

I2 TECHNOLOGIES INC
Form SC 13G
November 25, 2008

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

SCHEDULE 13G*

Under the Securities Exchange Act of 1934

i2 Technologies, Inc.
(Name of Issuer)

Common Stock, par value \$0.00025 par share per share
(Title of Class of Securities)

465754208
(CUSIP Number)

November 20, 2008
(Date of Event Which Requires Filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 11 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Highbridge International LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X
(see instructions) (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 1,227,609 shares of Common Stock SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 1,227,609 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,227,609 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O
(see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.63%
TYPE OF REPORTING PERSON (see instructions)

OO

1 NAMES OF REPORTING PERSONS
 Highbridge Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X
 (see instructions) (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 State of Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 1,227,609 shares of Common Stock SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 1,227,609 shares of Common Stock
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,227,609 shares of Common Stock
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O
 (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.63%
 TYPE OF REPORTING PERSON (see instructions)
 OO

1 NAMES OF REPORTING PERSONS
 Glenn Dubin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X
 (see instructions) (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 1,227,609 shares of Common Stock SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 1,227,609 shares of Common Stock
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,227,609 shares of Common Stock
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O
 (see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.63%
 TYPE OF REPORTING PERSON (see instructions)
 IN

1 NAMES OF REPORTING PERSONS
Henry Swieca

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X
(see instructions) (b) O

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 1,227,609 shares of Common Stock SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

9 1,227,609 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,227,609 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O
(see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 5.63%
TYPE OF REPORTING PERSON (see instructions)
IN

Item 1(a). NAME OF ISSUER

i2 Technologies, Inc. (the "Company")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

One i2 Place
11701 Luna Road
Dallas, Texas 75234

Item 2(a). NAME OF PERSON FILING
Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE
Item 2(c). CITIZENSHIP

Highbridge International LLC

c/o Harmonic Fund Services

The Cayman Corporate Centre, 4th Floor

27 Hospital Road

Grand Cayman, Cayman Islands, British West Indies

Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC

9 West 57th Street, 27th Floor

New York, New York 10019

Citizenship: State of Delaware

Glenn Dubin

c/o Highbridge Capital Management, LLC

9 West 57th Street, 27th Floor

New York, New York 10019

Citizenship: United States

Henry Swieca

c/o Highbridge Capital Management, LLC

9 West 57th Street, 27th Floor

New York, New York 10019

Citizenship: United States

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.00025 par value (“Common Stock”)

Item 2(e). CUSIP NUMBER

465754208

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

As of the date of this filing, (i) Highbridge International LLC beneficially owns 1,227,609 shares of Common Stock and (ii) each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed the beneficial owner of the 1,227,609 shares of Common Stock beneficially owned by Highbridge International LLC. In addition to the 1,227,609 shares of Common Stock beneficially owned by Highbridge International LLC, the Reporting Persons may be deemed to beneficially own 242,444 shares of Common Stock issuable to Highbridge International LLC upon the exercise of warrants to purchase shares of Common Stock and \$58,146,000 principal amount of 5% Senior Convertible Notes due 2015, convertible into 3,759,237 shares of Common Stock. However, pursuant to the terms of the relevant instruments, Highbridge International LLC cannot exercise or convert any of these warrants or convertible notes until such time as the Reporting Persons would not beneficially own, after any such exercise or conversion, more than 4.99% of the outstanding Common Stock.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC. Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is the Chief Investment Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock held by Highbridge International LLC.

(b) Percent of class:

The Company's quarterly report for the quarterly period ended September 30, 2008 filed on Form 10-Q on November 14, 2008, indicates that as of November 3, 2008, there were 21,823,037 shares of Common Stock outstanding. Therefore, based on the Company's outstanding shares of Common Stock (i) Highbridge International LLC may be deemed to beneficially own 5.63% of the outstanding shares of Common Stock of the Company and (ii) each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed to beneficially own 5.63% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote
0
- (ii) Shared power to vote or to direct the vote
See Item 4(a)
- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
See Item 4(a)

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL

PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Exhibit I.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of November 25, 2008, by and among Highbridge International LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: November 25, 2008

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

/s/ Henry Swieca
HENRY SWIECA

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

/s/ Glenn Dubin
GLENN DUBIN

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, \$0.00025 par value per share, of i2 Technologies, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of November 25, 2008

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

HIGHBRIDGE INTERNATIONAL LLC

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

/s/ Henry Swieca
HENRY SWIECA

/s/ Glenn Dubin
GLENN DUBIN