

DemandTec, Inc.  
Form 8-K  
February 05, 2009

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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 30, 2009

**DemandTec, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-33634

(Commission  
File Number)

94-3344761

(I.R.S. Employer  
Identification No.)

One Circle Star Way, Suite 200, San Carlos,  
California

(Address of principal executive offices)

94070

(Zip Code)

Registrant's telephone number, including area code:

(650) 226-4600

Not Applicable

Former name or former address, if changed since last report

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 8.01 Other Events.**

On January 30, 2009, (i) Daniel R. Fishback, President and Chief Executive Officer of DemandTec, Inc. (the "Company"), entered into an amendment (the "Amendment") to his written stock sales plan which was previously entered into on October 29, 2008 and which was disclosed on a Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on November 4, 2008 (the "2008 Plan"), and (ii) William R. Phelps, the Company's Executive Vice President and Chief Customer Officer, entered into a new written stock plan, each in accordance with the guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company's policies regarding securities transactions. Rule 10b5-1 allows corporate officers and directors to adopt written, pre-arranged stock trading plans when they do not have material, non-public information. Under these plans, insiders can gradually diversify their investment portfolios and can avoid concerns about whether they had material, non-public information when they sold stock. All transactions under such plans will be disclosed publicly through required Form 4 and Form 144 filings with the SEC.

Prior to the Amendment, Mr. Fishback's 2008 Plan provided for the sale of up to 480,000 shares of the Company's Common Stock ("Common Stock") to be issued upon the exercise of outstanding stock options, up to 80,000 share of Common Stock to be issued upon settlement of outstanding performance-based restricted stock units ("PSUs"), up to 24,000 shares of Common Stock held by him as Trustee of the Anne Fishback Irrevocable Trust dated April 13, 2007, and up to 24,000 shares of Common Stock held by him as Trustee of the Megan Fishback Irrevocable Trust dated April 13, 2007, commencing in January 2009.

The Amendment to Mr. Fishback's 2008 Plan provides for the sale of up to an additional 342,291 shares of the Company's Common Stock remaining unsold and to be carried forward from Mr. Fishback's prior sales plan entered into on October 31, 2007 (the "2007 Plan"), under the same parameters as set forth in the 2007 Plan, commencing in April 2009; provided, however, that annual sales under the 2008 Plan shall be capped at a maximum of 560,000 shares during any twelve month period, including all shares carried forward from the 2007 Plan. The plan is scheduled to terminate in January 2010, unless terminated earlier. The number of shares to be sold under the plan and the timing of such sales will depend on certain factors, including the prevailing market price and trading volume of the Common Stock, as well as the number of shares actually issued upon settlement of the PSUs.

Under Mr. Phelps' plan, he will sell up to 75,000 shares of Common Stock to be issued upon the exercise of outstanding stock options, up to 70,000 shares of Common Stock to be issued upon settlement of outstanding PSUs, and 15,000 shares of Common Stock to be issued upon settlement of outstanding time-based restricted stock units ("RSUs"), commencing in June 2009. The plan is scheduled to terminate in August 2010, unless terminated earlier. The number of shares to be sold under the plan and the timing of such sales will depend on certain factors, including the prevailing market price and trading volume of the Common Stock, as well as the number of shares actually issued upon settlement of the PSUs. The sales plan previously entered into by Mr. Phelps on October 31, 2007, which was disclosed on a Current Report on Form 8-K filed with the SEC on November 6, 2007, will terminate immediately prior to the effectiveness of the new sales plan, unless terminated earlier.

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**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.

DemandTec, Inc.

*February 5, 2009*

By: */s/ Michael J. McAdam*

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*Name: Michael J. McAdam*

*Title: General Counsel and Secretary*