2 on August 12, 2008 and, to the extent required by Item 1.02 of Form 8-K, that description is incorporated by reference in this Item 1.02 pursuant to General Instruction B.3 of Form 8-K.

**Item 8.01 Other Events**

A copy of the press release issued by i2 on December 4, 2008 with respect to the termination of the Merger Agreement is filed herewith as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated December 4, 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: December 4, 2008

**i2 TECHNOLOGIES, INC.**

By: /s/ Michael J. Berry  
Michael J. Berry  
Executive Vice President, Finance and Accounting and  
Chief Financial Officer