

I2 TECHNOLOGIES INC
Form SC 13D/A
September 13, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

i2 Technologies, Inc.
(Name of Issuer)

Common Stock, \$0.00025 Par Value
(Title of Class of Securities)

465754208
(Cusip Number)

Brandon Teague
301 Commerce Street, Suite 3200
Fort Worth, Texas 76102
(817) 332-9500
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 11, 2007
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

*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 disclosures provided in a prior cover page.

The information required on 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 ("Act") 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).

**The total number of shares of stock reported herein is 4,548,073, which constitutes approximately 17.6% of the 25,856,293 shares of Stock deemed outstanding pursuant to Rule 13d-3(d)(1)(i) under the Act. Unless otherwise stated, all ownership percentages set forth herein assume that there are 21,308,220 shares outstanding.

1. Name of Reporting Person:

Amalgamated Gadget, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / /

3. SEC Use Only

4. Source of Funds: OO (See Item 3)

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: -0-

Number of
Shares

Beneficially
Owned By

Each

Reporting
Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,548,073 (1)(2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 17.6% (3)

14. Type of Reporting Person: PN

(1) Represents shares of Common Stock obtainable upon conversion of 105,288 shares of the 2.5% Series B Convertible Preferred Stock issued by the Issuer (the "Preferred Stock"), at a conversion rate of 43.1965 shares of Common Stock per share of Preferred Stock.

(2) The shares are held by Amalgamated Gadget, L.P. for and on behalf of R² Investments, LDC, or its subsidiary R² Top Hat, Ltd. (collectively, "R²") pursuant to an Investment Management Agreement. Pursuant to such Agreement, Amalgamated Gadget, L.P. has sole voting and dispositive power over the shares and R² has no beneficial ownership of such shares.

(3) Pursuant to Rule 13d-3(d)(1)(i), the number of shares deemed to be outstanding is 25,856,293.

Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated May 5, 2004, as amended by Amendment No. 1 dated June 8, 2004, as amended by Amendment No. 2 dated June 29, 2005, as amended by Amendment No. 3 dated February 6, 2006, as amended by Amendment No. 4 dated March 2, 2006, as amended by Amendment No. 5 dated August 7, 2006, as amended by Amendment No. 6 dated August 14, 2006 (the "Schedule 13D"), relating to the Common Stock, par value \$0.00025 per share (the "Stock"), of i2 Technologies, Inc. (the "Issuer"). Unless otherwise indicated, all defined terms used herein shall have the same meanings as those set forth in the Schedule 13D.

ITEM 4. PURPOSE OF THE TRANSACTION.

Item 4 is hereby amended and restated in its entirety as follows:

The Reporting Person (on behalf of R²) has named one of its investment professionals, Michael Simmons, to the Issuer's Board of Directors. As previously disclosed, the terms of the Reporting Person's Preferred Stock currently give the Reporting Person the right to elect two members of the Issuer's Board of Directors. The Reporting Person also intends to fill its second Board seat, and is actively seeking a suitable candidate.

The Reporting Person has moved to fill its Board seats now - both empty since December 2005 - because it believes that the Issuer should explore strategic options, including a possible outright sale of the Issuer or its assets, and desires to participate in this process. The Reporting Person believes that the Issuer is too small to survive on its own in today's environment and that the value of the Issuer's assets cannot be maximized while the Issuer remains independent. Indeed, the Issuer's recently announced revenue and earnings shortfalls, as well as the recent departures of both the Issuer's Chief Executive Officer and its Chief Customer Officer, have added urgency to the situation. The Reporting Person therefore believes that the Issuer should publicly announce and implement a strategic review and sale process with the utmost speed.

The Reporting Person continues to support management at this difficult time, and looks forward to a collaborative process where management, the Board, and shareholders have a voice in the process going forward.

Michael Simmons is a senior operating partner in the private equity group of Q Investments, a group of entities associated with the Reporting Person, and Chief Executive Officer of Q Investments' energy business. Prior to joining Q Investments in 2007, Mr. Simmons spent 20 years at General Electric, including serving as Chief Executive Officer of PII Pipeline Solutions. He held executive and operating leadership roles throughout the U.S. and Europe in GE's pension fund, real estate, finance, energy and oil and gas divisions.

Except as set forth in this Item 4, the Reporting Person has no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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.

DATED: September 13, 2007

AMALGAMATED GADGET, L.P.

By: Scepter Holdings, Inc., its general partner

By: /s/ Brandon Teague

Brandon Teague, Director of Trading

EXHIBIT INDEX

EXHIBIT DESCRIPTION

Exhibit 99.1 -- Preferred Stock Purchase Agreement (previously filed).

Exhibit 99.2 -- Form of Certificate of Designation of 2.5% Series B Convertible Preferred Stock (previously filed).

Exhibit 99.3 -- Form of Registration Rights Agreement (previously filed).

Exhibit 99.4 -- Common Stock Purchase Agreement (previously filed).