

MANUGISTICS GROUP INC
 Form 424B3
 April 10, 2001

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SUPPLEMENT NO. 3 TO PROSPECTUS DATED MARCH 12, 2001

[MANUGISTICS LOGO]

\$250,000,000

5% CONVERTIBLE SUBORDINATED NOTES DUE 2007 AND
 COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This is a third supplement to the Prospectus dated March 12, 2001 (the "Prospectus"), relating to \$250,000,000 principal amount of our 5% Convertible Subordinated Notes due 2007 (the "Notes") and the shares of our common stock issuable upon conversion of the Notes.

The table in the "Selling Holders" section on pages 19-21 of the Prospectus is hereby supplemented by the addition of the following:

| SELLING HOLDER ----- | PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED ----- | SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF NOTES (1) ----- |
|--|--|---|
| Ariston Internet Convertible Fund..... | \$25,000 | 567 |
| | ----- | --- |
| Total..... | \$25,000 | 567 |
| | ===== | === |

(1) Based upon an initial conversion rate of approximately 22.695 shares of common stock per \$1,000 principal amount of Notes and a cash payment in lieu of any fractional interest.

All of the other portions of the Prospectus, as previously supplemented, remain unchanged.

The date of this Supplement No. 3 is April 10, 2001