

AGILYSYS INC  
Form SC TO-I/A  
September 20, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**(Amendment No. 2)**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**  
**AGILYSYS, INC.**  
*(Name of Issuer)*  
**AGILYSYS, INC.**  
*(Names of Filing Persons (Offeror and Issuer))*  
**Common Shares, without par value**  
*(Title of Class of Securities)*  
**00847J105**  
*(CUSIP Number of Class of Securities)*

Rita A. Thomas, Esq.  
Vice President, Corporate Counsel and  
Assistant Secretary  
28925 Fountain Parkway  
Solon, Ohio 44139  
Telephone: (440) 720-8500

***Copy to:***  
Arthur C. Hall III, Esq.  
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1400 KeyBank Center  
800 Superior Avenue  
Cleveland, Ohio 44114-2688  
Telephone: (216) 622-8200

*(Name, address and telephone number of person authorized to  
receive notices and communications on behalf of filing person)*

**CALCULATION OF FILING FEE\***

Transaction Valuation*	Amount of Filing Fee**
\$ 111,000,000	\$3,407.70

\* Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of 6,000,000 common shares at the maximum tender offer price of \$18.50 per share.

\*\* The amount of the filing fee,

calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$30.70 per \$1,000,000 of the value of the transaction.

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

Amount Previously Paid:	\$3,407.70	Filing Party:	Agilysys, Inc.
Form or Registration No.:	Schedule TO-I	Date Filed:	August 21, 2007

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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SIGNATURE  
EX-99.A.5.V

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**SCHEDULE TO**

This Amendment No. 2 (this Amendment ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the Commission ) on August 21, 2007 (the Schedule TO ), as amended and supplemented by Amendment No. 1 thereto filed with the Commission on September 17, 2007, and relates to the offer by Agilysys, Inc., an Ohio corporation (the Company ), to purchase up to 6,000,000 of its common shares, without par value (the Shares ), at a price not greater than \$18.50 nor less than \$16.25 per Share (such per Share purchase price, the Purchase Price ), net to the seller in cash, without interest. The offer is subject to the terms and conditions set forth in the Offer to Purchase, dated August 21, 2007 (the Offer to Purchase ) and the related Letter of Transmittal (the Letter of Transmittal ), previously filed as Exhibits (a)(1)(i) and (a)(1)(ii) to the Schedule TO respectively, which, together with any amendments or supplements to either, collectively constitute the Tender Offer. This Amendment No. 2 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended. Unless the context requires otherwise, all references to Shares shall include all the associated common share purchase rights issued pursuant to the Rights Agreement, dated as of April 27, 1999, by and between the Company and National City Bank. The information contained in the Tender Offer is incorporated herein by reference in response to all of the items in the Schedule TO, as amended, except as specifically provided herein.

This Amendment is filed to incorporate the press release dated September 20, 2007 that announced the preliminary results of the Tender Offer.

**11. Additional information.**

The information set forth in Item 11(b) is hereby amended and supplemented by the following:

On September 20, 2007, the Company issued a press release announcing the preliminary results of the Tender Offer, which expired at 5:00 p.m., Eastern Time, on Wednesday, September 19, 2007. A copy of the press release is filed as Exhibit (a)(5)(v) to this Amendment and is incorporated herein by reference.

**12. Exhibits.**

The information set forth in Item 12 is hereby amended and supplemented by adding immediately following the reference to Exhibit (a)(5)(iv) the following:

(a)(5)(v) Press Release, dated September 20, 2007, announcing the preliminary results of the Tender Offer.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

AGILYSYS, INC.

By: /s/ Martin F. Ellis

Name: Martin F. Ellis

Title: Executive Vice President, Treasurer  
and  
Chief Financial Officer

Date: September 20, 2007