

LOGILITY INC
Form 4
July 13, 2009

FORM 4

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

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).

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)

07/09/2009

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)
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 (Instr. 4)
Common Stock	07/09/2009		P	V Amount 437,729 (1)	(A) or (D) Price \$ 13,242,595 7.02 (2)	D	

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

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(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
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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 July 9, 2009, the Issuer was merged with and into a wholly-owned subsidiary of American Software, Inc. ("American Software"). All outstanding common stock of the Issuer was cancelled in the merger, and shares other than those held by American Software were converted into the right to receive cash per share equal to \$7.02, subject to the right of shareholders to exercise dissenters' rights under Georgia law. American Software previously completed a tender offer, which expired on June 29, 2009, for all of the outstanding common stock of the Issuer not currently owned by American Software. After completion of the tender offer, American Software owned approximately 96.7% of the outstanding common stock of the Issuer.
- (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.