Edgar Filing: I2 TECHNOLOGIES INC - Form 4

I2 TECHNO	LOGIES INC										
Form 4											
February 01,	_								OMB A	PPROVAL	
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								2225 0297		
Check this box if no longer subject to Section 16. Form 4 or Form 5				GES IN F SECUR	BENEFI(ITIES	CIAI			Expires: Estimated a burden hou response	ours per	
obligation may cont See Instru 1(b).	^{1s} Section 17	(a) of the	Public Ut		ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)										
VARIA HITEN D Syn			Symbol	2. Issuer Name and Ticker or Trading Symbol [2 TECHNOLOGIES INC [ITWO]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			(Chec	k all applicable	e)	
I2, 11701 LI	UNA ROAD		(Month/D 01/28/20	-				Director X Officer (give below) EVP, 1		Owner er (specify O	
	(Street)			ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0	One Reporting Pe	erson	
DALLAS, T	TX 75234							Form filed by M Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any				4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/28/2010			D	91,773	D	\$ 0 (1)	48,149	D		
Common Stock (2)	01/28/2010			D	48,149	D	\$ 0 (1)	0	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code S (Instr. 8) A (5. Number of Derivative Securities Acquired (A) or Disposed of D) Instr. 3, 4, und 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 15.87	01/28/2010		D	25,000	02/20/2006	02/19/2016	Common Stock	25,000
Stock Options (Right to Buy)	\$ 7.54	01/28/2010		D	35,000	05/17/2005	05/16/2015	Common Stock	35,000
Stock Options (Right to Buy)	\$ 12.33	01/28/2010		D	29,410	02/19/2008	02/18/2018	Common Stock	29,410
Stock Options (Right to Buy)	\$ 13.82	01/28/2010		D	25,000	10/25/2005	10/24/2015	Common Stock	25,000
Stock Options (Right to Buy)	\$ 16.25	01/28/2010		D	4,000	08/16/2004	08/15/2014	Common Stock	4,000
Stock Options (Right to Buy)	\$ 22.5	01/28/2010		D	10,000	08/30/2002	08/29/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 25.7	01/28/2010		D	15,000	02/19/2007	02/18/2017	Common Stock	15,000
Restricted Stock Units	\$ 0	01/28/2010		D	18,000	12/31/2011	05/20/2011	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
VARIA HITEN D I2 11701 LUNA ROAD DALLAS, TX 75234			EVP, Field Sales, COO				
Signatures							
Robin Gunter, Attorney-in-Fact	02/0	01/2010					
**Signature of Reporting Person		Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On November 4, 2009, i2 Technologies, Inc. (i2) and JDA Software Group, Inc. (JDA) entered into a merger agreement which provided for a merger in which i2 would become a wholly-owned subsidiary of JDA. The Merger became effective on January 28, 2010. At the effective time of the Merger, each outstanding share of i2 common stock converted into the right to receive (i) \$12.70 in cash and (ii)

- (1) One of the Merger, each outstanding share of 12 common stock converted into the light to receive (1) \$12.70 m cash and (1) 0.2562 shares of JDA common stock (together, the "Merger Consideration"). The closing sales price of JDA common stock on the NASDAQ on the closing date was \$27.68. Accordingly, the value of the Merger Consideration on the Closing Date for each share of i2 common stock was \$19.79 (\$12.70 + 7.09 = \$19.79).
- (2) These shares represent former shares of performance-based restricted stock units that, pursuant to the terms of the restricted stock unit agreements and the Merger Agreement, vested immediately prior to the effective time of the Merger.

Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash
(3) payment of \$ 62,890.35 and 1,269 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash
(4) payment of \$ 275,145.28 and 5,551 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash
 (5) payment of \$140,796.47 and 2,840 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash (6) payment of \$ 95,779.43 and 1,932 shares of JDA common stock, representing the difference between the value of the Merger

Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled in exchange for a cash
payment of \$ 9,084.74 and 183 shares of JDA common stock, representing the difference between the value of the Merger Consideration on the Closing Date and the exercise price of the option multiplied by the number of shares subject to this option.

(8) Pursuant to the Merger Agreement, this option, which had fully vested prior to the Closing Date, was cancelled.

The restricted stock unit, which provided for vesting in two equal annual installments beginning December 31, 2010, was cancelled in the merger in exchange for a cash payment of \$228,600.00 and 4,611 shares of JDA common stock, for a total value of \$356,220.00, representing the Merger Consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.