

DemandTec, Inc.  
Form 8-K  
March 31, 2011

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

WASHINGTON, DC 20549

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**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): **March 31, 2011**

**DEMANDTEC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33634**  
(Commission File Number)

**94-3344761**  
(I.R.S. Employer  
Identification Number)

**One Franklin Parkway, Building 910**  
**San Mateo, CA 94403**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 645-7100**

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**Not Applicable**

(Former name or former address, if changed since last report.)

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))
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**Item 2.02. Results of Operations and Financial Condition.**

On March 31, 2011, DemandTec, Inc. (the Company ) issued a press release announcing its financial results for its fourth quarter and full fiscal year 2011 ended February 28, 2011. A copy of the press release is attached as Exhibit 99.1. On March 31, 2011, at 2:00 p.m. Pacific time, the Company will hold a conference call to discuss the press release.

The information in this Current Report, including the exhibit attached hereto, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

(d) Exhibits

Exhibit	Description
Exhibit 99.1	Press Release of DemandTec, Inc., dated March 31, 2011.

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.

**DEMANDTEC, INC.**

DATE: March 31, 2011

By:

/s/ Mark A. Culhane  
Mark A. Culhane  
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit
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