

I2 TECHNOLOGIES INC
Form 8-K
September 19, 2007

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): September 13, 2007

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

75234
(Zip Code)

executive offices)

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

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:

- 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)

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.. 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 13, 2007, Michael J. Simmons was elected to the Board of Directors (the Board) of i2 Technologies, Inc. (the Company) by the holder of all of the issued and outstanding shares of the Company's 2.5% Series B Convertible Preferred Stock, par value \$.001 per share (the Series B Preferred Stock). Pursuant to Section 6(b) of the Certificate of Designations for the Series B Preferred Stock, the holders of the Series B Preferred Stock are entitled to elect two directors to serve on the Board. R² Top Hat, Ltd., the record holder of all of the issued and outstanding shares of the Series B Preferred Stock, has not exercised its right to elect a second director to the Board; however, representatives of R² Top Hat, Ltd. have expressed an intent to do so.

Mr. Simmons will receive the standard compensation provided to all of the Company's non-employee directors. This compensation includes an annual cash retainer of \$25,000 and participation in the Company's stock option plan for non-employee directors, under which Mr. Simmons was automatically granted, on the date of his election, an award with a value equal to \$87,500 in the form of an option grant and an award with a value equal to \$87,500 in the form of a restricted stock award.

It is not currently contemplated that Mr. Simmons will serve on any committee of the Board.

Since January 1, 2006, there have been no transactions to which the Company or any of its subsidiaries is a party and in which Mr. Simmons has a material interest subject to disclosure under Item 404(a) of Regulation S-K. However, Mr. Simmons is employed by an affiliate of Amalgamated Gadget, L.P., which acts as investment manager for R² Top Hat, Ltd., which owns all of the issued and outstanding shares of the Series B Preferred Stock.

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: September 19, 2007

i2 TECHNOLOGIES, INC.

By: /s/ John Harvey
John Harvey

Vice President, General Counsel and

Secretary