

AGILYSYS INC

Form 4

November 13, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAK CAPITAL ONE LLC

(Last) (First) (Middle)

590 MADISON AVENUE, 9TH
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)
11/11/2013

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/11/2013		S		371,935	D	\$ 11.8	4,912,713 D (1) (3) (4)
Common Stock	11/11/2013		P		371,935	A	\$ 11.8	5,284,648 D (2) (3) (4)
Common Stock	11/12/2013		S		371,935	D	\$ 11.78	4,912,713 D (1) (3) (4)
Common Stock	11/12/2013		P		371,935	A	\$ 11.78	5,284,648 D (2) (3) (4)

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

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SEC 1474
(9-02)

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

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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAK CAPITAL ONE LLC 590 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10022		X		
MAK Capital Fund LP 590 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10022		X		
Kaufman Michael A 590 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10022		X		
Cueva R. Andrew C/O MAK CAPITAL FUND L.P. 590 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10022	X	X		
MAK-ro Capital Master Fund LP 590 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Michael A. Kaufman, Managing Member of MAK Capital One
LLC

11/13/2013

__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) Reflects a sale of shares of common stock of Agilysys, Inc. (the "Shares") by MAK Capital Fund LP ("MAK Capital Fund") to MAK-ro Capital Master Fund LP ("MAK-ro Capital").
- (2) Reflects a purchase of Shares by MAK-ro Capital from MAK Capital Fund. MAK-ro Capital has filed a Form 3 to report its beneficial ownership of the Shares and its status as a member of a Section 13(d) group owning more than 10% of the outstanding Shares.

MAK Capital One LLC ("MAK Capital One") acts as the investment manager of MAK Capital Fund, MAK-ro Capital and Paloma International L.P. ("Paloma") with respect to the Shares. Paloma, through its subsidiary, Sunrise Partners Limited Partnership, owns
(3) 1,772,286 Shares, which Shares are not included in this report. Michael A. Kaufman is the managing member of MAK Capital One and the controlling person of MAK Capital Fund and MAK-ro Capital. S. Donald Sussman is the controlling person of Paloma.

MAK Capital One and Mr. Kaufman may each be deemed to indirectly beneficially own the Shares held by MAK Capital Fund, MAK-ro Capital and Paloma. For purposes of this Form 4, MAK Capital One and Mr. Kaufman each disclaims ownership of the Shares owned by
(4) MAK Capital Fund, MAK-ro Capital and Paloma, except to the extent of their pecuniary interest therein. R. Andrew Cueva, a director of the Company and a managing director of MAK Capital One, may be deemed to share beneficial ownership of the Shares held by MAK Capital Fund and MAK-ro Capital. Mr. Cueva disclaims beneficial ownership of such Shares except to the extent of his pecuniary interest therein.

Remarks:

Joint Filer Information is attached as Exhibit 99.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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