

AGILYSYS INC
Form 4
November 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (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.

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)

| 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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. 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.