

MANUGISTICS GROUP INC

Form 424B3

April 05, 2001

1

SUPPLEMENT NO. 2 TO PROSPECTUS DATED MARCH 12, 2001

[MANUGISTICS LOGO]

\$250,000,000

5% CONVERTIBLE SUBORDINATED NOTES DUE 2007 AND
COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This is a second supplement to the Prospectus dated March 12, 2001 (the "Prospectus") relating to \$250,000,000 principal amount of our 5% Convertible Subordinated Notes due 2007 (the "Notes") and the shares of our common stock issuable upon conversion of the Notes.

The table in the "Selling Holders" section on pages 19-21 of the Prospectus is hereby supplemented by the addition of the following:

SELLING HOLDER	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED	SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF NOTES (1)
-----	-----	-----
Arbitex Master Fund, L.P.	\$ 7,500,000	170,212
New York Life Insurance and Annuity Corporation.....	1,200,000	27,234
New York Life Insurance Company.....	7,400,000	167,943
UBS Warburg LLC.....	350,000	7,943
	-----	-----
Total.....	\$16,450,000	373,332
	=====	=====

(1) Based upon an initial conversion rate of approximately 22.695 shares of common stock per \$1,000 principal amount of Notes and a cash payment in lieu of any fractional interest.

All of the other portions of the Prospectus, as previously supplemented, remain unchanged.

The date of this Supplement No. 2 is April 5, 2001