AGILYSYS INC
Form 4
October 02, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMIUS LLC

(Last) (First) (Middle)

599 LEXINGTON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AGILYSYS INC [AGYS]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value (1) (2)	09/30/2009		S		44	D	$ 7.2648	275,236	I	Parche, LLC (3)
Common Stock, no par value (1) (2)	09/30/2009		S		11	D	$ 7.15	275,225	I	Parche, LLC (3)
Common Stock, no par value (1) (2)								0 (4)	I	Parche, LLC (3)

Common Stock, no par value (1) (2)	09/30/2009	S	319	D	$ 7.2648	1,989,503	I	Ramius Value and Opportunity Master Fund (5)
Common Stock, no par value (1) (2)	09/30/2009	S	80	D	$ 7.15	1,989,423	I	Ramius Value and Opportunity Master Fund (5)
Common Stock, no par value (1) (2)						1,091,197 (6)	I	Ramius Value and Opportunity Master Fund (5)
Common Stock, no par value (1) (2)	09/30/2009	S	38	D	$ 7.2648	235,157	I	RCG PB, Ltd (7)
Common Stock, no par value (1) (2)	09/30/2009	S	9	D	$ 7.15	235,148	I	RCG PB, Ltd (7)
Common Stock, no par value (1) (2)						1,133,374 (6)	I	RCG PB, Ltd (7)
Common Stock, no par value (1) (2)						275,225 (4)	I	Ramius Enterprise Master Fund Ltd (8)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	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 (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo

		Disposed of (D) (Instr. 3, 4, and 5)						Trans (Instr
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMIUS LLC 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		
RAMIUS VALUE & OPPORTUNITY MASTER FUND LTD C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		
RCG PB, Ltd C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		
RAMIUS ADVISORS LLC C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		
RAMIUS ENTERPRISE MASTER FUND LTD C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		
RCG STARBOARD ADVISORS, LLC C/O RAMIUS LLC, 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		
Parche, LLC 599 LEXINGTON AVENUE 21ST FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Owen S. Littman, Authorized Signatory	10/02/2009

**Signature of Reporting Person	Date
Owen S. Littman, Authorized Signatory	10/02/2009
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Owen S. Littman, Authorized Signatory	10/02/2009
**Signature of Reporting Person	Date
/s/ Owen S. Littman, Authorized Signatory	10/02/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the first of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.

(2) Each Reporting Person (other than Parche, LLC, Ramius Enterprise Master Fund Ltd, Ramius Value and Opportunity Master Fund Ltd, and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

(3) Shares of Common Stock beneficially owned by Parche, LLC ("Parche"). As the sole non-managing member of Parche, Ramius Enterprise Master Fund Ltd ("Enterprise") may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the managing member of Parche, RCG Starboard Advisors, LLC ("RCG Starboard Advisors") may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the investment advisor of Enterprise, Ramius Advisors, LLC ("Ramius Advisors") may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the sole member of each of RCG Starboard Advisors and Ramius Advisors, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche.

(4) Parche, LLC ("Parche") transferred all of the shares held by it to Ramius Enterprise Master Fund Ltd, the 100% owner of Parche, in a transaction exempt from Section 16 of the Exchange Act pursuant to Rule 16a-13 or otherwise.

(5) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd ("Value and Opportunity Master Fund"). As the investment manager of Value and Opportunity Master Fund, RCG Starboard Advisors may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the sole member of RCG Starboard Advisors, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

(6) Ramius Value and Opportunity Master Fund transferred a portion of the shares held by it to RGC PB, Ltd in a transaction exempt from Section 16 of the Exchange Act pursuant to Rule 16a-13 or otherwise.

(7)

Shares of Common Stock beneficially owned by RCG PB, Ltd ("RCG PB"). As the investment advisor of RCG PB, Ramius Advisors, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius Advisors, Ramius LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

(8) Shares of Common Stock beneficially owned by Ramius Enterprise Master Fund Ltd (Enterprise Master Fund). Ramius Advisors, as the investment advisor of Enterprise Master Fund, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. Ramius, as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.

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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