

I2 TECHNOLOGIES INC
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 1)

Under the Securities Exchange Act of 1934

i2 Technologies, Inc.
(Name of Issuer)

Common Stock, \$0.00025 par value
(Title of Class of Securities)

465754208
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 465754208

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 D. E. Shaw Valence Portfolios, L.L.C.
 13-4046559
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a)
 (b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 Delaware

| | | |
|--|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power -0- |
| | 6. | Shared Voting Power 1,047,456 (1) |
| | 7. | Sole Dispositive Power -0- |
| | 8. | Shared Dispositive Power 1,047,456 (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 1,047,456 (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 4.7% (2) | |
| 12. | Type of Reporting Person (See Instructions) OO | |

1 Includes exposure through derivative instruments to a note convertible into 743,494 shares and warrants exercisable into 64,652 shares.

2 Based on 21,432,748 shares of outstanding common stock and including the 808,146 shares from the exposure to the convertible note and warrants for a total of 22,240,894 shares outstanding.

CUSIP No. 465754208

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 D. E. Shaw & Co., L.P.
 13-3695715
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a)
 (b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 Delaware

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. Sole Voting Power
-0-

6. Shared Voting Power
1,049,088 (1)

7. Sole Dispositive Power
-0-

8. Shared Dispositive Power
1,049,088 (1)

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
1,049,088 (1)
10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
11. **Percent of Class Represented by Amount in Row (9)**
4.7% (2)
12. **Type of Reporting Person (See Instructions)**
IA, PN

1 Includes indirect exposure through derivative instruments to a note convertible into 743,494 shares and warrants exercisable into 64,652 shares.

2 Based on 21,432,748 shares of outstanding common stock and including the 808,146 shares from the indirect exposure to the convertible note and warrants for a total of 22,240,894 shares outstanding.

CUSIP No. 465754208

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
David E. Shaw
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
United States

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. **Sole Voting Power**
-0-
6. **Shared Voting Power**
1,049,088 (1)
7. **Sole Dispositive Power**
-0-
8. **Shared Dispositive Power**
1,049,088 (1)

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
1,049,088 (1)

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
4.7% (2)

12. **Type of Reporting Person (See Instructions)**
IN

1 Includes indirect exposure through derivative instruments to a note convertible into 743,494 shares and warrants exercisable into 64,652 shares.

2 Based on 21,432,748 shares of outstanding common stock and including the 808,146 shares from the indirect exposure to the convertible note and warrants for a total of 22,240,894 shares outstanding.

Item 1.

- (a) **Name of Issuer:**
i2 Technologies, Inc.
- (b) **Address of Issuer's Principal Executive Offices:**
One i2 Place
11701 Luna Road
Dallas, TX 75234

Item 2.

- (a) **Name of Person Filing:**
D. E. Shaw Valence Portfolios, L.L.C.
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence:**
The business address for each reporting person is:
120 W. 45th Street, Tower 45, 39th Floor
New York, NY 10036
- (c) **Citizenship:**
D. E. Shaw Valence Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities:**
Common Stock, \$0.00025 par value
- (e) **CUSIP Number:**
465754208

Item 3.

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4.

Ownership

As of December 31, 2007:

(a) Amount beneficially owned:

| | |
|--|---|
| D. E. Shaw Valence Portfolios, L.L.C.: | 1,047,456 shares This is composed of (i) 239,310 shares in the name of D. E. Shaw Valence Portfolios, L.L.C. and (ii) 808,146 shares to which D. E. Shaw Valence Portfolios, L.L.C. has exposure through derivative instruments. |
|--|---|

D. E. Shaw & Co., L.P.:

1,049,088 shares

This is composed of (i) 239,310 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 808,146 shares to which D. E. Shaw Valence Portfolios, L.L.C. has exposure through derivative instruments, and (iii) 1,632 shares under the management of D. E. Shaw Investment Management, L.L.C.

David E. Shaw:

1,049,088 shares

This is composed of (i) 239,310 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 808,146 shares to which D. E. Shaw Valence Portfolios, L.L.C. has exposure through derivative instruments, and (iii) 1,632 shares under the management of D. E. Shaw Investment Management, L.L.C.

(b) Percent of class:

| | |
|--|------|
| D. E. Shaw Valence Portfolios, L.L.C.: | 4.7% |
| D. E. Shaw & Co., L.P.: | 4.7% |
| David E. Shaw: | 4.7% |

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

| | |
|--|------------|
| D. E. Shaw Valence Portfolios, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |

(ii) Shared power to vote or to direct the vote:

| | |
|--|------------------|
| D. E. Shaw Valence Portfolios, L.L.C.: | 1,047,456 shares |
| D. E. Shaw & Co., L.P.: | 1,049,088 shares |
| David E. Shaw: | 1,049,088 shares |

(iii) Sole power to dispose or to direct the disposition of:

| | |
|--|------------|
| D. E. Shaw Valence Portfolios, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |

(iv) Shared power to dispose or to direct the disposition of:

| | |
|--|------------------|
| D. E. Shaw Valence Portfolios, L.L.C.: | 1,047,456 shares |
| D. E. Shaw & Co., L.P.: | 1,049,088 shares |
| David E. Shaw: | 1,049,088 shares |

The amount reported as beneficially owned by D. E. Shaw Valence Portfolios, L.L.C. ("Valence"), D. E. Shaw & Co., L.P. ("DESCO LP"), and David E. Shaw (each a "Reporting Person" and collectively the "Reporting Persons") includes exposure to shares held in the name of a derivative counterparty, which Reporting Persons believe may hold the shares as a hedge to the derivative instruments, and therefore not directly or indirectly owned by the Reporting Persons. The exposure to shares held in the name of a derivative counterparty for each Reporting Person is as follows: Valence has exposure to 808,146 shares constituting 3.6% of outstanding shares; DESCO LP, as investment adviser to and managing member of Valence, has indirect exposure to 808,146 shares constituting 3.6% of outstanding shares; and David E. Shaw by virtue of his position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, has indirect exposure to 808,246 shares constituting 3.6% of outstanding shares. The Reporting Persons may have the shared power to dispose or direct the disposition of the applicable shares held in the name of the derivative counterparty, including to themselves, and therefore the Reporting Persons may be deemed to be the beneficial owner of such shares. The Reporting Persons disclaim beneficial ownership of their respective amounts of such shares.

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, which in turn is the managing member and investment adviser of Valence and the managing member of D. E. Shaw Investment Management, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 1,049,088 shares as described above constituting 4.7% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 1,049,088 shares.

Item 5.**Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, each of D. E. Shaw Valence Portfolios, L.L.C., D. E. Shaw & Co., L.P., and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated October 24, 2007, granted by David E. Shaw in favor of Rochelle Elias, is attached hereto.

Dated: February 14, 2008

D. E. Shaw Valence Portfolios, L.L.C.

By: D. E. Shaw & Co., L.P., as managing member

By: /s/ Rochelle Elias

Rochelle Elias
Chief Compliance Officer

D. E. Shaw & Co., L.P.

By: /s/ Rochelle Elias

Rochelle Elias
Chief Compliance Officer

David E. Shaw

By: /s/ Rochelle Elias

Rochelle Elias
Attorney-in-Fact for David E. Shaw