

I2 TECHNOLOGIES INC  
Form 8-K  
February 22, 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): February 22, 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.**

On February 22, 2008, i2 Technologies, Inc. (the Company) issued a press release announcing that, after a review of several qualified candidates, the Nominating and Governance Committee of the Board of Directors had recommended three individuals, Lloyd G. Waterhouse, J. Coley Clark and Richard L. Hunter, for election to the Company's Board of Directors at the Company's 2008 Annual Meeting of Stockholders. The full Board of Directors adopted the recommendations of the Nominating and Governance Committee during a meeting of the Board of Directors held on February 21, 2008. These nominees are expected to be included in the Company's Proxy Statement for its 2008 Annual Meeting of Stockholders.

As previously reported by the Company, on January 2, 2008, each of Harvey B. Cash and Michael E. McGrath, current directors of the Company, notified the Company that they would not stand for re-election at the Company's 2008 Annual Meeting of Stockholders and that their respective service on the Board of Directors would terminate as of immediately prior to the Annual Meeting.

The Company's press release dated February 22, 2008 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>                    |
|---------------|---------------------------------------|
| 99.1          | Press Release dated February 22, 2008 |

**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: February 22, 2008

**i2 TECHNOLOGIES, INC.**

By: /s/ Michael J. Berry

Michael J. Berry  
Executive Vice President, Finance and Accounting and Chief  
Financial Officer