

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
SEC Accession No. [0001209191-13-004719](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Packer David W

CIK: **1385906**

Type: **4** | Act: **34** | File No.: **001-35598** | Film No.: **13553159**

Mailing Address
C/O E2OPEN, INC.
4100 EAST THIRD AVENUE,
SUITE 400
FOSTER CITY CA 94404

ISSUER

E2open Inc

CIK: **1540400** | IRS No.: **943366487** | State of Incorpor.: **DE** | Fiscal Year End: **0228**
SIC: **7372** Prepackaged software

Mailing Address	Business Address
4100 EAST THIRD AVENUE, SUITE 400 FOSTER CITY CA 94404	4100 EAST THIRD AVENUE, SUITE 400 FOSTER CITY CA 94404 650-645-6500

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Packer David W			2. Issuer Name and Ticker or Trading Symbol E2open Inc [EOPN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP Worldwide Field Operations		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
C/O E2OPEN, INC., 4100 EAST THIRD AVENUE, SUITE 400								
(Street) FOSTER CITY, CA 94404			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2013		<u>S</u>		57,142 ⁽¹⁾	D	\$17.6694 ⁽²⁾	0	D	
Common Stock	01/24/2013		<u>M</u>		62,858 ⁽¹⁾	A	\$0.35	62,858	D	
Common Stock	01/24/2013		<u>S</u>		62,858 ⁽¹⁾	D	\$17.75	0	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (right to buy)	\$0.35	01/24/2013		<u>M</u>		62,858 ⁽¹⁾		⁽³⁾	08/09/2018	Common Stock	62,858	\$ 0	61,170	D	

Explanation of Responses:

1. This transaction was executed pursuant to a Rule 10b5-1 trading plan.

2. The 57,142 shares were sold through separate trades, with the sale prices ranging from \$17.55 to \$17.75, and at a weighted average sale price of \$17.6694. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission (the "SEC"), the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate purchase price.
3. The Reporting Person exercised 62,858 shares of the 166,885 share option granted on June 5, 2009. The option was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The option is subject to an early exercise provision and is immediately exercisable. 1/4th of the shares subject to the option vested on September 10, 2009 and 1/48th of the shares vest on each one month anniversary thereafter.

Signatures

/s/ Karen Piry, by power of attorney

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.