

I2 TECHNOLOGIES INC  
Form SC TO-I/A  
June 02, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Amendment No. 2 to**

**SCHEDULE TO**

**(Rule 13e-4)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

\_\_\_\_\_

**i2 TECHNOLOGIES, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Certain Options to Purchase Common Stock, Par Value \$0.00025 Per Share**

**Having an Exercise Price Per Share of \$45.00 or More**

(Title of Class of Securities)

**465754 20 8**

(CUSIP Number of Class of Securities of Underlying Options to Purchase Common Stock)

**Robert Donohoo**

**Senior Vice President, Secretary and General Counsel**

**i2 Technologies, Inc.**

**One i2 Place**

**11701 Luna Road**

**Dallas, Texas 75234**

**(469) 357-1000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

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Copy to:

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**CALCULATION OF FILING FEE**

**Transaction valuation\***  
**\$129,483,484.00**

**Amount of filing fee\*\***  
**\$13,854.73**

\* The transaction valuation was calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 1,204,847 shares of common stock of i2 Technologies, Inc., having an aggregate value of \$129,483,484.00 as of April 18, 2006, will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model.

\*\* Previously paid.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

Form or Registration No.: Not applicable.

Filing party: Not applicable.

Date filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

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going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.  x

*The filing of this Schedule TO shall not be construed as an admission by i2 Technologies, Inc. that the Offer (as defined below) constitutes an issuer tender offer for purposes of the Securities Exchange Act of 1934 and the rules promulgated thereunder.*

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### Introductory Statement

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by i2 Technologies, Inc., a Delaware corporation ( i2 or the Company ), with the Securities and Exchange Commission on April 26, 2006, as amended and supplemented by Amendment No. 1 to the Schedule TO filed by i2 on May 15, 2006. The Schedule TO related to an offer by i2 to exchange all options held by current employees (excluding those who have resigned or given or received a written notification of their termination) to purchase shares of the Company's common stock, par value \$0.00025 per share, with an exercise price per share of \$45.00 or more that are currently outstanding under certain of i2's stock option plans (the Eligible Options ) upon the terms and subject to the condition set forth in the Offer to Exchange, dated April 26, 2006, and the related Election/Change of Election Form (together, the Offer Documents ). The Offer Documents were previously filed as exhibits to the Schedule TO as exhibits (a)(1) and (a)(2). The purpose of this Amendment No. 2 is to report the results of the tender offer.

#### Item 4. Terms of the Transaction.

(a) Material Terms.

Item 4(a) of the Schedule TO, as amended, is hereby further amended and supplemented to add the following:

The Offer to Exchange expired at 11:59 p.m., Central Time, on Wednesday, May 31, 2006. i2 accepted for cancellation Eligible Options to purchase an aggregate of 1,033,498 shares of common stock, representing 85.78% of the Eligible Options available to be tendered in the Offer. Subject to and in accordance with the terms of the Offer, i2 granted restricted stock units covering 133,033 shares of common stock in exchange for the cancelled Eligible Options. The closing selling price of our common stock on the May 31, 2006 date the restricted stock units were granted was \$12.55 per share. We have already or will promptly send each participating employee whose options have been accepted for cancellation a Notice of Expiration of Offer to Exchange and Cancellation of Tendered Options in substantially the form attached hereto as Exhibit (a)(29).

#### Item 12. Exhibits.

Item 12 of the Tender Offer Statement is hereby amended and restated as follows so as to add Exhibit (a)(29) attached hereto.

- (a) (1) \*Offer to Exchange, dated April 26, 2006.
- (2) \*Election/Change of Election Form.
- (3) \*Option Exchange Application Electronic Screen.
- (4) \*Press Release dated April 26, 2006.
- (5) \*Form of Email distributed to i2 Technologies, Inc. Employees
- (6) \*Form of Email to Employees Announcing Offer to Exchange.
- (7) \*Slide Presentation to Employees Regarding Offer to Exchange.
- (8) \*Form of Offer Reminder Email.

- (9) \*Form of Confirmation of Election Email to Employees.
- (10) \*Technical Frequently Asked Questions for i2 employees.
- (11) \*Material Income Tax Consequences for Employees Resident in Australia.
- (12) \*Material Income Tax Consequences for Employees Resident in Belgium.
- (13) \*Material Income Tax Consequences for Employees Resident in Canada.
- (14) \*Material Income Tax Consequences for Employees Resident in Denmark.
- (15) \*Material Income Tax Consequences for Employees Resident in Finland.
- (16) \*Material Income Tax Consequences for Employees Resident in France.
- (17) \*Material Income Tax Consequences for Employees Resident in Germany.
- (18) \*Material Income Tax Consequences for Employees Resident in India.
- (19) \*Material Income Tax Consequences for Employees Resident in Japan.
- (20) \*Material Income Tax Consequences for Employees Resident in Korea.
- (21) \*Material Income Tax Consequences for Employees Resident in The Netherlands.
- (22) \*Material Income Tax Consequences for Employees Resident in the People's Republic of China.
- (23) \*Material Income Tax Consequences for Employees Resident in Singapore.
- (24) \*Material Income Tax Consequences for Employees Resident in South Africa.
- (25) \*Material Income Tax Consequences for Employees Resident in Taiwan.
- (26) \*Material Income Tax Consequences for Employees Resident in the United Kingdom.

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- (27) \*i2 Technologies, Inc. Annual Report on Form 10-K for its fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission (the Commission ) on March 15, 2006, is incorporated herein by reference.
  
- (28) \*Email to Canadian Employees, dated May 12, 2006.
  
- (29) Form of Notice of Expiration of Offer to Exchange and Cancellation of Tendered Options.
  
- (b) Not applicable.
  
- (d)
  - (1) i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan (as amended through May 19, 2005), filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 (Reg. No. 333-132473), filed with the Commission on March 16, 2006, is incorporated herein by reference.
  
  - (2) i2 Technologies, Inc. 2001 Non-Officer Stock Option/Stock Issuance Plan, filed as Exhibit 99.1 to the Company's Registration Statement on Form S-8 (Reg. No. 333-67868), filed with the Commission on August 17, 2001, is incorporated herein by reference.
  
  - (3) Aspect Development, Inc. 1997 Nonstatutory Stock Option Plan, filed as Exhibit 99.2 to the Company's Registration Statement on Form S-8 (Reg. No. 333-40038) (the Aspect S-8 ), filed with the Commission on June 23, 2000, is incorporated herein by reference.

- (4) Aspect Development, Inc. 1992 Stock Option Plan, filed as Exhibit 99.3 to the Aspect S-8, is incorporated herein by reference.
  
- (5) SMART Technologies, Inc. 1996 Stock Option/Stock Issuance Plan, filed as Exhibit 99.13 to the Company's Registration Statement on Form S-8 (Reg. No. 333-85791), filed with the Commission on August 24, 1999, is incorporated herein by reference.
  
- (6) InterTrans Logistics Solutions Limited 1997 Stock Incentive Plan, filed as Exhibit 99.7 to the Company's Registration Statement on Form S-8 (Reg. No. 333-53667), filed with the Commission on May 27, 1998, is incorporated herein by reference.
  
- (7) Form of Restricted Stock Units Award Agreement for U.S. employees.
  
- (8) Form of Restricted Stock Units Award Agreement for Non-U.S. Employees.
  
  
- (g) Not applicable.
  
  
- (h) Not applicable.

\*Previously filed.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

**i2 TECHNOLOGIES, INC.**

/s/ Robert Donohoo  
Robert Donohoo

Senior Vice President, Secretary and General

Counsel

Date: June 2, 2006