

COOPER FREDERICK E
Form 4
July 13, 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 *
COOPER FREDERICK E

(Last) (First) (Middle)
470 EAST PACES FERRY ROAD
(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LOGILITY INC [LGTY]

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------|----------|------------|--|---|------------------|-----------------------|--------------|----------------------------|
| | | | Code | V | | | | |
| Options to Acquire Common Stock | \$ 16.25 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 01/31/2000 01/31/2010 | Common Stock | 1,000 |
| Options to Acquire Common Stock | \$ 7.75 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 04/28/2000 04/28/2010 | Common Stock | 1,000 |
| Options to Acquire Common Stock | \$ 4.125 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 07/31/2000 07/31/2010 | Common Stock | 1,000 |
| Options to Acquire Common Stock | \$ 2.875 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 10/31/2000 10/31/2010 | Common Stock | 1,000 |
| Options to Acquire Common Stock | \$ 3.5 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 01/31/2001 01/31/2011 | Common Stock | 1,000 |
| Options to Acquire Common Stock | \$ 2.64 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 04/30/2001 04/30/2011 | Common Stock | 1,000 |
| Options to Acquire Common Stock | \$ 3.08 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 07/31/2001 07/31/2011 | Common Stock | 1,000 |
| Options to Acquire | \$ 2.28 | 07/09/2009 | <u>D</u> (1) | | 1,000 | 10/31/2001 10/31/2011 | Common Stock | 1,000 |

Common
Stock

Options
to

| | | | | | | | | |
|---------|----------|------------|------------------|-------|------------|------------|-----------------|-------|
| Acquire | \$ 2.631 | 07/09/2009 | D ⁽¹⁾ | 1,000 | 01/31/2002 | 01/31/2012 | Common Stock | 1,000 |
|---------|----------|------------|------------------|-------|------------|------------|-----------------|-------|

Options
to

| | | | | | | | | |
|---------|---------|------------|------------------|-------|------------|------------|-----------------|-------|
| Acquire | \$ 3.16 | 07/09/2009 | D ⁽¹⁾ | 1,000 | 04/30/2002 | 04/30/2012 | Common Stock | 1,000 |
|---------|---------|------------|------------------|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | |
|--|---|
| COOPER FREDERICK E 470 EAST PACES FERRY ROAD ATLANTA, GA 30305 | X |
|--|---|

Signatures

| | |
|------------------------|------------|
| Frederick E. Cooper | 07/13/2009 |
|------------------------|------------|

| | |
|------------------------------------|------|
| **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) On July 9, 2009, the Issuer was merged with and into a wholly-owned subsidiary of American Software, Inc. ("American Software"). American Software previously completed a tender offer, which expired on June 29, 2009, for all of the outstanding common stock of the Issuer not currently owned by American Software. After completion of the tender offer, American Software owned approximately 96.7% of the outstanding common stock of the Issuer. Under the plan of merger, all outstanding options to purchase the Issuer's common stock were modified to grant the option holder the right to purchase shares of Class A Common Stock of American Software in lieu of common stock of the Issuer. All other terms of the modified options remained.
- (2) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$11.97 per share. The stock option retained identical vesting and expiration terms.
- (3) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$5.71 per share. The stock option retained identical vesting and expiration terms.
- (4) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$3.04 per share. The stock option retained identical vesting and expiration terms.
- (5) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$2.12 per share. The stock option retained identical vesting and expiration terms.

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- (6) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$2.58 per share. The stock option retained identical vesting and expiration terms.
- (7) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$1.95 per share. The stock option retained identical vesting and expiration terms.
- (8) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$2.27 per share. The stock option retained identical vesting and expiration terms.
- (9) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$1.68 per share. The stock option retained identical vesting and expiration terms.
- (10) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$1.94 per share. The stock option retained identical vesting and expiration terms.
- (11) Pursuant to the Plan of Merger, the stock option were modified to grant the option holder the right to purchase 1,357 shares of Class A Common Stock of American Software at an exercise price of \$2.33 per share. The stock option retained identical vesting and expiration terms.

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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