

COHEN PETER A
Form 4
September 09, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMIUS LLC

(Last) (First) (Middle)

**599 LEXINGTON AVENUE, 21ST
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AGILYSYS INC [AGYS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/04/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value <u>(1)</u> <u>(2)</u>	09/04/2009		S		424	D	\$ 7.0006	292,828	I	Parche, LLC <u>(3)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	09/04/2009		S		99	D	\$ 7.0011	292,729	I	Parche, LLC <u>(3)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	09/04/2009		S		3,064	D	\$ 7.0006	2,116,658	I	Ramius Value and Opportunity Master Fund

Common Stock, no par value (1) (2)	09/04/2009	S	716	D	\$ 7.0011	2,115,942	I	Ltd ⁽⁴⁾ Ramius Value and Opportunity Master Fund ⁽⁴⁾
Common Stock, no par value (1) (2)	09/04/2009	S	362	D	\$ 7.0006	250,192	I	RCG PB, Ltd. ⁽⁵⁾
Common Stock, no par value (1) (2)	09/04/2009	S	85	D	\$ 7.0011	250,107	I	RCG PB, Ltd ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RAMIUS LLC 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022	X

C4S & CO LLC
C/O RAMIUS LLC, 599 LEXINGTON AVENUE X
21ST FLOOR
NEW YORK, NY 10022

COHEN PETER A
C/O RAMIUS LLC, 599 LEXINGTON AVENUE X
21ST FLOOR
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SOLOMON JEFFREY M
C/O RAMIUS LLC, 599 LEXINGTON AVENUE X
21ST FLOOR
NEW YORK, NY 10022

STARK MORGAN B
C/O RAMIUS LLC, 599 LEXINGTON AVENUE X
21ST FLOOR
NEW YORK, NY 10022

STRAUSS THOMAS W
C/O RAMIUS LLC, 599 LEXINGTON AVENUE X
21ST FLOOR
NEW YORK, NY 10022

Signatures

/s/ Owen S. Littman, Authorized
Signatory 09/09/2009

__Signature of Reporting Person Date

Owen S. Littman, Authorized
Signatory 09/09/2009

__Signature of Reporting Person Date

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Signatory 09/09/2009

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Signatory 09/09/2009

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Owen S. Littman, Authorized
Signatory 09/09/2009

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.

- (2) Each Reporting Person (other than Parche, LLC, Ramius Value and Opportunity Master Fund Ltd, and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

- (3) Shares of Common Stock beneficially owned by Parche, LLC ("Parche"). As the sole member of RCG Starboard Advisors, LLC, the managing member of Parche, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the managing member of Ramius LLC, C4S & Co., LLC ("C4S") may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche.

- (4) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd ("Ramius Value and Opportunity Master Fund"). As the sole member of RCG Starboard Advisors, LLC, the investment manager of Ramius Value and Opportunity Master Fund, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund. As the managing member of Ramius LLC, C4S & Co., LLC ("C4S") may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund.

- (5) Shares of Common Stock beneficially owned by RCG PB, Ltd ("RCG PB"). As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing member of Ramius LLC, C4S & Co., LLC ("C4S") may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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