

I2 TECHNOLOGIES INC  
Form 8-K  
December 09, 2008

**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): December 8, 2008**

**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.)

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**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**

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))

**Item 8.01 Other Events**

As previously disclosed in the Current Report on Form 8-K filed by i2 Technologies, Inc. ( i2 ) on December 4, 2008, i2 terminated its previously announced Agreement and Plan of Merger dated as of August 10, 2008 with JDA Software Group, Inc. ( JDA ) and Iceberg Acquisition Corp., a wholly-owned subsidiary of JDA, on December 3, 2008.

On December 8, 2008, i2 received the non-refundable termination fee of \$20 million from JDA. There will be fees and expenses associated with the termination, including proxy and shareholder meeting expenses and legal and investment banker fees, that are expected to be between \$2.5 million to \$3.0 million.

**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: December 8, 2008

**i2 TECHNOLOGIES, INC.**

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