

I2 TECHNOLOGIES INC
Form SC 13D/A
June 08, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

i2 Technologies, Inc.
(Name of Issuer)

Common Stock, \$0.00025 Par Value
(Title of Class of Securities)

465754109
(Cusip Number)

Brandon Teague
301 Commerce Street, Suite 2975
Fort Worth, Texas 76102
(817) 332-9500
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 3, 2004
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

*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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose 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).

**The total number of shares of stock reported herein is 140,281,360, which constitutes approximately 24.8% of the 566,173,080 shares of Stock deemed outstanding pursuant to Rule 13d-3(d)(1)(i) under the Act. Unless otherwise stated, all ownership percentages set forth herein assume that there are 458,181,720 shares outstanding.

1. Name of Reporting Person:

Amalgamated Gadget, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / /

3. SEC Use Only

4. Source of Funds: OO (See Item 3)

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 32,290,000 (1)

Number of
Shares

Beneficially
Owned By
Each

Reporting
Person

With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 32,290,000 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

140,281,360 (2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 24.8% (3)

14. Type of Reporting Person: PN

(1) The shares were purchased by Amalgamated Gadget, L.P. for and on behalf of R² Investments, LDC ("R²") pursuant to an Investment Management Agreement. Pursuant to such Agreement, Amalgamated Gadget, L.P. has sole voting and dispositive power over the shares and R² has no beneficial ownership of such shares.

(2) Includes 107,991,360 shares of Common Stock obtainable upon conversion of 100,000 shares of the Issuer's 2.5% Series B Convertible Preferred Stock (the "Preferred Stock"), at a conversion rate of 1079.9136 shares of Common Stock per share of Preferred Stock.

(3) Pursuant to Rule 13d-3(d)(1)(i), the number of shares deemed to be outstanding is 566,173,080.

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated May 5, 2004 (the "Schedule 13D"), relating to the Common Stock, par value \$0.00025 per share (the "Stock"), of i2 Technologies, Inc. (the "Issuer"). Unless otherwise indicated, all defined terms used herein shall have the same meanings as those set forth in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated in its entirety as follows:

The source and amount of the funds used or to be used by the Reporting Person to purchase the shares is set forth below.

<u>REPORTING PERSON</u>	<u>SOURCE OF FUNDS</u>	<u>AMOUNT OF FUNDS</u>
Amalgamated	Other	Not Applicable (1)

(1) Amalgamated has not expended any of its funds for purchases of the Common Stock reported herein. Amalgamated, however, expended \$136,083,869.49 of the funds of R² to purchase the Common Stock.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended by adding at the end thereof the following:

On June 3, 2004, the Reporting Person (on behalf of R²) closed the previously announced agreement to purchase 100,000 shares of the Issuer's 2.5% Series B Convertible Preferred Stock for an aggregate purchase price of \$100,000,000.

Except as set forth in this Item 4, the Reporting Person has no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Act.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a)

Reporting Person

Amalgamated

Pursuant to an Investment Management Agreement with R2, Amalgamated may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 140,281,360 shares of the Stock, which constitutes approximately 24.8% of the 566,173,080 shares of the Stock deemed to be outstanding pursuant to Rule 13d-3(d)(1)(i).

Controlling Persons

Scepter

Because of its position as the sole general partner of Amalgamated, Scepter may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 140,281,360 shares of the Stock, which constitutes approximately 24.8% of the 566,173,080 shares of the Stock deemed to be outstanding pursuant to Rule 13d-3(d)(1)(i).

Raynor

Because of his position as the President and sole shareholder of Scepter, which is the sole general partner of Amalgamated, Raynor may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 140,281,360 shares of the Stock, which constitutes approximately 24.8% of the 566,173,080 shares of the Stock deemed to be outstanding pursuant to Rule 13d-3(d)(1)(i).

To the best of the knowledge of the Reporting Person, other than as set forth above, none of the persons named in Item 2 herein is the beneficial owner of any shares of the Common Stock.

(b)

Reporting Person

Amalgamated

Acting through its general partner, Amalgamated has the sole power to vote or to direct the vote and to dispose or to direct the disposition of an aggregate of 32,290,000 shares of the Common Stock.

Controlling Persons

Scepter

As the sole general partner of Amalgamated, Scepter has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 32,290,000 shares of the Common Stock.

Raynor

As the President and sole shareholder of Scepter, which is the sole general partner of Amalgamated, Raynor has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 32,290,000 shares of the Common Stock.

(c) Since the last filing, the Reporting Person has neither purchased nor sold any shares of the Common Stock; however, on June 3, 2004, the Reporting Person (on behalf of R²) closed the previously announced agreement to purchase 100,000 shares of the Issuer's 2.5% Series B Convertible Preferred Stock for an aggregate purchase price of \$100,000,000.

Except as set forth in this paragraph (c), to the best of the knowledge of the Reporting Person, none of the Item 2 Persons have effected any transactions in the Common Stock since the last filing.

(d) The Reporting Person affirms that no person other than those persons named in Item 2 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Common Stock owned by such Reporting Person.

(e) Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: June 8, 2004

AMALGAMATED GADGET, L.P.

By: Scepter Holdings, Inc., its general partner

By: /s/ Brandon Teague
Brandon Teague, Director of Trading

EXHIBIT INDEX

EXHIBIT DESCRIPTION

Exhibit 99.1 -- Preferred Stock Purchase Agreement (previously filed).

Exhibit 99.2 -- Form of Certificate of Designation of 2.5% Series B Convertible Preferred Stock (previously filed).

Exhibit 99.3 -- Form of Registration Rights Agreement (previously filed).