

LOGILITY INC  
Form SC TO-C  
May 15, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES**

**EXCHANGE ACT OF 1934**

Logility, Inc.

(Name of Subject Company (Issuer))

American Software, Inc.

(Name of Filing Person (Offeror))

Common Stock, No Par Value

(Title of Class of Securities)

54140Y 10 3

(CUSIP Number of Class of Securities)

Vincent C. Klinges

Chief Financial Officer

American Software, Inc.

470 East Paces Ferry Road, N.E.

Atlanta, Georgia 30305

(404) 264-5477

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

with a copy to:

Sam Chafetz

Baker, Donelson, Bearman, Caldwell & Berkowitz, PC

165 Madison Avenue, Suite 2000

Memphis, Tennessee 38103

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**CALCULATION OF FILING FEE**

**Transaction valuation\***  
N/A

**Amount of filing fee**  
N/A

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required for filings that contain only preliminary communications made before the commencement of a tender offer.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	Not applicable
Form or Registration No.:	Not applicable
Filing Party:	Not applicable
Date Filed:	Not applicable

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

### INTRODUCTION

This Schedule TO relates to the pre-commencement communications of an offer by American Software, Inc. to purchase up to all the outstanding common stock of Logility, Inc. not currently owned by American Software at a price of \$7.02 per share net to the seller in cash, without interest. The tender offer price represents an increase from \$5.10 per share that was announced in a press release of American Software, Inc. dated March 18, 2009 and filed under cover of Schedule TO as pre-commencement communications.

This Schedule TO is intended to satisfy the filing requirements under Rule 13e-4(c)(1) and Rule 14d-2(b)(2) under the Securities Exchange Act of 1934, as amended.

American Software, Inc. has not commenced the tender offer that is referred to in this Schedule TO. The description of the tender offer contained in this Schedule TO is neither an offer to purchase nor a solicitation of an offer to sell shares of Logility, Inc. Upon commencement of such tender offer, American Software, Inc. will file with the Securities and Exchange Commission a tender offer statement on Schedule TO and other documents, including an Offer to Purchase. LOGILITY, INC. S SHAREHOLDERS SHOULD READ CAREFULLY THE TENDER OFFER STATEMENT AND OTHER DOCUMENTS WHEN THEY ARE AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION. INVESTORS MAY OBTAIN A FREE COPY (WHEN AVAILABLE) OF THE TENDER OFFER STATEMENT AND OTHER DOCUMENTS AT THE SECURITIES AND EXCHANGE COMMISSION S WEBSITE, WWW.SEC.GOV OR MAY REQUEST THE TENDER OFFER STATEMENT AND OTHER DOCUMENTS FROM AMERICAN SOFTWARE BY DIRECTING A REQUEST TO: PATRICIA MCMANUS, INVESTOR RELATIONS COORDINATOR, AMERICAN SOFTWARE, INC., 470, E. PACES FERRY ROAD, ATLANTA, GEORGIA, 30305. PHONE: (404) 364-7615, OR FAX: (404) 264-5298.

### EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by American Software, Inc. dated May 15, 2009