

I2 TECHNOLOGIES INC  
Form 8-K  
October 31, 2006

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

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 31, 2006

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**i2 Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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**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 executive offices)

**75234**  
(Zip Code)

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

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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:

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- .. 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 2.02 and Item 7.01. Results of Operations and Financial Condition, and Regulation FD Disclosure.**

On October 31, 2006, i2 Technologies, Inc. (the Company) announced by press release (the Press Release) the Company's third quarter 2006 financial results. The information contained in the Press Release, which is attached to this Current Report on Form 8-K as Exhibit 99.1, is incorporated by reference herein and is furnished pursuant to Item 2.02, Results of Operations and Financial Condition and Item 7.01, Regulation FD Disclosure.

The Company will conduct its earnings conference call on October 31, 2006, at 10:00 a.m. EDT. A webcast of the conference call will be open to the public and can be accessed via the company's Web site at <http://www.i2.com/investor>.

The information in this Current Report and the accompanying exhibit shall not be incorporated by reference into any filing by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Included in the Press Release is the disclosure of non-GAAP diluted earnings per share and non-GAAP operating income. Management believes that the presentation of non-GAAP diluted earnings per share and non-GAAP operating income and their related reconciliation to GAAP diluted earnings per share and GAAP operating income, respectively, is useful to investors as it reflects financial measures that management utilizes for budgeting purposes, as well as analyzing the underlying performance of the Company. Management believes that these non-GAAP measures provide investors additional important information to enable them to assess, in the way that management assesses, the operations of the Company. This non-GAAP financial information should not be considered as a substitute for, or superior to, and should only be read in conjunction with, measures of financial performance prepared in accordance with generally accepted accounting principles.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

99.1 Press Release dated October 31, 2006.

**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: October 31, 2006

**i2 TECHNOLOGIES, INC.**

By: /s/ Michael J. Berry  
Michael J. Berry  
Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release dated October 31, 2006.