

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	Price			
				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	\$ 11.06	07/09/2009	<u>D</u> (1)		07/31/2007	07/31/2013	Common Stock	1,000
Options to Acquire Common Stock	\$ 13.73	07/09/2009	<u>D</u> (1)		10/31/2007	10/31/2013	Common Stock	1,000
Options to Acquire Common Stock	\$ 10.25	07/09/2009	<u>D</u> (1)		01/31/2008	01/31/2014	Common Stock	1,000
Options to Acquire Common Stock	\$ 7.35	07/09/2009	<u>D</u> (1)		04/30/2008	04/30/2014	Common Stock	1,000
Options to Acquire Common Stock	\$ 6.74	07/09/2009	<u>D</u> (1)		07/31/2008	07/31/2014	Common Stock	1,000
Options to Acquire Common Stock	\$ 5.3	07/09/2009	<u>D</u> (1)		10/31/2008	10/31/2014	Common Stock	1,000
Options to Acquire Common Stock	\$ 4.55	07/09/2009	<u>D</u> (1)		01/30/2009	01/30/2015	Common Stock	1,000
Options to Acquire	\$ 5.21	07/09/2009	<u>D</u> (1)		04/30/2009	04/30/2015	Common Stock	1,000

Common
Stock

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).

- 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.
- (1) 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 \$8.15 per share. The stock option retained identical vesting and expiration terms.
- (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 \$10.12 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 \$7.55 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 \$5.42 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 \$4.97 per share. The stock option retained identical vesting and expiration terms.
- (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 \$3.91 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 \$3.36 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 \$3.84 per share. The stock option retained identical vesting and expiration terms.
- (9)

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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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