

SYNOPSIS INC  
Form 10-K/A  
February 09, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the year ended October 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from to

Commission File Number 0-19807

**SYNOPSIS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware** **56-1546236**  
(State or other jurisdiction of **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**  
**700 East Middlefield Road, Mountain View, California 94043**  
  
(Address of principal executive offices, including zip code)  
  
**(650) 584-5000**  
  
(Registrant's telephone number, including area code)

**Securities Registered Pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>  | <b>Name of Each Exchange on Which Registered</b> |
|---|--|
| <b>Common Stock, \$0.01 par value</b>                                   | <b>NASDAQ Global Select Market</b>               |
| <b>Securities Registered Pursuant to Section 12(g) of the Act: None</b> |  |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$2.2 billion. Aggregate market value excludes an aggregate of approximately 53.1 million shares of common stock held by officers and directors and by each person known by the registrant to own 5% or more of the outstanding common stock on such date. Exclusion of shares held by any of these persons should not be construed to indicate that such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant, or that such person is controlled by or under common control with the registrant.

On December 4, 2010, 149.3 million shares of the registrant's Common Stock, \$0.01 par value, were outstanding.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement relating to the registrant's 2011 Annual Meeting of Stockholders, scheduled to be held on March 24, 2011, are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Except as expressly incorporated by reference, the registrant's Proxy Statement shall not be deemed to be part of this report.

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**Explanatory Note**

Synopsys, Inc. (the Company) is filing this Amendment No. 1 (this Amendment) to its Annual Report on Form 10-K for the fiscal year ended October 31, 2010 (the Form 10-K) to (1) include KPMG LLP's conformed signature in the Report of Independent Registered Public Accounting Firm which was inadvertently omitted in the as-filed version and (2) move the fiscal 2010 net income amount from the treasury stock column to its correct position in the retained earnings column in its Consolidated Statements of Stockholders' Equity and Comprehensive Income (the Statements of Stockholders' Equity). This correction does not change any other numerical entries in the Statements of Stockholders' Equity, including the ending balance at October 31, 2010, or otherwise affect the Company's financial statements in the Form 10-K. No other changes have been made to the Form 10-K.

This Amendment does not reflect events occurring after the filing of the Form 10-K, does not update disclosures contained in the Form 10-K and does not modify or amend the Form 10-K except as specifically described above. This Amendment contains the complete text of Item 8. Financial Statements and currently dated certifications of the Company's Principal Executive Officer and Principal Financial Officer pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, as well as updated XBRL exhibits.

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**Item 8. Financial Statements and Supplementary Data**  
**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders

Synopsis, Inc.:

We have audited the accompanying consolidated balance sheets of Synopsis, Inc. and subsidiaries (the Company) as of October 30, 2010 and October 31, 2009, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended October 30, 2010. We also have audited Synopsis, Inc.'s internal control over financial reporting as of October 30, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Synopsis, Inc.'s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting appearing under item 9A(b). Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Synopsis, Inc. and subsidiaries as of October 30, 2010 and October 31, 2009, and the results of their operations and their cash flows for each of the years in the three-year period ended October 30, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, Synopsis, Inc. maintained, in all material respects, effective internal control over financial reporting as of October 30, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

As described in note 3, the Company changed its method of accounting for business combinations in fiscal 2010 and, as described in note 10, the Company changed its accounting for uncertainty in income taxes in fiscal 2008.

Mountain View, California

December 16, 2010



**Table of Contents****SYNOPSIS, INC.****CONSOLIDATED BALANCE SHEETS****(In thousands, except par value amounts)**

|   | October 31,  |              |
|---|--------------|--------------|
|   | 2010         | 2009         |
| <b>ASSETS</b>   |              |              |
| Current assets:   |              |              |
| Cash and cash equivalents   | \$ 775,407   | \$ 701,613   |
| Short-term investments  | 163,154      | 466,713      |
| Total cash, cash equivalents and short-term investments   | 938,561      | 1,168,326    |
| Accounts receivable, net of allowances of \$2,727 and \$3,587, respectively                                     | 181,102      | 127,010      |
| Deferred income taxes   | 73,465       | 73,453       |
| Income taxes receivable   | 18,425       | 51,191       |
| Prepaid and other current assets  | 36,202       | 43,820       |
| Total current assets  | 1,247,755    | 1,463,800    |
| Property and equipment, net   | 148,580      | 146,910      |
| Goodwill  | 1,265,843    | 932,691      |
| Intangible assets, net  | 249,656      | 96,810       |
| Long-term deferred income taxes   | 268,759      | 205,396      |
| Other long-term assets  | 105,948      | 93,247       |
| Total assets  | \$ 3,286,541 | \$ 2,938,854 |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |              |              |
| Current liabilities:  |              |              |
| Accounts payable and accrued liabilities  | \$ 312,850   | \$ 255,095   |
| Accrued income taxes  | 8,349        | 5,508        |
| Deferred revenue  | 600,569      | 553,990      |
| Total current liabilities   | 921,768      | 814,593      |
| Long term accrued income taxes  | 128,603      | 157,354      |
| Other long-term liabilities   | 101,885      | 88,002       |
| Long-term deferred revenue  | 34,103       | 34,739       |
| Total liabilities   | 1,186,359    | 1,094,688    |
| Stockholders' equity:   |              |              |
| Preferred Stock, \$0.01 par value: 2,000 shares authorized; none outstanding                                    |              |              |
| Common Stock, \$0.01 par value: 400,000 shares authorized; 148,479 and 146,945 shares outstanding, respectively | 1,485        | 1,469        |
| Capital in excess of par value  | 1,541,383    | 1,500,166    |
| Retained earnings   | 770,674      | 574,980      |
| Treasury stock, at cost: 8,786 and 10,326 shares, respectively  | (197,586)    | (228,618)    |
| Accumulated other comprehensive loss  | (15,774)     | (3,831)      |
| Total stockholders' equity  | 2,100,182    | 1,844,166    |
| Total liabilities and stockholders' equity  | \$ 3,286,541 | \$ 2,938,854 |

See accompanying notes to consolidated financial statements.





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|  | Year Ended October 31, |                   |                   |
|--|------------------------|-------------------|-------------------|
|  | 2010                   | 2009              | 2008              |
| <b>Revenue:</b>                                    |                        |                   |                   |
| Time-based license                                 | \$ 1,158,418           | \$ 1,150,473      | \$ 1,140,036      |
| Upfront license                                    | 68,618                 | 57,551            | 57,192            |
| Maintenance and service                            | 153,625                | 152,021           | 139,723           |
| <b>Total revenue</b>                               | <b>1,380,661</b>       | <b>1,360,045</b>  | <b>1,336,951</b>  |
| <b>Cost of revenue:</b>                            |                        |                   |                   |
| License  | 180,245                | 175,620           | 171,974           |
| Maintenance and service                            | 64,746                 | 65,368            | 63,596            |
| Amortization of intangible assets                  | 36,103                 | 32,662            | 23,326            |
| <b>Total cost of revenue</b>                       | <b>281,094</b>         | <b>273,650</b>    | <b>258,896</b>    |
| <b>Gross margin</b>                                | <b>1,099,567</b>       | <b>1,086,395</b>  | <b>1,078,055</b>  |
| <b>Operating expenses:</b>                         |                        |                   |                   |
| Research and development                           | 449,229                | 419,908           | 394,747           |
| Sales and marketing                                | 339,759                | 324,124           | 334,779           |
| General and administrative                         | 114,887                | 119,100           | 103,852           |
| In-process research and development                |                        | 2,200             | 4,800             |
| Amortization of intangible assets                  | 11,582                 | 12,812            | 20,765            |
| <b>Total operating expenses</b>                    | <b>915,457</b>         | <b>878,144</b>    | <b>858,943</b>    |
| <b>Operating income</b>                            | <b>184,110</b>         | <b>208,251</b>    | <b>219,112</b>    |
| Other income (loss), net                           | 14,548                 | 24,819            | (156)             |
| <b>Income before provision for income taxes</b>    | <b>198,658</b>         | <b>233,070</b>    | <b>218,956</b>    |
| (Benefit) provision for income taxes               | (38,405)               | 65,389            | 28,978            |
| <b>Net income</b>                                  | <b>\$ 237,063</b>      | <b>\$ 167,681</b> | <b>\$ 189,978</b> |
| <b>Net income per share:</b>                       |                        |                   |                   |
| Basic  | \$ 1.60                | \$ 1.17           | \$ 1.33           |
| Diluted  | \$ 1.56                | \$ 1.15           | \$ 1.29           |
| <b>Shares used in computing per share amounts:</b> |                        |                   |                   |
| Basic  | 148,013                | 143,752           | 143,258           |
| Diluted  | 151,911                | 145,857           | 147,672           |

See accompanying notes to consolidated financial statements.



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**SYNOPSIS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**  
**AND COMPREHENSIVE INCOME**  
(In thousands)

|      | Common Stock<br>Amount | Capital in<br>Excess of<br>Par<br>Value | Retained<br>Earnings | Treasury<br>Stock | Accumulated<br>Comprehensive<br>Income |
|------|------------------------|---|----------------------|-------------------|--|
| 2015 | \$ 1,464               | \$ 1,401,965                            | \$ 263,977           | \$ (234,918)      | \$                                     |
|      |                        | 7,675                                   | 4,987                |                   |  |
| 2015 | 1,464                  | 1,409,640                               | 268,964              | (234,918)         |  |
|      |                        |   | 189,978              |                   |  |
| 2018 | (96)                   | 96                                      |                      | (220,053)         |  |
| 2019 | 50                     | (8,588)                                 | (24,885)             | 112,115           |  |

In addition, pursuant to section 382 of the Internal Revenue Code, the amount of and benefit from our domestic net operating loss carry forwards, and other tax attributes, may be impaired or limited in certain circumstances. Events which cause limitations on the amount of net operating losses and other tax attributes that we may utilize in the future include, but are not limited to, a cumulative change in ownership of greater than 50% in the value of the company (for those instruments that constitute equity for section 382 purposes), over the lesser of a three-year period ending on a specific testing date or a previous ownership change date. A testing date generally occurs upon the issuance, transfer or repurchase of the company's securities or debt that is treated as a security for purposes of determining an ownership change. A cumulative change in ownership of greater than 50% would limit our ability to fully utilize our domestic net operating loss carry forwards.

***Failure Or Circumvention Of Our Controls And Procedures Or Failure To Comply With Regulations Related To Controls And Procedures Could Seriously Harm Our Business.***

Over time, we have made significant changes in and may consider making additional changes to our internal controls, our disclosure controls and procedures, and our corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, and not absolute, assurances that the objectives of the system are met. Any failure of our controls, policies and procedures could have a material adverse effect on our business, results of operations, cash flow and financial condition.

**Risks Related To Our Industry**

***If Our Products Are Not Able To Deliver Fast, Demonstrable Value To Our Customers, Our Business Could Be Seriously Harmed.***

Enterprises are requiring their application software vendors to provide faster time to value on their technology investments. We must continue to improve the speed of our implementations and the pace at which our products deliver value or our competitors may gain important strategic advantages over us. If we cannot successfully respond to these market demands, or if our competitors do so more effectively than we do, our business, results of operations, cash flow and financial condition could be materially and adversely affected.

***Releases Of And Problems With New Products May Cause Purchasing Delays, Which Would Harm Our Revenues.***

Our practice and the practice in the industry is to periodically develop and release new products and enhancements. As a result, customers may delay their purchasing decisions in anticipation of our new or enhanced products, or products of competitors. Delays

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in customer purchasing decisions could seriously harm our business and operating results. Moreover, significant delays in the general availability of new releases, significant problems in the installation or implementation of new releases, or customer dissatisfaction with new releases could have a material adverse effect on our business, results of operations, cash flow and financial condition.

### **Risks Related To Our Stock**

#### ***Our Stock Price Historically Has Been Volatile, Which May Make It More Difficult To Resell Common Stock At Attractive Prices.***

The market price of our common stock has been highly volatile in the past, and may continue to be volatile in the future, especially in light of the recent unprecedented disruptions in the U.S. and worldwide financial and stock markets. The following factors could significantly affect the market price of our common stock:

Continued quarterly variations in our results of operations and cash flows

Technological innovations by our competitors or us

Announcement of new customers, new products, product enhancements, a possible sale of our company, or joint ventures and other alliances by our competitors or us

Additional equity or debt financing transactions, or the absence thereof

Stock valuations or performance of our competitors

General market conditions, geopolitical events or market conditions specific to particular industries

#### ***Perceptions in the marketplace of performance problems involving our products and services The Price Of Our Common Stock May Decline Due To Shares Eligible For Future Sale.***

Sales of substantial amounts of our common stock in the public market, or the appearance that a large number of our shares are available for sale, could adversely affect the market price for our common stock. In addition to the adverse effect a price decline could have on holders of common stock, that decline would likely impede our ability to raise capital by issuing additional shares of common stock or other equity securities.

#### ***Our Executive Officers And Directors, In Particular Sanjiv Sidhu And An Affiliate Of Q Investments, Have Significant Influence Over Stockholder Votes.***

As of January 1, 2009, our current executive officers and directors together directly or indirectly controlled approximately 21.9% of the total voting power of our company, which includes, approximately 20.7% controlled by Sanjiv Sidhu, a current director and former Chief Executive Officer and President of the Company, and entities that he controls. Mr. Sidhu has announced that he does not intend to stand for re-election at our 2009 Annual Meeting of Stockholders. Further, R<sup>2</sup> Top Hat, Ltd., the selling stockholder and an affiliate of Q Investments, beneficially controls approximately 17.7% of the voting power of the Company, and has the right to appoint two directors to our Board of Directors (which it exercised in 2007). One of their appointees has announced that he intends to resign as a director following our 2009 Annual Meeting of Stockholders; however, R<sup>2</sup> Top Hat, Ltd. has

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the right to fill such position at any time. In addition, BlackRock, Inc. beneficially controls approximately 8.5%, Renaissance Technologies LLC beneficially controls approximately 6.3%, S.A.C. Capital Advisors, L.P. beneficially controls approximately 5.6%, and Highbridge International LLC beneficially controls approximately 4.6% of the voting power of the Company. Accordingly, Mr. Sidhu, R<sup>2</sup> Top Hat, Ltd. (the Q Investments affiliate), BlackRock Advisors, Renaissance International, S.A.C. Capital Advisors, L.P. and Highbridge International have had and will continue to have significant influence in determining the composition of our Board of Directors and other significant matters requiring stockholder approval or acquiescence, including amendments to our certificate of incorporation, a substantial sale of assets, a merger or similar corporate transaction or a non-negotiated takeover attempt. Such concentration of ownership may discourage a potential acquirer from making an offer to buy our company that other stockholders might find favorable, which in turn could adversely affect the market price of our common stock.

***Our Charter And Bylaws Have Anti-Takeover Provisions And We Have A Stockholder Rights Plan Which, In Combination, Effectively Inhibit A Non-Negotiated Merger Or Business Combination.***

Provisions of our certificate of incorporation (including change of control provisions in the Certificate of Designations for our Series B Preferred Stock) and provisions of our bylaws, Delaware law and our stockholder rights plan could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. We are subject to the provisions of Section 203 of the Delaware General Corporation Law, which restricts certain business combinations with interested stockholders. The combination of these provisions effectively inhibits a non-negotiated merger or other business combination.

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**FORWARD-LOOKING STATEMENTS**

This Prospectus and Registration Statement contains or incorporates by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical or current facts, including without limitation statements about our business strategy, plans, objectives and future prospects, contained in or incorporated by reference into this Prospectus and Registration Statement are forward-looking statements. Forward-looking statements generally are accompanied by words such as anticipate, believe, estimate, intend, project, potential or expect statements. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from these expectations, which could have a material adverse effect on our business, results of operations, cash flow and financial condition. See Risk Factors. Accordingly, the actual results of our operations in the future may vary widely from the forward-looking statements included herein. All forward-looking statements included herein are expressly qualified in their entirety by the cautionary statements in this paragraph.

**USE OF PROCEEDS**

This prospectus relates to 5,402,543 shares of our common stock that may be sold from time to time by the selling stockholder. We will not receive any part of the proceeds from the sale of common stock by the selling stockholder.

**DESCRIPTION OF CAPITAL STOCK**

**Authorized Capitalization**

Our authorized capital stock consists of:

2,000,000,000 shares of common stock, par value \$0.00025 per share;

5,000,000 shares of preferred stock, par value \$0.001 per share; and

2,000,000 shares of Series A participating preferred stock, par value \$0.001 per share.

150,000 Series B 2.5% convertible preferred stock, par value \$0.001 per share.

As of December 31, 2008, there were 21,895,169 shares of our common stock and 109,303 shares of our Series B 2.5% convertible preferred stock outstanding. All of our outstanding shares of Series B preferred stock were held of record by R<sup>2</sup> Top Hat, Ltd., an affiliate of Q Investments. There were no shares of our other preferred stock outstanding.

**Common Stock**

*Voting.* Holders of our common stock have one vote per share and vote together on all matters with the holders of our Series B preferred stock, except that the holders of the Series B preferred stock, voting separately as a single class to the exclusion of all other classes of our capital stock, currently have the exclusive right to elect two directors to serve on our board of directors. Each share of our Series B preferred stock is entitled to 43.1965 votes (or that number equal to the number of shares of common stock into which one share of Series B preferred stock could be converted, subject to adjustment).

*Dividends.* Each holder of shares of our capital stock will be entitled to receive such dividends and other distributions in cash, stock or property as may be declared by our board of directors from time to time out of our

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assets or funds legally available for dividends or other distributions. We do not, however, intend to pay dividends on our capital stock in the foreseeable future. These rights are subject to the preferential rights of any other class or series of our preferred stock.

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### **Preferred Stock**

On June 3, 2004, we sold 100,000 shares of our 2.5% Series B Convertible Preferred Stock to Amalgamated Gadget, L.P. for and on behalf of R<sup>2</sup> Investments, LDC or its subsidiary R<sup>2</sup> Top Hat, Ltd. pursuant to a Preferred Stock Purchase Agreement, dated April 27, 2004. The purchase price for the Series B preferred stock was \$1,000 per Series B share, or \$100.0 million in the aggregate. Subsequent to its acquisition of our Series B preferred stock, R<sup>2</sup> Investments, LDC transferred to R<sup>2</sup> Top Hat, Ltd., its wholly-owned subsidiary, all of its shares of Series B preferred stock. As a result of its ownership of our Series B preferred stock, R<sup>2</sup> Top Hat, Ltd. is a related party.

Dividends on the Series B preferred stock, which may be paid in cash or in additional shares of Series B preferred stock, solely at our option, are payable semi-annually at the rate of 2.5% per year. The Series B preferred stock will automatically convert into shares of our common stock on June 3, 2014 and are convertible into shares of common stock at the option of the holder at any time prior thereto. The conversion price of \$23.15 per share is subject to certain adjustments. If we were entitled to effect a conversion at September 30, 2008, we would issue approximately 4.7 million shares of our common stock with a value of approximately \$62.9 million. Under certain circumstances, we will also have the right to redeem the Series B preferred stock. Upon a change in control, unless otherwise agreed to by holders of a majority of outstanding Series B shares, we will be required to exchange the outstanding shares of Series B preferred stock for cash at 110% of face value plus all accrued but unpaid dividends. The exchange amount pursuant to this provision as of September 30, 2008 was approximately \$118.7 million. We may, at our option, redeem the Series B shares at any time after June 3, 2008 for an amount of cash equal to 104% of the sum of (i) the face value of the shares being redeemed plus (ii) all accrued but unpaid dividends on such shares. The redemption amount pursuant to this provision as of September 30, 2008, was approximately \$112.3 million.

During the year ended December 31, 2008, we issued 2,689 shares (or approximately \$2.7 million in face amount) of Series B preferred stock as payment of our dividend to the Series B holder, and in 2007, 2006, 2005 and 2004, we issued 1,326 shares (or approximately \$1.3 million in face amount), 1,289 shares (or approximately \$1.3 million in face amount), 2,551 shares (or approximately \$2.6 million in face amount) and 1,448 shares (or approximately \$1.5 million in face amount), respectively, of our Series B preferred stock as payment of our dividend to the Series B holder. In each of 2007 and 2006, we also paid a semi-annual cash dividend of approximately \$1.3 million on our Series B preferred stock.

Taking into account the shares of Series B preferred stock issued to date as payment of dividends, as of December 31, 2008, we have issued a total of 109,303 shares of Series B preferred stock to the Series B holder, all of which were issued in reliance on an exemption from registration pursuant to Rule 506 and Regulation D promulgated under the Securities Act of 1933, as amended. We may issue up to 15,766 additional shares of Series B preferred stock to the holder of the Series B Preferred Stock after December 31, 2008, pursuant to the Certificate of Designations for the Series B Preferred Stock as payment of future dividends on outstanding shares of Series B preferred stock. See Selling Stockholder. We have the sole right to decide whether to pay dividends on the Series B preferred stock in cash or through the issuance of additional shares of Series B preferred stock, and the selling stockholder does not have any right to make that determination and is not making any investment decision when it receives additional shares of Series B preferred stock as payment of dividends.

### **Trading and Listing**

Our common stock trades on The NASDAQ Stock Market's Global Market under the ticker symbol ITWO.

### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is BNY Mellon Shareowner Services.

## **PLAN OF DISTRIBUTION**

The shares of common stock offered hereby may be sold from time to time by the selling stockholder or, to the extent permitted, by pledgees, donees, transferees or other successors in interest. All or a portion of the common stock offered by the selling stockholder may be disposed of from time to time in one or more transactions through

any one or more of the following means:

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by the selling stockholder to the purchasers directly;

in ordinary brokerage transactions and transactions in which the broker solicits purchasers;

through underwriters, broker-dealers or agents who may receive compensation in the form of underwriting discounts, concessions, or commissions from the selling stockholder or such successors in interest and/or from the purchasers of the common stock for whom they may act as agent;

by the writing of options on the common stock;

by the pledge of the common stock as security for any loan or obligation, including pledges to brokers or dealers who may, from time to time, themselves effect distributions of the common stock or interests therein;

through purchases by a broker or dealer as principal and resale by such broker or dealer for its own account;

through a block trade in which the broker or dealer so engaged will attempt to sell the common stock as agent but may position and resell a portion of the block as principal to facilitate the transaction;

through a cross trade, in which the same broker or dealer acts as an agent on both sides of the transaction;

on any national securities exchange or quotation service on which the common stock may be listed or quoted at the time of the sale;

in the over the counter market; or

in transactions otherwise than on such exchanges or services or over the counter market.  
Such sales may be made at:

fixed prices;

prevailing market prices as the time of the sale;

varying prices determined at the time of the sale; or

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at negotiated prices and terms.

The selling stockholder may pledge or grant a security interest in some or all of the shares of common stock owned by it and, if it defaults in the performance of its secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time pursuant to this prospectus. The selling stockholder also may transfer and donate the shares of common stock in certain circumstances, in which case the transferees or donees, or other successors in interest, will be the selling beneficial owners for purposes of this prospectus.

In addition, the selling stockholder may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling stockholder may also engage in the short sale of the common stock and may deliver the common stock to cover short positions or otherwise settle short sale transactions.

In effecting sales by the selling stockholder, brokers or dealers engaged by the selling stockholder may arrange for other brokers or dealers to participate. Brokers or dealers participating in such transactions may receive commissions or discounts from the selling stockholder (and, if they act as agent for the purchaser of such common stock, from such purchaser). In addition, underwriters or agents may receive compensation in the form of discounts, concessions or commissions, from the selling stockholder or from the purchasers of the common stock sold by the selling stockholder for whom they may act as agents. Underwriters may sell shares of common stock to or through dealers, who may receive compensation in the form of discounts, concessions or commissions from the underwriters or commissions from the purchasers as the purchaser's agents. The selling stockholder, underwriters, brokers, dealers, and agents that participate in the sale of the common stock covered by this prospectus may be deemed to be underwriters within the

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meaning of the Securities Act in connection with such sales. To the extent the selling stockholder may be deemed to be an underwriter, the selling stockholder may be subject to certain statutory liabilities under the Securities Act, including, but not limited to, Sections 11, 12 and 17 of the Securities Act and Rule 10b-5 under the Exchange Act. In addition and without limiting the foregoing, the selling stockholder will be subject to applicable provisions of the Exchange Act, and the rules and regulations thereunder, including, without limitation, Regulation M, which provisions may limit the timing of purchases and sales of the common stock by the selling stockholder.

Upon being notified by the selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, we will at the time a particular offer and sale of common stock under this prospectus is made, to the extent required under the Securities Act, file a supplemental prospectus, disclosing:

the name of any such broker-dealers;

the number of shares of common stock involved;

the price at which such shares of common stock are to be sold;

the commissions paid or discounts or concessions allowed to such broker-dealers, where applicable;

that such broker-dealers did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus, as supplemented; and

other facts material to the transaction.

In connection with our sale of Series B Preferred Stock to the selling stockholder, we entered into a registration rights agreement with an affiliate of the selling stockholder dated June 3, 2004 pursuant to which we agreed that we would prepare and file a registration statement with the Securities and Exchange Commission covering the resale of the common stock issuable upon conversion of the Series B Preferred Stock. The registration rights agreement also provides that we will pay substantially all of the expenses incident to the registration, offering and sale of the shares of common stock offered by this prospectus by the selling stockholder, other than underwriting discounts and commissions. Under the registration rights agreement, we and the selling stockholder will each indemnify the other against certain liabilities, including certain liabilities under the Securities Act.

Any shares of common stock covered by this prospectus that qualify for sale pursuant to Rule 144 of the Securities Act may be sold under that rule rather than pursuant to this prospectus. To our knowledge, there are currently no plans, arrangements or understandings between the selling stockholder and any underwriter, broker-dealer or agent regarding the sale of the shares of common stock by the selling stockholder. We cannot be sure that the selling stockholder will sell any or all of the shares of common stock offered by it under this prospectus.

**SELLING STOCKHOLDER**

We have prepared this prospectus to allow the selling stockholder we have identified herein, including its transferees, pledgees, donees and successors, to offer for resale up to 5,402,543 shares of our common stock issuable upon conversion of up to 125,069 shares of our Series B Preferred Stock at the rate of 43.1965 shares of common stock per share of Series B Preferred Stock, of which (i) 109,303 shares of Series B Preferred Stock have been issued to the selling stockholder as of December 31, 2008 and (ii) up to an additional 15,766 additional

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shares of Series B Preferred Stock may be issued to the selling stockholder after December 31, 2008, as payment of future dividends on outstanding shares of Series B Preferred Stock. See Description of Capital Stock Preferred Stock.

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The shares of common stock offered hereby are being registered to permit public secondary trading of the shares of common stock, and the selling stockholder may offer the shares of common stock for resale from time to time. See Plan of Distribution. The number of shares of common stock that may actually be sold by the selling stockholder will be determined by the selling stockholder. Because the selling stockholder may sell all, some or none of the shares of common stock covered by this prospectus, and because the offering contemplated by this prospectus is not being underwritten, no estimate can be given as to the number of shares of common stock that will be held by the selling stockholder upon termination of the offering. The shares of common stock may be sold from time to time by the selling stockholder or by pledgees, donees, transferees or other successors in interest. The selling stockholder may also loan or pledge the shares registered hereunder to broker-dealers and/or others, and those persons may sell the shares so loaned or upon a default may effect the sales of the pledged shares pursuant to this prospectus.

The table below sets forth the following information known to us as of December 31, 2008 with respect to the selling stockholder prior the offering:

the name of the selling stockholder;

the number of shares of our common stock and Series B preferred stock owned by the selling stockholder;

the number of shares of common stock that may be acquired by the selling stockholder upon conversion of Series B preferred stock; and

the aggregate number of shares of common stock that may be offered and sold by this prospectus by the selling stockholder.

| Selling Stockholder              | Shares of common stock beneficially owned before the offering |            | Number of shares being offered | Shares of common stock beneficially owned after the offering |            |
|----------------------------------|---|------------|--------------------------------|--|------------|
|                                  | Number  | Percentage |                                | Number   | Percentage |
| R <sup>2</sup> Top Hat, Ltd. (1) | 4,721,507(2)  | 17.7%(3)   | 5,402,543(4)                   | 0  | *          |

\* Less than 1%

- (1) R<sup>2</sup> Top Hat, Ltd. ( Top Hat ) is advised by Amalgamated Gadget, L.P., a Texas limited partnership ( Amalgamated ), pursuant to an investment management agreement. Pursuant to such agreement, Amalgamated, acting through its general partner, Scepter Holdings, Inc., a Texas corporation ( Scepter ), has the sole power to vote or to direct the vote and to dispose or to direct the disposition of the shares of Series B Preferred Stock owned by Top Hat (and any shares of common stock into which such preferred stock may be converted). As the sole general partner of Amalgamated, Scepter has the sole power to vote or to direct the vote and to dispose or to direct the disposition of the shares of Series B Preferred Stock (including any common stock issuable upon conversion). Geoffrey Raynor, as the President and sole shareholder of Scepter, has the sole power to vote or to direct the vote and to dispose or to direct the disposition of the shares of Series B Preferred Stock (including any common stock issuable upon conversion). The address of Top Hat is: In care of Amalgamated Gadget, L.P., 301 Commerce Street, Suite 3200, Fort Worth, Texas 76102.

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- (2) Represents the shares of common stock issuable upon conversion of the 109,303 shares of Series B preferred stock held by the selling stockholder as of December 31, 2008 at a conversion rate of 43.1965 shares of common stock per share of Series B Preferred Stock. See Description of Capital Stock Preferred Stock.
- (3) Based on 21,895,169 shares of our common stock outstanding as of December 31, 2008. In computing the percentage ownership of the number of shares of our common stock beneficially owned by the selling stockholder, the shares of our common stock that may be acquired upon the conversion of Series B preferred stock held by the selling stockholder were deemed outstanding.

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- (4) Represents the sum of (i) the 4,721,507 shares of common stock issuable upon conversion of the 109,303 shares of Series B preferred stock issued as of December 31, 2008 and (ii) the 681,036 shares of common stock issuable upon conversion of up to an additional 15,766 shares of Series B Preferred Stock that may be issued to the selling stockholder after December 31, 2008, as payment of future dividends on outstanding shares of Series B Preferred Stock. In addition, this assumes conversion of all of the selling stockholder's Series B preferred stock at a conversion rate of 43.1965 shares of common per share of Series B preferred stock. However, this conversion rate is subject to adjustment from time to time. As a result, the amount of common stock issuable upon conversion of the Series B preferred stock may increase or decrease in the future.

To our knowledge, neither the selling stockholder nor any of its affiliates has held any position or office, been employed by, or otherwise had any other material relationship with us or any of our affiliates during the three years prior to the date of this prospectus, other than as a result of the ownership of our securities, except that Michael J. Simmons who currently serves on our board of directors, also serves as a Senior Operating Partner of Q Investments, an affiliate of the selling stockholder. To our knowledge, the selling stockholder is not a broker-dealer or an affiliate of a broker-dealer.

Information concerning the selling stockholder may change from time to time. This prospectus will be supplemented from time to time as appropriate to update the information set forth above and to identify any additional selling stockholder who may offer shares of common stock hereunder.

We have agreed to bear certain expenses (other than broker discounts and commissions, if any) in connection with the registration of the common stock.

**INTERESTS OF NAMED EXPERTS AND COUNSEL**

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis or had, or is to receive, in connection with the offering, a substantial interest, directly or indirectly, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents, subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer or employee.

**EXPERTS**

The consolidated financial statements of i2 Technologies, Inc. as of December 31, 2007 and for the year ended December 31, 2007 incorporated by reference in this prospectus and elsewhere in the registration statement have been so incorporated by reference in reliance upon the reports of Grant Thornton LLP, independent registered public accountants, upon the authority of said firm as experts in accounting and auditing in giving said reports.

The consolidated financial statements of i2 as of December 31, 2006 and for the years ended December 31, 2006 and 2005, which have been incorporated by reference in this prospectus from our Annual Report on Form 10-K for the year ended December 31, 2007, have been audited by Deloitte & Touche LLP, independent registered public accounting firm, and have been incorporated by reference herein in reliance upon their reports thereon included therein and incorporated by reference herein and upon the authority of said firm as experts in accounting and auditing.

**LEGAL MATTERS**

The validity of the common stock offered hereby has been passed upon by Munsch Hardt Kopf & Harr, P.C., Dallas, Texas.

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**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to the shares of common stock offered hereby. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits filed therewith. For further information about us and the common stock offered hereby, reference is made to the registration statement and the exhibits filed therewith. Statements contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement.

A copy of the registration statement and the exhibits filed therewith may be inspected without charge at the public reference room maintained by the SEC, located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from that office. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains an Internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the website is [www.sec.gov](http://www.sec.gov).

We file reports, proxy statements and other documents electronically with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room or you may access our SEC filings through the SEC's website referenced above. We also maintain a website at [www.i2.com](http://www.i2.com), through which you can access our SEC filings. The information set forth on our website is not part of this prospectus.

**INCORPORATION BY REFERENCE OF IMPORTANT INFORMATION REGARDING I2**

The SEC allows us to incorporate by reference the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus, and later information that we file with the SEC will automatically update and supersede some of this information. We incorporate by reference the documents listed below, and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the effectiveness of this registration statement. The following documents filed with the SEC are hereby incorporated by reference in this prospectus (other than any portions of the respective filings that were furnished under applicable SEC rules rather than filed):

our annual report on Form 10-K for the year ended December 31, 2007 filed on March 17, 2008;

our quarterly reports on Form 10-Q for the three months ended March 31, 2008 filed on May 12, 2008, for the three months ended June 30, 2008 filed on August 7, 2008 and for the three month ended September 30, 2008 filed on November 14, 2008;

our current reports on Form 8-K filed on January 3, January 24, February 7, February 13, February 22, February 29, March 3, April 2, April 29, May 6, May 9, May 13, May 15, May 23, June 26, August 7, August 11, August 12, September 17, September 18, September 19, September 30, October 1, November 5, November 6, November 7, November 10, November 17, December 4, December 9 and December 19, 2008 and January 21, January 27, January 30, February 5 and February 6, 2009;

our definitive proxy statements filed pursuant to Section 14(a) of the Exchange Act on April 28, 2008 and on October 6, 2008; and additional definitive proxy soliciting materials filed on August 12, September 17, September 18, September 19, September 30, October 1, November 5 and

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November 6, 2008; and

the description of our common stock contained in our registration statement on Form 8-A (Registration No. 0-28030) filed on March 20, 1996, as amended, and including any amendment or report filed for the purpose of updating such description.

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You will be deemed to have notice of all information incorporated by reference in this prospectus as if that information was included in this prospectus. However, any statement contained in a document that is incorporated by reference will be modified or superseded for all purposes to the extent that a statement contained in this prospectus (or in any other document that is subsequently filed with the SEC and incorporated by reference) modifies or is contrary to that previous statement. Any statement so modified or superseded will not be deemed a part of this prospectus except as so modified or superseded.

We hereby undertake to provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request of any such person, a copy of any and all of the reports or documents that have been incorporated by reference in this prospectus, other than exhibits to such documents unless such exhibits have been specifically incorporated by reference thereto. Requests for such copies should be directed to:

i2 Technologies, Inc.

One i2 Place

11701 Luna Road

Dallas, TX 75234

Attention: Christine Thierbach

Telephone: 469.357.1000

Fax: 469.357.6566

E-mail: Christine\_Thierbach@i2.com

There have been no material changes in our affairs since our fiscal year ended December 31, 2007, except as disclosed in our filings with the SEC that we have incorporated herein by reference.

**DISCLOSURE OF COMMISSION'S POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES**

Our restated certificate of incorporation provides that, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or as it may hereafter be amended, none of our directors shall be personally liable to our company or our stockholders for monetary damages for breach of fiduciary duty as a director. In addition, our amended and restated bylaws further provides that we shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, indemnify each of our directors and officers against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was our agent. We have entered into indemnification agreements with each of our directors and executive officers. We also maintain officers' and directors' liability insurance.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to our directors, officers and persons controlling our company pursuant to the foregoing provisions or applicable law, or otherwise, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

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**i2 TECHNOLOGIES, INC.**

**5,402,543 Shares of Common Stock**

**P R O S P E C T U S**

\_\_\_\_\_, 2009

**Table of Contents****PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution**

The expenses to be paid by our company in connection with the distribution of the shares of common stock being registered are as follows:

|   | <b>Amount(1)</b> |
|---|------------------|
| Securities and Exchange Commission Registration Fee | \$ 1,472         |
| Legal Fees and Expenses                             | 50,000           |
| Accounting Fees and Expenses                        | 40,000           |
| Printing and Engraving Expenses                     | 5,000            |
| Miscellaneous Fees and Expenses                     | 1,000            |
| <br>Total   | <br>\$ 97,472    |

(1) All amounts are estimates except the SEC filing fee.

**Item 14. Indemnification of Directors and Officers**

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding referred to in subsections (a) and (b) of Section 145 or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith; that the indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; that indemnification provided by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; and empowers the corporation to

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purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

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Section 102(b)(7) of the General Corporation Law of the State of Delaware provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of the director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

Article Ten of our restated certificate of incorporation, as amended, provides that, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or as it may hereafter be amended, none of our directors shall be personally liable to our company or our stockholders for monetary damages for breach of fiduciary duty as a director.

Section 6.1 of our amended and restated bylaws further provides that we shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was our agent. We have entered into indemnification agreements with each of our directors and executive officers. We also maintain officers' and directors' liability insurance.

**Item 15. Recent Sales of Unregistered Securities**

The information called for by this item is set forth in the SEC filings and reports that are incorporated by reference into this Registration Statement. See Incorporation by Reference of Important Information Regarding i2 elsewhere in this Registration Statement.

**ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) Exhibits:

| <b>Exhibit Number</b> | <b>Description of Document</b>   |
|-----------------------|--|
| 2.1*                  | Agreement and Plan of Merger dated as of August 10, 2008 among JDA Software Group, Inc., Iceberg Acquisition Corp., and i2 Technologies, Inc. (filed as Exhibit 2.1 to i2's Current Report on Form 8-K filed on August 12, 2008).                  |
| 3.1*                  | Certificate of Amendment of Restated Certificate of Incorporation of i2 Technologies, Inc. (filed as Exhibit 3.1 to the 8-K filed by i2 on February 15, 2005).   |
| 3.2*                  | Amended and Restated Bylaws of i2 Technologies, Inc., as amended through January 26, 2009 (filed as Exhibit 3.1 to i2's Current Report on Form 8-K filed on January 27, 2009).   |
| 3.3*                  | Certificate of Designations of 2.5% Series B Convertible Preferred Stock of i2, dated as of May 26, 2004 (filed as Exhibit 3.1 to i2's Current Report on Form 8-K filed June 16, 2004).  |
| 3.4*                  | Certificate of Amendment to Restated Certificate of Incorporation (filed as Exhibit 3.1 to i2's Current Report on Form 8-K filed on February 18, 2005).  |
| 4.1*                  | Specimen Common Stock certificate (filed as Exhibit 4.1 to i2's Registration Statement on Form S-1 (Reg. No. 333-1752) (the Form S-1)).  |
| 4.3*                  | Registration Rights Agreement, dated as of December 10, 1999, among i2 and Goldman, Sachs & Co., Morgan Stanley Dean Witter and Credit Suisse First Boston (filed as Exhibit 4.3 to i2's Registration Statement on Form S-3 (Reg. No. 333-31342)). |
| 4.4*                  |  |



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Rights Agreement, dated as of January 17, 2002, between i2 and Mellon Investor Services LLC, which includes the form of Certificate of Designation for the Series A junior participating preferred stock as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights to Purchase Series A preferred Stock as Exhibit C (filed as Exhibit 4.4 to i2's Annual Report on Form 10-K for the year ended December 31, 2007).

4.5\* Preferred Stock Purchase Agreement, dated as of April 27, 2004, by and between i2 and R<sup>2</sup> Investments, LDC (filed as Exhibit 4.1 to i2's Current Report on Form 8-K filed on May 4, 2004).

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|        |  |
|--------|--|
| 4.6*   | First Amendment to Rights Agreement, dated as of April 27, 2004, between i2 and Mellon Investor Services, LLC (filed as Exhibit 4.2 to i2's Current Report on Form 8-K filed on May 4, 2004).  |
| 4.7*   | Second Amendment to Rights Agreement, dated as of April 28, 2004, between i2 and Mellon Investor Services LLC (filed as Exhibit 4.1 to i2's Current Report on Form 8-K filed on May 14, 2004).   |
| 4.8*   | Indenture, dated as of November 23, 2005, between i2 Technologies, Inc., and JPMorgan Chase Bank, National Association, as trustee (filed as exhibit 4.1 to the 8-K filed by i2 on November 29, 2005).   |
| 4.9*   | Form of Certificate (filed as exhibit 4.2 to the 8-K filed by i2 on November 29, 2005).  |
| 4.10*  | Form of Warrant (filed as exhibit 4.3 to the 8-K filed by i2 on November 29, 2005).  |
| 4.11*  | Third Amendment to Rights Agreement between i2 Technologies, Inc. and Mellon Investor Services, LLC, dated as of August 10, 2008 (filed as Exhibit 4.1 to the 8-K filed by i2 on August 12, 2008).   |
| 4.12*  | First Supplemental Indenture, dated as of September 11, 2008 to 5% Senior Convertible Notes due 2015 Indenture, dated as of November 23, 2005, between i2 Technologies, Inc. and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 4.1 to the 8-K filed by i2 on September 18, 2008).  |
| 4.13*  | Second Supplemental Indenture, dated as of February 6, 2009 to 5% Senior Convertible Notes due 2015 Indenture, dated as of November 23, 2005, between i2 Technologies, Inc. and The Bank of New York Mellon Trust Company, N.A. (filed as Exhibit 99.2 to the 8-K filed by i2 on February 6, 2009).  |
| 5.1+   | Opinion of Munsch Hardt Kopf & Harr, P.C.  |
| 10.1*  | Form of Registration Rights Agreement, dated April 1, 1996, among i2, Sanjiv S. Sidhu and Sidhu-Singh Family Investments, Ltd. (filed as Exhibit 10.2 to the Form S-1).  |
| 10.2*  | i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan, as amended and restated through December 16, 2004 (included as Exhibit B to i2's definitive proxy statement filed on November 16, 2004).  |
| 10.3*  | Form of Indemnification Agreement between i2 and its officers and directors (filed as Exhibit 10.4 to the Form S-1).   |
| 10.4*  | Form of Employee Proprietary Information Agreement between i2 and each of its employees (filed as Exhibit 10.9 to the Form S-1).   |
| 10.5*  | First Amendment to Loan and Security Agreement, dated June 30, 2001, by and between i2 and RightWorks Corporation (filed as Exhibit 10.26 to the RightWorks S-4).  |
| 10.6*  | Letter Agreement, dated February 5, 2004, between James Contardi and i2 Technologies, Inc. (filed as Exhibit 10.29 to i2's Annual Report on Form 10-K for the year ended December 31, 2003).   |
| 10.7*  | Stipulation and Agreement of Settlement with Certain Defendants, dated May 7, 2004, in connection with Scheiner v. i2 Technologies, Inc., et al., Civ. Action No. 3:01-CV-418-H in the United States District Court for the Northern District of Texas (Dallas Division) (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed on May 21, 2004). |
| 10.8*  | Stock Purchase Agreement, dated as of April 28, 2004, by and between i2 and Sanjiv S. Sidhu (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed on May 14, 2004).  |
| 10.9*  | Registration Rights Agreement, dated as of June 3, 2004, by and between i2 and R <sup>2</sup> Investments, LDC (filed as Exhibit 10.2 to i2's Current Report on Form 8-K filed June 16, 2004).   |
| 10.10* | Employment Agreement, dated as of February 27, 2005, between i2 and Michael E. McGrath (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed March 2, 2005).   |
| 10.11* | Lease with One Colinas Crossing dated March 24, 1999 between Colinas Crossing, LP and i2 (filed as Exhibit 10.11 to i2's Annual Report on Form 10-K for the year ended December 31, 2007).   |

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- 10.12\* Stock Purchase Agreement, dated as of February 28, 2005, between i2 and Integrated Development Enterprise, Inc. (filed as Exhibit 10.2 to i2's Current Report on Form 8-K filed March 2, 2005).
- 10.13\* Amendment to Employment Agreement and Termination of Share Rights Agreement, dated March 28, 2005, by and between i2 Technologies and Michael McGrath (filed as exhibit 10.1 to the 8-K filed by i2 on April 1, 2005).
- 10.14\* Restricted Stock Agreement, dated March 28, 2005 by and between i2 Technologies, Inc. and Michael McGrath (filed as exhibit 10.2 to the 8-K filed by i2 on April 1, 2005).
- 10.15\* Common Stock Purchase Agreement, dated June 28, 2005, between i2 Technologies, Inc., and R2 Investments, LDC (filed as exhibit 10.1 to the 8-K filed by i2 on June 29, 2005).
- 10.16\* Stock Purchase Agreement, dated June 29, 2005, between Primavera Systems, Inc. and i2 Technologies, Inc. (filed as exhibit 10.1 to the 8-K filed by i2 on July 1, 2005).
- 10.17\* Employment Agreement, dated July 26, 2005, by and between i2 Technologies, Inc., and Michael Berry (filed as exhibit 10.1 to the 8-K filed by i2 on July 29, 2005).
- 10.18\* LLC Interest Purchase Agreement, dated May 9, 2005, by and between Novia Corp., SoftSRM, LLC, i2 Technologies US, Inc., and i2 Technologies, Inc. (filed as exhibit 10.1 to the 10-Q filed on August 9, 2005).
- 10.19\* Employment Agreement, dated September 26, 2005, by and between i2 Technologies, Inc., and Barbara Stinnett (filed as exhibit 10.1 to the 8-K filed by i2 on October 10, 2005).
- 10.20\* Amendment to the Employment Agreement, dated October 25, 2005, by and between i2 Technologies, Inc., and Michael McGrath (filed as exhibit 10.1 to the 8-K filed by i2 on October 25, 2005).
- 10.21\* Amendment to the Employment Agreement, dated November 8, 2005, by and between i2 Technologies, Inc. and Michael Berry (filed as exhibit 10.1 to the 10-Q filed by i2 on November 9, 2005).
- 10.22\* Asset Purchase Agreement, dated November 17, 2005, by and between HIS Parts Management Inc., and i2 Technologies US, Inc. (filed as exhibit 10.1 to the 8-K filed by i2 on November 19, 2005).
- 10.23\* Purchase Agreement, dated November 21, 2005, by and between i2 and Highbridge, Marathon Global, Leonardo, Amatis Limited, and Deutsche Bank AG London (filed as exhibit 10.1 to the 8-K filed by i2 on November 29, 2005).
- 10.24\* Registration Rights Agreement, dated November 23, 2005 by and between i2 and Highbridge, Marathon Global, Leonardo, Amatis Limited, and Deutsche Bank AG London (filed as exhibit 10.2 to the 8-K filed by i2 on November 29, 2005).
- 10.25\* Amendment to Employment Agreement, dated as of February 1, 2006, between the Company and Michael E. McGrath (filed as exhibit 10.1 to the 8-K filed by i2 on February 2, 2006).
- 10.26\* Settlement Agreement with Mutual Releases, dated and effective as of December 15, 2006 between the Company and Gregory Brady (filed as exhibit 10.1 to the 8-K filed by i2 on December 20, 2006).
- 10.27\* Amendment to Employment Agreement between the Company and Michael E. McGrath (filed as exhibit 10.1 to the 8-K filed by i2 on December 22, 2006).
- 10.28\* Amendment to Employment Agreement between the Company and Michael J. Berry (filed as exhibit 10.1 to the 8-K filed by i2 on February 20, 2007).
- 10.29\* Change in control agreements entered into with each Hiten Varia and Pallab Chatterjee (filed as exhibits 10.1 and 10.2 to the 8-K filed by i2 on March 15, 2007).
- 10.30\* Resignation Agreement, dated July 30, 2007, between Michael E. McGrath and i2 Technologies, Inc. and General Release, dated July 30, 2007, by Michael E. McGrath in favor of i2 Technologies, Inc. and certain other persons (filed as Exhibits 10.1 and 10.2 to the 8-K filed by i2 on August 2, 2007).

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|--------|--|
| 10.31* | Resignation Agreement and General Release dated August 6, 2007 between i2 Technologies, Inc. and Barbara D. Stinnett (filed as Exhibit 10.1 to the 8-K filed by i2 on August 8, 2007).                               |
| 10.32* | Interim Chief Executive Officer Agreement between Pallab Chatterjee and i2, dated September 28, 2007 (filed as Exhibit 10.1 to the 8-K filed by i2 on October 5, 2007).  |
| 10.33* | Executive Retention Agreements between i2 and certain of its executive officers (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed on February 29, 2008).   |
| 10.34* | Employment Agreement between the Company and Jackson L. Wilson, Jr. (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed on May 23, 2008).  |
| 10.35* | Amended and Restated Executive Retention Agreement between the Company and Pallab K. Chatterjee (filed as Exhibit 10.2 to i2's Current Report on Form 8-K filed on May 23, 2008).                                    |
| 10.36* | Amendment to Executive Retention Agreement between the Company and Michael J. Berry (filed as Exhibit 10.3 to i2's Current Report on Form 8-K filed on May 23, 2008).  |
| 10.37* | Settlement Agreement dated June 23, 2008 between the Company and SAP America, Inc. and SAP AG (filed as Exhibit 10.4 to i2's Quarterly Report on Form 10-Q for the three months ended June 30, 2008).                |
| 10.38* | Severance Agreement and General Release dated December 19, 2008 between i2 Technologies, Inc. and Pallab Chatterjee (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed on December 19, 2008).           |
| 10.39* | Consent and Conversion Agreement between i2 Technologies, Inc. and Highbridge International LLC entered into as of August 10, 2008 (filed as Exhibit 99.3 to the 8-K filed by i2 on August 12, 2008).                |
| 10.40* | Employment Agreement dated January 19, 2009 between i2 Technologies, Inc. and Jackson L. Wilson, Jr. (filed as Exhibit 10.1 to i2's Current Report on Form 8-K filed on January 21, 2009).                           |
| 10.41* | Consent and Purchase Agreement between i2 Technologies, Inc. and Highbridge International LLC entered into as of February 6, 2009 (filed as Exhibit 99.1 to the 8-K filed by i2 on February 6, 2009).                |
| 16.1*  | Letter from Deloitte & Touche LLP, dated July 2, 2007, to the Securities and Exchange Commission related to the i2's change in independent accounting firm (filed as Exhibit 16.1 to the 8-K filed on July 2, 2007). |
| 21.1*  | List of subsidiaries (filed as Exhibit 21.2 to i2's Annual Report on Form 10-K for the year ended December 31, 2007).  |
| 23.1+  | Consent of Munsch Hardt Kopf & Harr, P.C. (included in Exhibit 5.1).   |
| 23.2+  | Consent of Grant Thornton LLP.   |
| 23.3+  | Consent of Deloitte & Touche LLP.  |
| 24.1++ | Power of Attorney.   |

(b) Financial Statement Schedules. Schedules not listed above have been omitted because the information to be set forth therein is not material, not applicable or is shown in the financial statements or notes that are incorporated herein by reference.

\* Incorporated herein by reference to the indicated filing.

+ filed herewith.

++ previously filed.

**Item 17. Undertakings**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; and,
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which,

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individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the change in volume and price represents no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
  
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.
  
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on 430B or other than prospectuses filed in reliance on Rule 430A shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
  
- (5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person connected with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Dallas, Texas, on the 18<sup>th</sup> day of February, 2009.

i2 TECHNOLOGIES, INC.

By: /s/ Michael J. Berry  
Michael J. Berry  
Executive Vice President, Finance and

Accounting, and Chief Financial Officer

(Principal Financial and Accounting  
Officer)

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated, on February 18, 2009.

|                        | <b>Title</b>  |
|------------------------|---|
| *                      | Chief Executive Officer, Executive  |
| Jackson L. Wilson, Jr. | Chairman and Director<br>(Principal Executive Officer)                                  |
| /s/ Michael J. Berry   | Executive Vice President, Finance and   |
| Michael J. Berry       | Accounting, and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| *                      |   |
| Sanjiv S. Sidhu        | Director  |
| *                      |   |
| Stephen P. Bradley     | Director  |
| *                      |   |
| J. Coley Clark         | Director  |
| *                      |   |
| Richard L. Clemmer     | Director  |
| *                      |   |
| Richard L. Hunter      | Director  |
| *                      |   |
| David L. Pope          | Director  |
| *                      |   |
| Michael J. Simmons     | Director  |



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\*

Director

Lloyd G. Waterhouse

By: /s/ Michael J. Berry  
Michael J. Berry

\*Attorney-in-Fact

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