

AGILYSYS INC  
Form SC 13D/A  
October 02, 2009

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 7)1

Agilysys, Inc.

(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

00847J105

(CUSIP Number)

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

October 1, 2009

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS VALUE AND OPPORTUNITY MASTER FUND, LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		1,091,197
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,091,197
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,091,197

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS ENTERPRISE MASTER FUND LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		275,225
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		275,225
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

275,225

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RCG PB, LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..  
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		1,133,374
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,133,374
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,133,374

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS ADVISORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,408,599
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,408,599
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,408,599

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RCG STARBOARD ADVISORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,091,197
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,091,197
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,091,197

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,499,796
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,499,796
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,499,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14 TYPE OF REPORTING PERSON

OO



CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

C4S & CO., L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x  
GROUP (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS ..  
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		2,499,796
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	2,499,796
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,499,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

PETER A. COHEN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,499,796 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

2,499,796

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,499,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

MORGAN B. STARK

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,499,796 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,499,796

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,499,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

JEFFREY M. SOLOMON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

2,499,796

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

2,499,796

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,499,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

THOMAS W. STRAUSS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,499,796 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

2,499,796

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,499,796

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned ("Amendment No. 7"). This Amendment No. 7 shall be deemed to amend and restate in their entirety Items 2, 3 and 5, add to Item 6 the existence of a new joint filing agreement among the Reporting Persons and add an additional exhibit to Item 7 of the Schedule 13D. The primary purpose of amending the Schedule 13D is to remove Parche, LLC ("Parche") as a Reporting Person as a result of a restructuring of the Reporting Persons' ownership in the Issuer, through which Parche transferred its holdings in the Issuer to Ramius Enterprise Master Fund Ltd (which owned 100% of the economic interest in Parche).

Item 2 is hereby amended and restated to read as follows:

- (a) This statement is filed by:
- (i) Ramius Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company ("Value and Opportunity Master Fund"), with respect to the Shares directly and beneficially owned by it;
  - (ii) Ramius Enterprise Master Fund Ltd, a Cayman Islands exempted company ("Enterprise Master Fund"), with respect to the Shares directly and beneficially owned by it;
  - (iii) RCG PB, Ltd., a Cayman Islands exempted company ("RCG PB"), with respect to the Shares directly and beneficially owned by it;
  - (iv) Ramius Advisors, LLC, a Delaware limited liability company ("Ramius Advisors"), who serves as the investment advisor of Enterprise Master Fund and RCG PB;
  - (v) RCG Starboard Advisors, LLC, a Delaware limited liability company ("RCG Starboard Advisors"), who serves as the investment manager of Value and Opportunity Master Fund;
  - (vi) Ramius LLC, a Delaware limited liability company ("Ramius"), who serves as the sole member of each of RCG Starboard Advisors and Ramius Advisors;
  - (vii) C4S & Co., L.L.C., a Delaware limited liability company ("C4S"), who serves as managing member of Ramius;
  - (viii) Peter A. Cohen, who serves as one of the managing members of C4S;
  - (ix) Morgan B. Stark, who serves as one of the managing members of C4S;
  - (x) Thomas W. Strauss, who serves as one of the managing members of C4S; and
  - (xi) Jeffrey M. Solomon, who serves as one of the managing members of C4S.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

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(b) The address of the principal office of each of Ramius Advisors, RCG Starboard Advisors, Ramius, C4S, and Messrs. Cohen, Stark, Strauss and Solomon is 599 Lexington Avenue, 20th Floor, New York, New York 10022.

The address of the principal office of each of Value and Opportunity Master Fund, Enterprise Master Fund and RCG PB is c/o Citco Fund Services (Cayman Islands) Limited, Corporate Center, West Bay Road, Grand Cayman, Cayman Islands, British West Indies. The officers and directors of Value and Opportunity Master Fund and their principal occupations and business addresses are set forth on Schedule B and incorporated by reference in this Item 2. The officers and directors of Enterprise Master Fund and their principal occupations and business addresses are set forth on Schedule C and incorporated by reference in this Item 2. The officers and directors of RCG PB and their principal occupations and business addresses are set forth on Schedule D and incorporated by reference in this Item 2.

(c) The principal business of each of Value and Opportunity Master Fund, Enterprise Master Fund and RCG PB is serving as a private investment fund. Value and Opportunity Master Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Each of Enterprise Master Fund and RCG PB have been formed for the purpose of making equity and debt investments. The principal business of RCG Starboard Advisors is acting as the investment manager of Value and Opportunity Master Fund. The principal business of Ramius Advisors is acting as the investment advisor of Enterprise Master Fund and RCG PB. Ramius is engaged in money management and investment advisory services for third parties and proprietary accounts and serves as the sole member of each of RCG Starboard Advisors and Ramius Advisors. C4S serves as managing member of Ramius. Messrs. Cohen, Strauss, Stark and Solomon serve as co-managing members of C4S.

(d) No Reporting Person, nor any person listed on Schedule B, Schedule C or Schedule D, each annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule B, Schedule C or Schedule D, each annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Cohen, Stark, Strauss, and Solomon are citizens of the United States of America.

The first paragraph of Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Value and Opportunity Master Fund, Enterprise Master Fund and RCG PB were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase cost of the 2,499,796 Shares beneficially owned in the aggregate by Value and Opportunity Master Fund, Enterprise Master Fund and RCG PB is approximately \$21,888,000, excluding brokerage commissions.

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Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 23,031,117 Shares outstanding, as of July 31, 2009, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 5, 2009.

A. Value and Opportunity Master Fund

- (a) As of the close of business on October 1, 2009, Value and Opportunity Master Fund beneficially owned 1,091,197 Shares.

Percentage: Approximately 4.7%.

- (b)
1. Sole power to vote or direct vote: 1,091,197
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,091,197
  4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Value and Opportunity Master Fund since the filing of the Amendment No. 6 to the Schedule 13D are set forth in Schedule A and are incorporated by reference.

B. RCG PB

- (a) As of the close of business on October 1, 2009, RCG PB beneficially owned 1,133,374 Shares.

Percentage: Approximately 4.9%.

- (b)
1. Sole power to vote or direct vote: 1,133,374
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,133,374
  4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by RCG PB since the filing of the Amendment No. 6 to the Schedule 13D are set forth in Schedule A and are incorporated by reference.

C. Enterprise Master Fund

- (a) As of the close of business on October 1, 2009, Enterprise Master Fund beneficially owned 275,225 Shares.

Percentage: Approximately 1.2%.



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- (b)
1. Sole power to vote or direct vote: 275,225
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 275,225
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Enterprise Master Fund since the filing of the Amendment No. 6 to the Schedule 13D are set forth in Schedule A and are incorporated by reference.

D. RCG Starboard Advisors

(a) As the investment manager of Value and Opportunity Master Fund, RCG Starboard Advisors is deemed the beneficial owner of the 1,091,197 Shares owned by Value and Opportunity Master Fund.

Percentage: Approximately 4.7%.

- (b)
1. Sole power to vote or direct vote: 1,091,197
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,091,197
  4. Shared power to dispose or direct the disposition: 0

(c) RCG Starboard Advisors did not enter into any transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D. The transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D on behalf of Value and Opportunity Master Fund are set forth in Schedule A and are incorporated by reference.

E. Ramius Advisors

(a) As the investment advisor of Enterprise Master Fund and RCG PB, Ramius Advisors is deemed the beneficial owner of the (i) 275,225 Shares owned by Enterprise Master Fund and (ii) 1,133,374 Shares owned by RCG PB.

Percentage: Approximately 6.1%.

- (b)
1. Sole power to vote or direct vote: 1,408,599
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,408,599
  4. Shared power to dispose or direct the disposition: 0

(c) Ramius Advisors did not enter into any transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D. The transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D on behalf of Enterprise Master Fund and RCG PB are set forth in Schedule A and are incorporated by reference.

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F. Ramius

(a) As the sole member of each of RCG Starboard Advisors and Ramius Advisors, Ramius is deemed the beneficial owner of the (i) 1,091,197 Shares owned by Value and Opportunity Master Fund, (ii) 1,133,374 Shares owned by RCG PB and (iii) 275,225 Shares owned by Enterprise Master Fund.

Percentage: Approximately 10.9%.

- (b)
1. Sole power to vote or direct vote: 2,499,796
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,499,796
  4. Shared power to dispose or direct the disposition: 0

(c) Ramius did not enter into any transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D. The transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D on behalf of Value and Opportunity Master Fund, RCG PB and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

G. C4S

(a) As the managing member of Ramius, C4S is deemed the beneficial owner of the (i) 1,091,197 Shares owned by Value and Opportunity Master Fund, (ii) 1,133,374 Shares owned by RCG PB and (iii) 275,225 Shares owned by Enterprise Master Fund.

Percentage: Approximately 10.9%.

- (b)
1. Sole power to vote or direct vote: 2,499,796
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,499,796
  4. Shared power to dispose or direct the disposition: 0

(c) C4S did not enter into any transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D. The transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D on behalf of Value and Opportunity Master Fund, RCG PB and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

H. Messrs. Cohen, Stark, Strauss and Solomon

(a) As the managing members of C4S, each of Messrs. Cohen, Stark, Strauss and Solomon is deemed the beneficial owner of the (i) 1,091,197 Shares owned by Value and Opportunity Master Fund, (ii) 1,133,374 Shares owned by RCG PB and (iii) 275,225 Shares owned by Enterprise Master Fund.

Percentage: Approximately 10.9%.

CUSIP NO. 00847J105

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,499,796
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,499,796

(c) None of Messrs. Cohen, Stark, Strauss or Solomon entered into any transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D. The transactions in the Shares since the filing of the Amendment No. 6 to the Schedule 13D on behalf of Value and Opportunity Master Fund, RCG PB and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6 is hereby amended to add the following:

On October 2, 2009, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D, with respect to securities of the Issuer, to the extent required by applicable law. A copy of this agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7 is hereby amended to include the following exhibit:

Exhibit 99.1 Joint Filing Agreement by and among Ramius Value and Opportunity Master Fund, Ltd., RCG PB, Ltd., Ramius Enterprise Master Fund Ltd, RCG Starboard Advisors, LLC, Ramius Advisors, LLC, Ramius LLC, C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss, and Jeffrey M. Solomon, dated October 2, 2009.

CUSIP NO. 00847J105

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 2, 2009

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD	RAMIUS ENTERPRISE MASTER FUND LTD
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By: RCG Starboard Advisors, LLC,  
its investment manager

By: Ramius Advisors, LLC,  
its investment advisor

RCG PB, LTD.  
By: Ramius Advisors, LLC,  
its investment advisor

RAMIUS ADVISORS, LLC  
By: Ramius LLC,  
its sole member

RCG STARBOARD ADVISORS, LLC  
By: Ramius LLC,  
its sole member

RAMIUS LLC  
By: C4S & Co., L.L.C.,  
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon  
Name: Jeffrey M.  
Solomon  
Title: Authorized  
Signatory

/s/ Jeffrey M.  
Solomon  
JEFFREY M.  
SOLOMON  
Individually  
and as  
attorney-in-fact  
for Peter A.  
Cohen, Morgan  
B. Stark and  
Thomas W.  
Strauss

CUSIP NO. 00847J105

## SCHEDULE A

Transactions by the Reporting Persons and Parche, LLC in the Shares Since the Filing of the Amendment No. 6 to the Schedule 13D

Shares of Common Stock Purchased/(Sold)	Price Per Share(\$)	Date of Purchase/Sale
RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD		
(159)	7.0275	08/27/2009
(1,204)	7.0014	08/27/2009
(4,595)	7.0094	08/28/2009
(1,517)	7.0095	08/28/2009
(3,064)	7.0006	09/04/2009
(716)	7.0011	09/04/2009
(159)	7.0000	09/09/2009
(574)	7.2164	09/10/2009
(4,031)	7.0356	09/10/2009
(318)	7.2831	09/21/2009
(19,259)	7.2897	09/21/2009
(1,224)	7.2978	09/22/2009
(18,353)	7.2561	09/22/2009
(2,476)	7.3658	09/23/2009
(20,453)	7.2753	09/23/2009
(637)	7.1937	09/24/2009
(13,211)	7.1481	09/24/2009
(140)	7.1543	09/25/2009
(3,561)	7.1676	09/25/2009
(3,129)	7.2931	09/28/2009
(18,859)	7.2951	09/28/2009
(9,868)	7.1603	09/29/2009
(9,868)	7.3176	09/29/2009
(319)	7.2648	09/30/2009
(80)	7.1500	09/30/2009
(18,060)##	6.5900	10/01/2009
(3,888)##	6.5900	10/01/2009
(5,051)##	6.5900	10/01/2009
(31,175)##	6.5900	10/01/2009
(9,444)##	6.5900	10/01/2009
(15,775)##	6.5900	10/01/2009

## Shares were transferred to RCG PB, Ltd., an affiliate of Ramius Value and Opportunity Master Fund Ltd, in connection with a restructuring of the Reporting Persons' ownership in the Issuer.



CUSIP NO. 00847J105

(198,905)##	6.5900	10/01/2009
(36,409)##	6.5900	10/01/2009
(43,805)##	6.5900	10/01/2009
(114)##	6.5900	10/01/2009
(28,445)##	6.5900	10/01/2009
(9,128)##	6.5900	10/01/2009
(22,756)##	6.5900	10/01/2009
(18,963)##	6.5900	10/01/2009
(18,963)##	6.5900	10/01/2009
(18,963)##	6.5900	10/01/2009
(9,482)##	6.5900	10/01/2009
(3,793)##	6.5900	10/01/2009
(5,461)##	6.5900	10/01/2009
(10,987)##	6.5900	10/01/2009
(8,603)##	6.5900	10/01/2009
(20,206)##	6.5900	10/01/2009
(8,398)##	6.5900	10/01/2009
(58,785)##	6.5900	10/01/2009
(292,667)##	6.5900	10/01/2009

## RCG PB, LTD.

(19)	7.0275	08/27/2009
(142)	7.0014	08/27/2009
(543)	7.0094	08/28/2009
(179)	7.0095	08/28/2009
(362)	7.0006	09/04/2009
(85)	7.0011	09/04/2009
(19)	7.0000	09/09/2009
(68)	7.2164	09/10/2009
(477)	7.0356	09/10/2009
(38)	7.2831	09/21/2009
(2,277)	7.2897	09/21/2009
(145)	7.2978	09/22/2009
(2,170)	7.2561	09/22/2009
(293)	7.3658	09/23/2009
(2,417)	7.2753	09/23/2009
(75)	7.1937	09/24/2009
(1,561)	7.1481	09/24/2009
(17)	7.1543	09/25/2009
(421)	7.1676	09/25/2009
(370)	7.2931	09/28/2009
(2,230)	7.2951	09/28/2009
(1,167)	7.1603	09/29/2009
(1,167)	7.3176	09/29/2009
(38)	7.2648	09/30/2009

## Shares were transferred to RCG PB, Ltd., an affiliate of Ramius Value and Opportunity Master Fund Ltd, in connection with a restructuring of the Reporting Persons' ownership in the Issuer.



CUSIP NO. 00847J105

(9)	7.1500	09/30/2009
58,785#	7.4313	10/01/2009
292,667#	6.9600	10/01/2009
18,060#	11.8993	10/01/2009
3,888#	11.9228	10/01/2009
5,051#	10.6283	10/01/2009
31,175#	10.6481	10/01/2009
9,444#	10.5436	10/01/2009
15,775#	10.2593	10/01/2009
198,905#	9.8121	10/01/2009
36,409#	10.1014	10/01/2009
43,805#	11.0465	10/01/2009
114#	10.9490	10/01/2009
28,445#	12.3136	10/01/2009
9,128#	12.2142	10/01/2009
22,756#	12.2027	10/01/2009
18,963#	12.0892	10/01/2009
18,963#	11.9308	10/01/2009
18,963#	11.8656	10/01/2009
9,482#	11.8254	10/01/2009
3,793#	11.4889	10/01/2009
5,461#	11.6329	10/01/2009
10,987#	11.9669	10/01/2009
8,603#	11.8143	10/01/2009
20,206#	10.1520	10/01/2009
8,398#	9.5962	10/01/2009

## PARCHE, LLC

(22)	7.0275	08/27/2009
(167)	7.0014	08/27/2009
(636)	7.0094	08/28/2009
(210)	7.0095	08/28/2009
(424)	7.0006	09/04/2009
(99)	7.0011	09/04/2009
(22)	7.0000	09/09/2009
(79)	7.2164	09/10/2009
(558)	7.0356	09/10/2009
(44)	7.2831	09/21/2009
(2,664)	7.2897	09/21/2009
(169)	7.2978	09/22/2009
(2,539)	7.2561	09/22/2009
(342)	7.3658	09/23/2009

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# Shares were acquired from Ramius Value and Opportunity Master Fund Ltd, an affiliate of RCG PB, Ltd., in connection with a restructuring of the Reporting Persons' ownership in the Issuer.



CUSIP NO. 00847J105

(2,830)	7.2753	09/23/2009
(88)	7.1937	09/24/2009
(1,828)	7.1481	09/24/2009
(19)	7.1543	09/25/2009
(493)	7.1676	09/25/2009
(433)	7.2931	09/28/2009
(2,611)	7.2951	09/28/2009
(1,365)	7.1603	09/29/2009
(1,365)	7.3176	09/29/2009
(44)	7.2648	09/30/2009
(11)	7.1500	09/30/2009
(7,000)*	6.5900	10/01/2009
(1,507)*	6.5900	10/01/2009
(167,882)*	6.5900	10/01/2009
(15,360)*	6.5900	10/01/2009
(18,480)*	6.5900	10/01/2009
(48)*	6.5900	10/01/2009
(12,000)*	6.5900	10/01/2009
(3,851)*	6.5900	10/01/2009
(9,600)*	6.5900	10/01/2009
(8,000)*	6.5900	10/01/2009
(8,000)*	6.5900	10/01/2009
(8,000)*	6.5900	10/01/2009
(4,000)*	6.5900	10/01/2009
(1,600)*	6.5900	10/01/2009
(2,304)*	6.5900	10/01/2009
(4,259)*	6.5900	10/01/2009
(3,334)*	6.5900	10/01/2009

## RAMIUS ENTERPRISE MASTER FUND LTD

7,000**	6.5900	10/01/2009
1,507**	6.5900	10/01/2009
167,882**	6.5900	10/01/2009
15,360**	6.5900	10/01/2009
18,480**	6.5900	10/01/2009
48**	6.5900	10/01/2009
12,000**	6.5900	10/01/2009
3,851**	6.5900	10/01/2009
9,600**	6.5900	10/01/2009
8,000**	6.5900	10/01/2009
8,000**	6.5900	10/01/2009
8,000**	6.5900	10/01/2009
4,000**	6.5900	10/01/2009
1,600**	6.5900	10/01/2009
2,304**	6.5900	10/01/2009
4,259**	6.5900	10/01/2009
3,334**	6.5900	10/01/2009

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\* Shares were transferred to Ramius Enterprise Master Fund Ltd, an affiliate of Parche, LLC, in connection with a restructuring of the Reporting Persons' ownership in the Issuer.

\*\* Shares were acquired from Parche, LLC, an affiliate of Ramius Enterprise Master Fund Ltd, in connection with a restructuring of the Reporting Persons' ownership in the Issuer.

CUSIP NO. 00847J105

SCHEDULE B

Directors and Officers of Ramius Value and Opportunity Master Fund Ltd

Name and Position	Principal Occupation	Principal Business Address
Jeffrey M. Solomon Director	Managing Member of C4S & Co., L.L.C., which is the Managing Member of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022
Mark R. Mitchell Director	Partner of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies

CUSIP NO. 00847J105

SCHEDULE C

Directors and Officers of Ramius Enterprise Master Fund Ltd

Name and Position	Principal Occupation	Principal Business Address
Morgan B. Stark Director	Managing Member of C4S & Co., L.L.C., which is the Managing Member of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022
Marran Ogilvie Director	Chief Operating Officer of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies

SCHEDULE D

Directors and Officers of RCG PB, Ltd

Name and Position	Principal Occupation	Principal Business Address
Morgan B. Stark Director	Managing Member of C4S & Co., L.L.C., which is the Managing Member of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022
Marran Ogilvie Director	Chief Operating Officer of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Corporate Center West Bay Road Grand Cayman, Cayman Islands British West Indies