

I2 TECHNOLOGIES INC  
Form POS AM  
February 04, 2010

As filed with the Securities and Exchange Commission on February 4, 2010

Registration No. 333-31342

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

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**i2 Technologies, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

One i2 Place

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

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11701 Luna Road

Dallas, TX 75234

(469) 357-1000

(Address, including Zip Code, Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

G. Michael Bridge

i2 Technologies, Inc.

14400 N. 87th Street

Scottsdale, AZ 85260-3649

(480) 308-3000

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copy to:

David Lewis, Esq.

DLA Piper LLP (US)

2525 East Camelback Road, Suite 1000

Phoenix, Arizona 85016-4232

(480) 606 5126

**Approximate date of commencement of proposed sale to the public:** No longer applicable because the shares are being removed from registration.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer "

Accelerated filer

Non-accelerated filer " (Do not check if a smaller reporting company)

Smaller reporting company "



### TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 2 (this Post-Effective Amendment ), filed by i2 Technologies, Inc., a Delaware corporation (the Company ), removes from registration all \$350,000,000 5 1/4% Convertible Subordinated Notes due December 15, 2006 and all shares of the Company s Common Stock, par value \$0.001 per share (the Common Stock ), registered under the Registration Statement on Form S-3 (File No. 333-31342) initially filed by the Company on February 29, 2000 (the Registration Statement ) with the Securities and Exchange Commission, as amended by Amendment No. 1 filed on March 28, 2000, pertaining to the registration of \$350,000,000 5 1/4% Convertible Subordinated Notes due December 15, 2006 and 9,211,580 shares of Common Stock issuable upon Conversion of the Notes.

On November 4, 2009, the Company entered into an Agreement and Plan of Merger (the Merger Agreement ) with JDA Software Group, Inc., a Delaware corporation ( JDA ), and Alpha Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of JDA ( Merger Sub ), providing for, among other things, the merger of the Company with and into Merger Sub, (the Merger ) with the Company continuing as the surviving corporation and a wholly-owned subsidiary of JDA.

On January 28, 2010, the Merger became effective as a result of the filing of a Certificate of Merger with the Secretary of State of the State of Delaware. As a result of the Merger, each share of Common Stock outstanding immediately prior to the Merger was converted into the right to receive 0.2562 of a share of JDA common stock and \$12.70 in cash; provided, however, that holders of the Company s common stock will not receive any fractional JDA shares in the Merger and are, in lieu thereof, entitled to receive a cash payment equal to the fraction of a share of JDA s common stock to which the holder would otherwise be entitled multiplied by the average closing price of JDA s common stock on The Nasdaq Stock Market for the five consecutive trading days through and including January 25, 2010, or \$26.25.

Also, pursuant to the Merger Agreement, each issued and outstanding share of the Company s Series B Convertible Preferred Stock was converted into the right to receive \$1,100.00 per share in cash, plus all accrued and unpaid dividends through the effective time of the Merger, each outstanding option to purchase the Company s common stock was canceled and converted into the right to receive the merger consideration with respect to the number of shares of the Company s common stock that would have been issuable upon a net exercise of such option, and each outstanding restricted stock unit award became fully vested (except that if the applicable award agreement provided that a lesser percentage became vested upon consummation of the Merger, such award only became vested as to such lesser percentage) and was canceled, and the holder of such award became entitled to receive the applicable merger consideration for each share of the Company s common stock into which the vested portion of the award would otherwise have been convertible.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Effective upon filing hereof, the Company hereby removes from registration all \$350,000,000 5 1/4% Convertible Subordinated Notes due December 15, 2006 and 9,211,580 shares of Common Stock issuable upon Conversion of the Notes registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 4th day of February, 2010.

**I2 TECHNOLOGIES, INC.**

By: /s/ HAMISH N. BREWER  
 Name: **Hamish N. Brewer**  
 Title: **President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons on February 4, 2010 in the capacities indicated.

Name	Title	Date
/s/ HAMISH H. BREWER  <b>Hamish H. Brewer</b>	President, Chief Executive Officer (Principal Executive Officer)	February 4, 2010
/s/ PETER HATHAWAY  <b>Peter Hathaway</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	February 4, 2010
/s/ G. MICHAEL BRIDGE  <b>G. Michael Bridge</b>	Director and Secretary	February 4, 2010
/s/ LINDSAY HOOPES  <b>Lindsay Hoopes</b>	Director and Treasurer	February 4, 2010