

I2 TECHNOLOGIES INC  
Form NT 10-Q  
August 10, 2006  
(Check One):

UNITED STATES

OMB APPROVAL  
OMB Number: 3235-0058

Form 10-K

SECURITIES AND EXCHANGE COMMISSION

Expires: April 30, 2009

Form 20-F

Washington, D.C. 20549

Estimated average burden  
hours per response . . . 2.50

Form 11-K

SEC FILE NUMBER

Form 10-Q

FORM 12b-25

000-28030

Form 10-D

CUSIP NUMBER

NOTIFICATION OF LATE FILING

465754 20 8

Form N-SAR

Form N-CSR

For Period Ended: June 30, 2006

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

N/A

**PART I REGISTRANT INFORMATION**

**i2 Technologies, Inc.**  
Full Name of Registrant

**Former Name if Applicable**

**11701 Luna Road**  
**Address of Principal Executive Office (*Street and Number*)**

**Dallas, Texas 75234**  
**City, State and Zip Code**

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- X (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As previously announced, the Company is in the process of evaluating the accounting implications of its December 2005 vesting acceleration of certain outstanding employee stock options and the tender offer for the exchange of certain employee stock options completed in May 2006. The Company currently estimates that it will be required to record approximately \$3.5 million of additional non-cash stock compensation expense during 2006 and future periods. The Company is currently determining the portion which will be recorded in its results for the six months ended June 30, 2006. Until the evaluation is complete, the Company will be unable to finalize and file its Form 10-Q for the quarter ended June 30, 2006. The Company intends to file the Form 10-Q as soon as practicable after the completion of the evaluation.

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**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

**Michael J. Berry**  
(Name)

**(469)**  
(Area Code)

**357-1000**  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company previously announced its preliminary results of operations for the quarter ended June 30, 2006, with comparisons to the corresponding period in 2005, and furnished the press release as an exhibit to its Form 8-K dated August 3, 2006. Any amount of additional non-cash stock compensation expense which is recorded in the quarter ended June 30, 2006 resulting from the evaluation of the accounting for vesting acceleration and the tender offer for exchange of options referred to in Part III above would result in a decrease in the net income for such quarter previously reported in the press release attached to our Form 8-K.

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**i2 Technologies, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

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Date **August 10, 2006**

By /s/ Michael J. Berry  
Name: **Michael J. Berry**  
Title: **Executive Vice President and  
Chief Financial Officer**

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**