

AGILYSYS INC
Form 4
October 20, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMIUS LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AGILYSYS INC [AGYS]

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) Price | | |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 10/16/2009 | | S | 1 | D \$ 7.35 | 1,019,041 | I Ramius Value and Opportunity Master Fund Ltd <u>(3)</u> |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 10/16/2009 | | S | 1 | D \$ 7.35 | 257,025 | I Ramius Enterprise Master Fund Ltd <u>(4)</u> |
| Common Stock, no par value | 10/16/2009 | | S | 1 | D \$ 7.35 | 1,058,429 | I RCG PB, Ltd <u>(5)</u> |

(1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RAMIUS LLC 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022 | | X | | |
| C4S & CO LLC C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022 | | X | | |
| COHEN PETER A C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022 | | X | | |
| SOLOMON JEFFREY M C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022 | | X | | |
| | | | | X |

STARK MORGAN B
 C/O RAMIUS LLC, 599 LEXINGTON AVENUE
 21ST FLOOR
 NEW YORK, NY 10022

STRAUSS THOMAS W
 C/O RAMIUS LLC, 599 LEXINGTON AVENUE
 21ST FLOOR
 NEW YORK, NY 10022

X

Signatures

| | |
|--|------------|
| /s/ Owen S. Littman, Authorized Signatory | 10/20/2009 |
| **Signature of Reporting Person | Date |
| Owen S. Littman, Authorized Signatory | 10/20/2009 |
| **Signature of Reporting Person | Date |
| Owen S. Littman, Authorized Signatory | 10/20/2009 |
| **Signature of Reporting Person | Date |
| Owen S. Littman, Authorized Signatory | 10/20/2009 |
| **Signature of Reporting Person | Date |
| Owen S. Littman, Authorized Signatory | 10/20/2009 |
| **Signature of Reporting Person | Date |
| Owen S. Littman, Authorized Signatory | 10/20/2009 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.
 - (2) Each Reporting Person (other than Ramius Value and Opportunity Master Fund Ltd, RCG PB, Ltd, and Ramius Enterprise Master Fund Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
 - (3) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd ("Ramius Value and Opportunity Master Fund"). As the sole member of RCG Starboard Advisors, LLC, the investment manager of Ramius Value and Opportunity Master Fund, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund. As the managing member of Ramius LLC, C4S & Co., LLC ("C4S") may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund.

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Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd ("Enterprise Master Fund"). C4S, as the managing member of Ramius, the sole member of Ramius Advisors, the investment advisor of Enterprise Master Fund, may be deemed to

- (4) beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. Each of Messrs. Cohen, Stark, Solomon and Strauss, as the managing members of C4S, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

Shares of Common Stock beneficially owned by RCG PB, Ltd ("RCG PB"). As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As

- (5) the managing member of Ramius LLC, C4S & Co., LLC ("C4S") may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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