

LOGILITY INC
Form 4/A
July 13, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMERICAN SOFTWARE INC

(Last) (First) (Middle)

470 EAST PACES FERRY RD NE

(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LOGILITY INC [LGTY]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2009

4. If Amendment, Date Original Filed (Month/Day/Year)
07/06/2009

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)
X Form filed by One Reporting Person
___ 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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|
| Common Stock | 06/30/2009 | | P | (A) or (D) A | Amount 1,130,866 (1) Price \$ 7.02 (2) | D | |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Disposed of (D) (Instr. 3, 4, and 5) | 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 Own Follo Repo 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 |
| AMERICAN SOFTWARE INC 470 EAST PACES FERRY RD NE ATLANTA, GA 30305 | | X | | |

Signatures

Vincent C. Klinges, CFO 07/13/2009

 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) On June 30, 2009, American Software, Inc. accepted for payment 1,130,866 shares of Common Stock of Logility, Inc. that were validly tendered and not withdrawn in American Software, Inc.'s offer to purchase up to all the outstanding shares of Common Stock of Logility, Inc. not currently owned by American Software, Inc. at a price of \$7.02 per share, net to the seller in cash, without interest. On July 6, 2009, the reporting person reported the acquisition of 1,134,570 shares of Common Stock of Logility, Inc., which included shares tendered pursuant to guaranteed delivery. A total of 3,704 shares of Common Stock of Logility, Inc. were not delivered and, therefore, not paid. This amendment reflects the previously reported acquisition, less 3,704 shares of Common Stock.

(2) Each of American Software, Inc., James C. Edenfield, and Thomas L. Newberry may be deemed to be a beneficial owner of the securities reported. American Software, Inc. holds of record the securities reported. James C. Edenfield and Thomas L. Newberry, as a group, beneficially own 100% of the Class B common stock of American Software, Inc. Under the Articles of Incorporation of American Software, Inc., the holders of Class B common stock, as a class, have the right to elect a majority of the board of directors of American Software, Inc. Mr. Edenfield and Dr. Newberry, therefore, may be deemed to be beneficial owners of the securities reported and held of record by American Software, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.