

# SECURITIES AND EXCHANGE COMMISSION

## FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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### FILER

#### **METASOLV INC**

CIK: **916704** | IRS No.: **752912166** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **DEFA14A** | Act: **34** | File No.: **000-28129** | Film No.: **05788870**  
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# SCHEDULE 14A INFORMATION

## Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

## METASOLV, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**METASOLV, INC.**  
5556 Tennyson Parkway  
Plano, Texas 75024

SECOND SUPPLEMENT  
TO  
PROXY STATEMENT DATED APRIL 13, 2005

This second supplement being mailed to stockholders on or about May 3, 2005, amends our proxy statement dated April 13, 2005 relating to the solicitation of proxies by the Board of Directors of MetaSolv, Inc. for matters to be considered at the Company's Annual Meeting of Stockholders scheduled for May 10, 2005. The proxy statement included a proposal to amend the Company's Employee Stock Purchase Plan (the "ESPP") to increase the number of shares subject to the ESPP by 2,500,000 shares ("Proposal #2"). The amendment to the ESPP requires the affirmative vote at the Annual Meeting of at least a majority of the outstanding shares of the Company's Common Stock represented in person or by proxy and entitled to vote on the proposal. Abstentions will have the same effect as votes in opposition to the proposal. Broker non-votes will not have the effect of votes for or against the proposal. The foregoing disclosure regarding the vote requirements and the effects of abstentions and broker non-votes amends the paragraph regarding Proposal #2 under the "Votes Required" section of the proxy statement.