

MANUGISTICS GROUP INC

Form 8-K/A

September 24, 2004



Amendment No.1

This Amendment No. 1 (this Amendment ) amends the Current Report on Form 8-K of Manugistics Group, Inc., a Delaware corporation, filed with the Commission on September 23, 2004, to correct typographical errors appearing in Item 1.01, including replacing references to Total Net Worth with Tangible Net Worth and correcting the amount of the Tangible Net Worth requirement for the quarter ending February 28, 2005 to show \$120 million.

This Amendment also furnishes a corrected press release in Exhibit 99.1 which clarifies that the total expected restructuring charges for the second half of fiscal 2005 are \$8 million to \$10 million.

**Item 1.01 Entry into a Material Definitive Agreement**

On September 22, 2004, Manugistics Group, Inc. (the Company ) entered into a Second Loan Modification Agreement and a Fourth Amendment to Loan Agreement (the Amendments ), both effective as of August 31, 2004, to the Company s existing credit facilities with Silicon Valley Bank. Under the credit facilities, the Company is required to meet a Tangible Net Worth requirement as of the last day of each quarter. Tangible Net Worth is defined under the credit facilities as the total consolidated assets of the Company minus goodwill, other intangible assets and Total Liabilities. The Amendments lower the Tangible Net Worth requirement from \$140 million to \$120 million for the quarters ending August 31 and November 30, 2004, and from \$150 million to \$120 million plus 50% of net quarterly GAAP profit for the quarter ending February 28, 2005, and modifies the definition of Total Liabilities by excluding up to \$10 million in accruals related to restructuring and exit activities.

**Item 9.01(c) Exhibits**

(c) Exhibit 99.1 Corrected Press Release dated September 23, 2004

---

