

I2 TECHNOLOGIES INC  
Form 8-K  
November 05, 2009

**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): November 5, 2009

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

On November 5, 2009, i2 Technologies, Inc. (the Company) announced by press release (the Earnings Press Release) the Company's third quarter 2009 financial results. The information contained in the Earnings 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 cancelled its previously announced conference call to discuss the third quarter 2009 financial results due to the Company's announcement regarding its proposed merger with JDA Software Group, Inc.

Included in the Earnings 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.

The information contained in this Current Report and the accompanying exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, or incorporated by reference in any filing by the Company under the Exchange Act or the Securities Act of 1933, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by reference in such filing.

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

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 99.1                      | Press release dated November 5, 2009 announcing the Company's third quarter 2009 financial results |

**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: November 5, 2009

**i2 TECHNOLOGIES, INC.**

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