

AGILYSYS INC  
Form 4  
June 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RAMIUS LLC

(Last) (First) (Middle)

599 LEXINGTON AVE., 20TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AGILYSYS INC [AGYS]

3. Date of Earliest Transaction (Month/Day/Year)  
06/03/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/03/2009		S	806 D \$ 7.6665	300,889	I	By Parche, LLC <u>(3)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/03/2009		S	595 D \$ 7.6584	300,294	I	By Parche, LLC <u>(3)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/04/2009		S	22 D \$ 7.825	300,272	I	By Parche, LLC <u>(3)</u>

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Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/04/2009	S	1,266	D	\$ 7.6971	299,006	I	By Parche, LLC <u>(3)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/03/2009	S	5,825	D	\$ 7.6665	2,174,928	I	By Ramius Value & Opportunity Master <u>(4)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/03/2009	S	4,302	D	\$ 7.6584	2,170,626	I	By Ramius Value & Opportunity Master <u>(4)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/04/2009	S	159	D	\$ 7.825	2,170,467	I	By Ramius Value & Opportunity Master <u>(4)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/04/2009	S	9,152	D	\$ 7.6971	2,161,315	I	By Ramius Value & Opportunity Master <u>(4)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/03/2009	S	688	D	\$ 7.6665	257,079	I	By RCG PB, Ltd. <u>(5)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/03/2009	S	508	D	\$ 7.6584	256,571	I	By RCG PB, Ltd. <u>(5)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/04/2009	S	19	D	\$ 7.825	256,552	I	By RCG PB, Ltd. <u>(5)</u>
Common Stock, no par value <u>(1)</u> <u>(2)</u>	06/04/2009	S	1,082	D	\$ 7.6971	255,470	I	By RCG PB, Ltd. <u>(5)</u>

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

**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 control number.**

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(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMIUS LLC 599 LEXINGTON AVE. 20TH FLOOR NEW YORK, NY 10022		X		
Parche, LLC C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		
RAMIUS ADVISORS LLC C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		
RCG PB, Ltd C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		
Starboard Value & Opportunity Master Fund Ltd C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022		X		
RCG Enterprise Ltd CITCO FUND SERVICES LIMITED CORPORATE CENTER, WEST BAY ROAD GRAND CAYMAN		X		
RCG STARBOARD ADVISORS, LLC C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR		X		

NEW YORK, NY 10022

## Signatures

By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date
By: Parche, LLC; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date
By: Ramius Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date
By: RCG PB, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date
By: Ramius Value and Opportunity Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date
By: Ramius Enterprise Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date
By: RCG Starboard Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory	06/05/2009
**Signature of Reporting Person	Date

## Explanation of Responses:

\* 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).

(1) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the first of two identical reports relating to the same transactions being filed with the Securities and Exchange Commission.

(2) Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

(3) Shares of Common Stock beneficially owned by Parche, LLC (Parche). As the sole non-managing member of Parche, Ramius Enterprise Master Fund Ltd (Enterprise Master Fund) may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the managing member of Parche, RCG Starboard Advisors, LLC (RCG Starboard Advisors) may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche. As the investment advisor of Enterprise Master Fund, Ramius Advisors, LLC (Ramius Advisors) may be deemed to beneficially own the shares of Common Stock owned by Parche. As the sole member of each of RCG Starboard Advisors and Ramius Advisors, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Parche.

(4) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). As the investment manager of Value and Opportunity Master Fund, RCG Starboard Advisors may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the sole member of RCG Starboard Advisors, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

(5)

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Shares of Common Stock beneficially owned by RCG PB, Ltd. (RCG PB). Ramius Advisors, as the investment advisor of RCG PB, may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. Ramius, as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.