

I2 TECHNOLOGIES INC  
Form 8-K  
December 22, 2005

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

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 16, 2005

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**i2 Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**One i2 Place**

**11701 Luna Road**

**000-28030**  
(Commission

File Number)

**75-2294945**  
(I.R.S. Employer

Identification No.)

**75234**

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**Dallas, Texas**  
(Address of principal

(Zip Code)

executive offices)

**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))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 16, 2005, i2 Technologies, Inc. (the Company) received letters of resignation from Michael S. Diament and Randy Eisenman each announcing their respective resignation from the Board of Directors of the Company (the Board) effective as of the close of business on December 16, 2005. Neither Mr. Diament nor Mr. Eisenman expressed any disagreement with an issue before or decision of the Board or any matter relating to the Company's operations, policies or practices.

Mr. Diament and Mr. Eisenman were appointed to the Board on August 31, 2004 and July 26, 2005, respectively. Pursuant to Section 6(b) of that certain Certificate of Designations of 2.5% Series B Convertible Preferred Stock of the Company, the holders of the Company's 2.5% Series B Convertible Preferred Stock, par value \$.001 per share (the Series B Preferred Stock), are entitled to elect two directors to serve on the Board of the Company (the Series B Directors) until such Series B Directors' successors are duly elected by the holders of the Series B Preferred Stock or such Series B Directors are removed from office by the holders of the Series B Preferred Stock. R<sup>2</sup> Investments, LDC, a Cayman Islands limited duration company (the Investor), is currently the holder of all of the issued and outstanding shares of Series B Preferred Stock and had previously designated Mr. Diament and Mr. Eisenman as its two nominees for election to the Board as the Series B Directors. The Investor has indicated that, at this time, it does not intend to appoint replacement nominees to serve as the Series B Directors.

**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.

**i2 TECHNOLOGIES, INC.**

By: /s/ Michael Berry  
Michael Berry

*Executive Vice President and Chief Financial Officer*

Dated: December 22, 2005