

MANUGISTICS GROUP INC
Form DFAN14A
May 25, 2006

**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): **May 25, 2006**

MANUGISTICS GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Juris-
diction of Incorporation)

0-22154
(Commission
File Number)

52-1469385
(IRS Employer
Identification No.)

9715 Key West Avenue

Rockville, Maryland
(Address of Principal Executive Offices)

20850

(Zip Code)

Registrant's telephone number, including area code: **(301) 255-5000**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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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 (*see* General Instruction A.2. below):

- ☐ 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 8.01. Other Events.

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As previously announced, on April 24, 2006, Manugistics Group, Inc. (the Company) entered into an Agreement and Plan of Merger by and among the Company, JDA Software Group, Inc. (JDA) and Stanley Acquisition Corp., a wholly-owned subsidiary of JDA, (Merger Sub), pursuant to which Merger Sub will be merged with and into the Company, with the Company continuing after the merger as a wholly-owned subsidiary of JDA. The Company and JDA announced today that they were granted early termination under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the merger. A copy of the joint press release announcing the grant of early termination is attached as Exhibit 99.1 to this current report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1. Joint Press Release dated May 25, 2006

SIGNATURE

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

MANUGISTICS GROUP, INC.

Date: May 25, 2006

By: /s/ Joseph L. Cowan
Joseph L. Cowan
Chief Executive Officer