

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

JDA SOFTWARE GROUP INC

CIK: **1006892** | IRS No.: **860787377** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **7371** Computer programming services

Mailing Address
14400 N 87TH ST
SCOTTSDALE AZ 85260

Business Address
14400 N 87TH ST
SCOTTSDALE AZ 85260
4083083000

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 26, 2009

JDA Software Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-27876
(Commission File Number)

86-0787377
(IRS Employer
Identification No.)

14400 North 87th Street
Scottsdale, Arizona
(Address of principal executive offices)

85260-3649
(Zip Code)

(480) 308-3000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On January 26, 2009, JDA Software Group, Inc. (“JDA”) announced financial results for the fourth quarter and year ended December 31, 2008 by issuing a press release and on the same date, held a related conference call to discuss these results. The full text of the press release issued in connection with the announcement is attached as Exhibit No. 99.1 to this Current Report on Form 8-K (the “press release”). The press release and the conference call contain forward-looking statements regarding JDA and include cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Use of Non-GAAP Financial Information

JDA provides a non-GAAP measure of adjusted operating income, EBITDA (earnings before interest, taxes, depreciation and amortization), earnings per share and net cash provided by operating activities in the attached press release. The presentation is intended to be a supplemental measure of performance and typically excludes non-cash charges such as amortization of intangibles, stock-based compensation and certain charges that impact the comparability of one quarter to another. The presentation is not intended to replace or to be displayed more prominently than our GAAP measurements. A reconciliation of the adjustments to GAAP results for the periods is included. In addition, an explanation of the ways in which JDA management uses these non-GAAP measures to evaluate its business, the substance behind JDA management’s decision to use these non-GAAP measures, the material limitations associated with the use of these non-GAAP measures, the manner in which JDA management compensates for those limitations, and the substantive reasons why JDA management believes that these non-GAAP measures provide useful information to investors is included in the attached press release.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated January 26, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JDA Software Group, Inc.

Date: January 26, 2009

By: /s/ Kristen L. Magnuson

Kristen L. Magnuson
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
99.1	Press Release dated January 26, 2009.

JDA Software Group, Inc.
NEWS RELEASE

JDA Investor Relations Contacts:

Kristen L. Magnuson, Executive Vice President & Chief
 Financial Officer, JDA Software Group, Inc.
 Tel: 480-308-3000

Lawrence Delaney, Jr., The Berlin Group
 Tel: 714-734-5000; larry@berlingroup.com

JDA Software Reports Fourth Quarter and Year-End Results for 2008

*Company Achieves Record Quarterly and Annual Revenue Including 26% Growth in
 Annual Software Sales*

Scottsdale, Ariz. – January 26, 2008 – JDA® Software Group, Inc. (NASDAQ: JDAS) today announced financial results for the fourth quarter and year ended December 31, 2008. JDA reported total revenues of \$106.2 million and software revenues of \$34.3 million for fourth quarter 2008, compared to total revenues of \$98.5 million and software revenues of \$22.4 million for fourth quarter 2007. For the twelve months ended December 31, 2008, JDA reported total revenues of \$390.3 million and software revenues of \$92.9 million, compared to total revenues of \$373.6 million and software revenues of \$73.6 million for the twelve months ended December 31, 2007.

Fourth Quarter 2008 Financial Summary

Adjusted EBITDA (Earnings before interest, taxes, depreciation and amortization) was \$28.0 million in fourth quarter 2008, compared to \$22.9 million in fourth quarter 2007, a 22% increase year-over-year.

Adjusted non-GAAP earnings for fourth quarter 2008 were \$0.43 per share as compared to \$0.35 in fourth quarter 2007, and exclude amortization of acquired software technology and intangibles, restructuring charges, stock-based compensation and the costs of the terminated i2 acquisition.

The Company reported a GAAP net loss for fourth quarter 2008 of \$10.4 million or \$.34 per share, compared to GAAP net income of \$8 million or \$0.22 per share in fourth quarter 2007. The GAAP net loss for fourth quarter 2008 includes \$25.1 million in operating expenses and \$4.6 million of finance costs related to the terminated acquisition of i2 Technologies.

DSOs were 67 days at the end of fourth quarter 2008, compared to 58 days at the end of third quarter 2008 and 68 days at the end of fourth quarter 2007. DSOs increased sequentially in fourth quarter 2008 compared to third quarter 2008 due to the higher volume of software revenues which have longer payment terms than maintenance or service billings.

The Company reported negative cash flow from operations of \$23.6 million in fourth quarter 2008 compared to positive cash flow from operation of \$18.8 million in third quarter 2008 and \$16.0 million in fourth quarter 2007. Fourth quarter 2008 includes \$29.7 million in costs related to the terminated acquisition of i2 Technologies, \$3.6 million of which were accrued but not paid as of December 31, 2008. Excluding these one-time charges, the Company generated \$2.6 million of adjusted cash flow from operations in fourth quarter 2008.

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The Company had cash and cash equivalents of \$32.7 million with no debt at the end of fourth quarter 2008 after a paying a \$20 million one-time reverse termination fee and other finance and related costs associated with the terminated acquisition of i2 Technologies and the remaining \$80.5 million of long-term borrowings in fourth quarter 2008. The Company had \$95.3 million of cash and cash equivalents and \$99.6 million in debt at December 31, 2007.

The Company has not yet completed the analysis of its FIN 48 liability, deferred taxes and other income tax-related items. Accordingly, the reported income tax provision (benefit) and GAAP financial results could change pending the completion of this process.

“Our year-end and fourth quarter results were record-breaking for JDA, making this the best quarter and year in our company’s history,” commented **JDA CEO Hamish Brewer**. “Software license revenue was up 53% for the quarter and 26% for the year, reflecting that JDA’s merchandising, supply chain management and revenue management solutions offer what the market and our customers need right now – value-based, innovative and proven solutions that provide a quick return on investment and solve today’s business challenges.”

Fourth Quarter 2008 Highlights

Significant Software Deals for the Quarter

Seven software contracts exceeded \$1.0 million, the largest being an \$11.5 million deal with an Americas-based customer.

A total of 70 new software deals were closed in fourth quarter 2008 including five that included multiple products.

Regional Sales Activity

JDA’s Americas region closed \$27.4 million in software license deals in the fourth quarter 2008, compared to \$12 million in fourth quarter 2007. Software transactions with Americas customers include the following: **Cadbury Adams USA LLC, CVS Pharmacy Inc., Dr. Pepper Snapple Group, Elemica Inc., Gander Mountain Company, Grupo Commercial Chedraui S.A. de C.V., Limited Stores LLC., Mark’s Work Wearhouse Ltd., Owens & Minor Medical Inc., Staples Inc., The Sun Products Corporation and Wegman’s Food Markets Inc.**

JDA’s Europe, Middle East and Africa (EMEA) region software sales were \$5.6 million in fourth quarter 2008, compared to \$7.5 million in fourth quarter 2007. EMEA customers that signed license agreements in fourth quarter 2008 include: **Barloworld Logistics Ltd., Blue Square Israel Ltd, Commercialis Brendolan S.r.L., Conforama Management Services, Dimar S.p.A., Netto A/S, Oriflame Cosmetics, Pick ‘n Pay Retailers Ltd., Renault**

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SAS, Tesco Stores Limited, The Foschini Retail Group Ltd., and Wilkinson Hardware Stores Limited.

JDA's Asia Pacific region software sales were \$1.3 million in fourth quarter 2008, compared to \$2.9 million in fourth quarter 2007. **Saigon Union of Trading Cooperatives** and **Sigma Pharmaceutical Limited** were significant wins in this region.

Significant Product Innovation Releases

New JDA Executive S&OP Workbench was developed through strategic alliance with Oliver Wight, an industry leading consultant in the area of S&OP. The solution helps organizations elevate the scope and effectiveness of their supply chain Sales and Operations Planning (S&OP) processes to unite and align their corporate objectives and operational plans, driving higher top- and bottom-line business results.

Released 25 enhanced supply chain planning and execution optimization products in the quarter. The enhanced solutions included roadmap innovations released as part of JDA's objective to continuously extend its merchandising, supply chain management and revenue management leadership and value to its customers.

Largest JDA EMEA User Event

JDA held its most successful and widely attended JDACONnect, its EMEA User Conference, in London November 13-14, 2008.

More than 270 attendees from 20 different countries including retailers, manufacturers, wholesaler-distributors and services industry customers attended for updates and to share strategies for managing their businesses, improving their operations and optimizing their supply chains.

The event featured over 25 presentations from external customers and industry experts and participation by more than 10 alliance member sponsors.

Twelve Month Financial Summary for 2008

Adjusted EBITDA increased to \$97.4 million for the twelve months ended December 31, 2008, compared to \$88.7 million for the twelve months ended December 31, 2007.

Adjusted non-GAAP earnings for the twelve months ended December 31, 2008 was \$1.47 per share, which excludes amortization of acquired software technology and intangibles, restructuring charges, stock-based compensation and the costs of the terminated acquisition of i2 Technologies, as compared to adjusted non-GAAP earnings per share of \$1.33 for the twelve months ended December 31, 2007, which excluded amortization of acquired software technology and intangibles, restructuring charges, stock-based compensation and a gain on the sale of an office facility.

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GAAP net income for the twelve months ended December 31, 2008 was \$6.2 million or \$0.18 per share, as compared to GAAP net income of \$26.5 million or \$0.76 per share in the twelve months ended December 31, 2007.

Conference Call Information

JDA Software Group, Inc. will host a conference call at 4:45 p.m. (Eastern) today to discuss earnings results for its fourth quarter ended December 31, 2008. To participate in the call, dial 1-800-762-8779 (United States) or 1-480-248-5081 (International) and ask the operator for the "JDA Software Group, Inc. Fourth Quarter 2008 Earnings Conference Call." To participate in the webcast, visit the following web page at the time of the conference call: <http://viaavid.net/dce.aspx?sid=00005B7A>.

A replay of the conference call will begin Monday, January 26, 2009 at 7:45 p.m. (Eastern) and will end on Thursday, February 26, 2009 at 11:59 p.m. (Eastern). You can hear the replay by dialing 1-800-406-7325 (United States) or 1-303-590-3030 (International) using access 3959331.

About JDA Software Group, Inc.

JDA® Software Group, Inc. (NASDAQ: JDAS) is focused on helping companies realize real supply chain and revenue management results – fast. JDA Software delivers integrated merchandising as well as supply chain and revenue management planning, execution and optimization solutions for the consumer-driven supply chain and services industries. Through its industry leading solutions, leading manufacturers, distributors, retailers and services companies around the world are growing their businesses with greater predictability and more profitably. For more information on JDA Software, visit www.jda.com or contact us at info@jda.com or call +1.800.479.7382.

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“Safe Harbor” Statement under the U.S. Private Securities Litigation Reform Act of 1995

We do not believe this press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally accompanied by words such as “will,” and “expect” and other words with forward-looking connotations. In this press release we have included statements with forward-looking implications, including (i) Mr. Brewer’s statement that “our solutions offer what the market and our customers need right now” The occurrence of future events may involve a number of risks and uncertainties, including, but not limited to: (a) the possibility that, despite our strong software sales in 2008, demand for our solutions may weaken, particularly given the current worldwide negative financial and economic environment; and (b) other risks detailed from time to time in the “Risk Factors” section of our filings with the Securities and Exchange Commission. Additional information relating to the uncertainty affecting our business is contained in our filings with the SEC. As a result of these and other risks, actual results may differ materially from those predicted. JDA is not under any obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

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Use of Non-GAAP Financial Information

This press release and the related conference call contain non-GAAP financial measures. In evaluating the Company's performance, management uses certain non-GAAP financial measures to supplement consolidated financial statements prepared under GAAP. Management's presentation of non-GAAP financial measures is intended to be supplemental in nature and should not be considered in isolation or as a substitute for the most directly comparable GAAP measures.

Use and Economic Substance of Non-GAAP Financial Measures Used by JDA

The Company uses non-GAAP measures of performance, including adjusted operating income, EBITDA (earnings before interest, taxes, depreciation and amortization) and earnings per share, in its public statements. Management uses, and chooses to disclose, these non-GAAP financial measures because (i) such measures provide an additional analytical tool to clarify the Company's results from operations and help the Company to identify underlying trends in its results of operations; (ii) the Company uses non-GAAP earnings measures, including EBITDA, as a measure of profitability because such measures help the Company compare its performance on a consistent basis across time periods; and (iii) these non-GAAP measures are employed by the Company's management in its own evaluation of performance and are utilized in financial and operational decision making processes, such as budget planning and forecasting. The Company also internally uses adjusted EBITDA measures for determining (a) compliance with certain financial covenants in its credit agreement and (b) executive and employee compensation. Set forth below are additional reasons why specific items are excluded from the Company's non-GAAP financial measures:

Amortization charges for acquired technology are excluded because they result from prior acquisitions, rather than ongoing operations, and absent additional acquisitions, are expected to decline over time.

Amortization charges for other intangibles are excluded because they are non-cash expenses, and while tangible and intangible assets support our business, we do not believe the related amortization costs are directly attributable to the operating performance of our business.

Restructuring charges and adjustments to acquisition-related reserves are significant non-routine expenses that cannot be predicted and typically relate to a change in our business model or to a change in our estimate of the costs to complete a plan to exist an activity of an acquired company. The exclusion of these charges promotes period-to-period comparisons and transparency. Such charges are primarily related to severance costs and/or the disposition of excess facilities driven by the changes to our business model.

Stock-based compensation is not an expense that typically requires or will require cash settlement by the Company.

The costs associated with the terminated acquisition of i2 Technologies, which include a \$20 million reverse termination fee and other finance and related costs, are significant non-routine expenses. Exclusion of these costs promotes period-to-period comparisons and transparency as we do not believe these costs are directly attributable to the operating performance of our business.

Sales of office facilities are non-routine transactions, not directly related to our core business of selling software and related services and hardware.

Material Limitations (and Compensation thereof) Associated with the Use of Non-GAAP Financial Measures

Non-GAAP financial measures have limitations as an analytical tool and should not be considered in isolation or as a substitute for the Company's GAAP results. In the future, the Company expects to continue reporting non-GAAP financial measures excluding items described above and the Company expects to continue to incur expenses similar to the non-GAAP adjustments described above. Accordingly, exclusion of these and other similar items in our non-GAAP presentation should not be construed as an inference that these costs are unusual, infrequent or non-recurring.

Some of the limitations in relying on non-GAAP financial measures are:

Amortization of acquired technology and intangibles, though not directly affecting our current cash position, represent the loss in value as the technology in our industry evolves, is advanced or is replaced over time. The expense associated with this loss in value is not included in the non-GAAP net income presentation and therefore does not reflect the full economic effect of the ongoing cost of maintaining our current technological position in our competitive industry which is addressed through our research and development program.

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The Company may engage in acquisition transactions in the future. In addition, we incur other restructuring charges from time to time when necessary to adjust our business model. Restructuring related charges may therefore continue to be incurred and should not be viewed as non-recurring.

Stock-based compensation is an important component of our incentive compensation arrangements and will be reflected as expenses in our GAAP results for the foreseeable future under SFAS 123R.

Other companies, including other companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting their usefulness as a comparative measure.

We compensate for these limitations by relying primarily on our GAAP results and using non-GAAP financial measures only supplementally. We also provide reconciliations of each non-GAAP financial measure to our most directly comparable GAAP measure, and we encourage investors to review carefully those reconciliations.

Usefulness of Non-GAAP Financial Measures to Investors

The Company believes that the presentation of these non-GAAP financial measures is warranted for several reasons. First, such non-GAAP financial measures provide investors and management an additional analytical tool for understanding the Company's financial performance by excluding the impact of items which may obscure trends in the core operating performance of the business. Second, since the Company has historically reported non-GAAP results to the investment community, the Company believes the inclusion of non-GAAP numbers provides consistency and enhances investors' ability to compare the Company's performance across financial reporting periods.

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JDA SOFTWARE GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts, unaudited)

	<u>December 31,</u> <u>2008</u>	<u>December 31,</u> <u>2007</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 32,696	\$ 95,288
Accounts receivable, net	79,353	74,659
Income tax receivable	1,358	463
Deferred tax asset	7,982	8,203
Prepaid expenses and other current assets	14,223	15,925
Total current assets	<u>135,612</u>	<u>194,538</u>
Non-Current Assets:		
Property and equipment, net	43,093	44,858
Goodwill	134,561	134,561
Other Intangibles, net:		
Customer lists	121,719	144,344
Acquired software technology	24,160	29,437
Trademarks	1,335	3,013
Deferred tax asset	63,414	62,029
Other non-current assets	4,872	9,445
Total non-current assets	<u>393,154</u>	<u>427,687</u>
Total Assets	<u>\$ 528,766</u>	<u>\$ 622,225</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 3,273	\$ 3,559
Accrued expenses and other liabilities	52,090	48,559
Current portion of long-term debt	-	7,027
Deferred revenue	62,005	67,530
Total current liabilities	<u>117,368</u>	<u>126,675</u>
Non-Current Liabilities:		
Long-term debt	-	92,536
Accrued exit and disposal obligations	8,820	11,797
Liability for uncertain tax positions	7,977	5,421
Total non-current liabilities	<u>16,797</u>	<u>109,754</u>
Total Liabilities	<u>134,165</u>	<u>236,429</u>
Redeemable Preferred Stock	50,000	50,000
Stockholders' Equity:		
Preferred stock, \$.01 par value; authorized 2,000,000 shares; none issued or outstanding	-	-
Common stock, \$.01 par value; authorized, 50,000,000 shares; issued 32,458,396 and 31,378,768 shares, respectively	325	314
Additional paid-in capital	305,564	295,694
Deferred compensation	(2,915)	(3,526)
Retained earnings	59,373	53,144
Accumulated other comprehensive gain	(2,016)	3,814

	360,331	349,440
Less treasury stock, at cost, 1,307,317 and 1,189,269 shares, respectively	<u>(15,730)</u>	<u>(13,644)</u>
Total stockholders' equity	<u>344,601</u>	<u>335,796</u>
Total liabilities and stockholders' equity	<u>\$ 528,766</u>	<u>\$ 622,225</u>

JDA Software Group, Inc.
14400 N. 87th Street
Scottsdale, AZ 85260

JDA SOFTWARE GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except earnings per share data, unaudited)

	Three Months Ended December 31,		Year Ended December 31,	
	2008	2007	2008	2007
REVENUES:				
Software licenses	\$34,305	\$22,440	\$92,898	\$73,599
Maintenance services	44,001	47,006	182,844	178,198
Product revenues	78,306	69,446	275,742	251,797
Consulting services	25,171	26,187	104,072	110,893
Reimbursed expenses	2,738	2,830	10,518	10,885
Service revenues	27,909	29,017	114,590	121,778
Total revenues	<u>106,215</u>	<u>98,463</u>	<u>390,332</u>	<u>373,575</u>
COST OF REVENUES:				
Cost of software licenses	1,490	668	3,499	2,499
Amortization of acquired software technology	1,007	1,502	5,277	6,377
Cost of maintenance services	11,589	11,254	45,734	45,242
Cost of product revenues	14,086	13,424	54,510	54,118
Cost of consulting services	20,870	20,515	81,954	83,131
Reimbursed expenses	2,738	2,830	10,518	10,885
Cost of service revenues	23,608	23,345	92,472	94,016
Total cost of revenues	<u>37,694</u>	<u>36,769</u>	<u>146,982</u>	<u>148,134</u>
GROSS PROFIT	68,521	61,694	243,350	225,441
OPERATING EXPENSES:				
Product development	13,670	13,456	53,866	51,173
Sales and marketing	18,730	18,318	66,468	63,154
General and administrative	11,807	11,606	44,213	41,515
Provision for doubtful accounts	750	1,300	750	2,890
Amortization of intangibles	6,076	3,963	24,303	15,852
Restructuring charges and adjustments to acquisition-related reserves	4,428	(68)	8,382	6,208
Costs of terminated acquisition of i2 Technologies	25,060	-	25,060	-
Gain on sale of office facility	-	-	-	(4,128)
Total operating expenses	<u>80,521</u>	<u>48,575</u>	<u>223,042</u>	<u>176,664</u>
OPERATING INCOME (LOSS)	(12,000)	13,119	20,308	48,777
Interest expense and amortization of loan fees	(3,673)	(2,454)	(10,349)	(11,836)
Finance costs on terminated acquisition of i2 Technologies	(4,655)	-	(5,292)	-
Interest income and other, net	664	1,056	2,791	3,476
INCOME (LOSS) BEFORE INCOME TAXES	(19,664)	11,721	7,458	40,417
Income tax (provision) benefit	9,222	(3,746)	(1,229)	(13,895)
NET INCOME (LOSS)	<u>\$ (10,442)</u>	<u>\$ 7,975</u>	<u>\$ 6,229</u>	<u>\$ 26,522</u>

BASIC EARNINGS (LOSS) PER SHARE	<u>\$(.34)</u>	<u>\$.24</u>	<u>\$.18</u>	<u>\$.79</u>
DILUTED EARNINGS (LOSS) PER SHARE	<u>\$(.34)</u>	<u>\$.22</u>	<u>\$.18</u>	<u>\$.76</u>
SHARES USED TO COMPUTE:				
Basic earnings (loss) per share	<u>31,080</u>	<u>33,744</u>	<u>34,339</u>	<u>33,393</u>
Diluted earnings (loss) per share	<u>31,080</u>	<u>35,654</u>	<u>35,185</u>	<u>34,740</u>

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JDA SOFTWARE GROUP, INC.
NON-GAAP MEASURES OF PERFORMANCE
(in thousands, except share data, unaudited)

	Three Months Ended December 31,		Year Ended December 31,	
	2008	2007	2008	2007
NON-GAAP OPERATING INCOME AND ADJUSTED EBITDA				
Operating income (loss) (GAAP BASIS)	\$(12,000)	\$13,119	\$20,308	\$48,777
Adjustments for non-GAAP measures of performance:				
Add back amortization of acquired software technology	1,007	1,502	5,277	6,377
Add back amortization of intangibles	6,076	3,963	24,303	15,852
Add back restructuring charges	4,428	(68)	8,382	6,208
Add back stock-based compensation	1,189	2,019	4,324	6,191
Add back costs of terminated acquisition of i2 Technologies	25,060	-	25,060	-
Less gain on sale of office facility	-	-	-	(4,128)
Adjusted non-GAAP operating income	25,760	20,535	87,654	79,277
Add back depreciation	2,288	2,412	9,700	9,416
Adjusted EBITDA (Earnings before interest, taxes, depreciation and amortization)	\$28,048	\$22,947	\$97,354	\$88,693
NON-GAAP OPERATING INCOME AND ADJUSTED EBITDA, as a percentage of revenue				
Operating income (loss) (GAAP BASIS)	(11 %)	13 %	5 %	13 %
Adjustments for non-GAAP measures of performance:				
Amortization of acquired software technology	1 %	2 %	1 %	2 %
Amortization of intangibles	6 %	4 %	6 %	4 %
Restructuring charges	4 %	-	2 %	2 %
Stock-based compensation	1 %	2 %	1 %	2 %
Costs of terminated acquisition of i2 Technologies	23 %	-	7 %	
Gain on sale of office facility	-	-	-	(1 %)
Adjusted non-GAAP operating income	24 %	21 %	22 %	22 %
Depreciation	2 %	2 %	3 %	2 %
Adjusted EBITDA (Earnings before interest, taxes, depreciation and amortization)	26 %	23 %	25 %	24 %
NON-GAAP EARNINGS PER SHARE				
Income (loss) before income taxes	\$(19,664)	\$11,721	\$7,458	\$40,417
Amortization of acquired software technology	1,007	1,502	5,277	6,377
Amortization of intangibles	6,076	3,963	24,303	15,852

Restructuring charges and adjustments to acquisition-related reserves	4,428	(68)	8,382	6,208
Stock-based compensation	1,189	2,019	4,324	6,191
Costs of terminated acquisition of i2 Technologies	25,060	–	25,060	–
Finance costs on terminated acquisition of i2 Technologies	4,655	–	5,292	–
Gain on sale of office facility	–	–	–	(4,128)
Adjusted income before income taxes	<u>22,751</u>	<u>19,137</u>	<u>80,096</u>	<u>70,917</u>
Adjusted income tax expense	<u>7,622</u>	<u>6,698</u>	<u>28,266</u>	<u>24,821</u>
Adjusted net income	<u>\$15,129</u>	<u>\$12,439</u>	<u>\$51,830</u>	<u>\$46,096</u>
Adjusted non-GAAP diluted earnings per share	<u>\$0.43</u>	<u>\$0.35</u>	<u>\$1.47</u>	<u>\$1.33</u>
Shares used to compute non-GAAP diluted earnings per share	<u>34,953</u>	<u>35,654</u>	<u>35,185</u>	<u>34,740</u>

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	Three Months Ended December 31,		Year Ended December 31,	
	2008	2007	2008	2007
CASH FLOW INFORMATION				
Net cash provided by (used in)operating activities (GAAP BASIS)	\$ (23,581)	\$ 16,038	\$ 47,091	\$ 79,707
Add back costs of terminated acquisition of i2 Technologies	25,060		25,060	
Add back financing costs on terminated acquisition of i2 Technologies	4,655		5,292	
Less accrued and unpaid costs of terminated acquisition of i2 Technologies	(3,573)		(3,573)	
	<u>26,142</u>		<u>26,779</u>	
Adjusted non-GAAP net cash provided by operating activities	<u>\$ 2,561</u>		<u>\$ 73,870</u>	
Net cash used in investing activities:				
Payment of direct costs related to acquisitions	\$ 1,192	\$ (1,273)	\$ (4,242)	\$ (7,606)
Purchase of other property and equipment	(2,529)	(2,269)	(8,594)	(7,408)
Proceeds from disposal of property and equipment	17	7	132	6,856
	<u>\$ (1,320)</u>	<u>\$ (3,535)</u>	<u>\$ (12,704)</u>	<u>\$ (8,158)</u>
Net cash provided by financing activities:				
Issuance of common stock under equity plans	\$ 1,792	\$ 3,040	\$ 7,806	\$ 11,185
Principal payments on term-loan agreement	(80,477)	(437)	(99,563)	(40,000)
Other, net	(184)	(1,616)	(3,724)	(1,775)
	<u>\$ (78,869)</u>	<u>\$ 987</u>	<u>\$ (95,481)</u>	<u>\$ (30,590)</u>

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