

DemandTec, Inc.  
Form 8-K  
July 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **July 14, 2011**

**DEMANDTEC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-33634**

(Commission File Number)

**94-3344761**

(I.R.S. Employer  
Identification Number)

**1 Franklin Parkway**

**Building 910**  
**San Mateo, CA 94403**

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(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 645-7100**

**Not Applicable**

(Former name or former address, if changed since last report.)

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)
  - 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))
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**Item 8.01 Other Events.**

On July 14, 2011, Daniel R. Fishback, President and Chief Executive Officer of DemandTec, Inc. (the Company), cancelled his previously disclosed written stock sales plan that he had entered into in October 2010 in accordance with the guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company's policies regarding securities transactions..

As a result of the cancellation, up to 116,950 shares of the Company's Common Stock issuable upon the settlement of outstanding performance-based restricted stock units and time-based restricted stock units that were otherwise scheduled for sale under the plan will no longer be sold under the plan.

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.

**DEMANDTEC, INC.**

DATE: July 18, 2011

By:

/s/ Michael J. McAdam  
Michael J. McAdam  
General Counsel and Secretary