

AGILYSYS INC  
Form DEFA14A  
September 01, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

AGILYSYS, INC.

(Name of the Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(3)

Proposed maximum aggregate value of transaction:

(4)

Total fee paid:

(5)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

Amount Previously Paid:

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)

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PROXY STATEMENT SUPPLEMENT  
2016 ANNUAL MEETING OF SHAREHOLDERS  
September 15, 2016

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The following information relates to the Proxy Statement of Agilysys, Inc. ("Agilysys," the "Company," "we," "our," or "us"), dated August 15, 2016, which was provided to shareholders of the Company in connection with the solicitation by the board of directors of the Company of proxies for the 2016 Annual Meeting of Shareholders and any adjournments or postponements thereof (the "Annual Meeting"). The Annual Meeting will be held on September 15, 2016, at 8:00 a.m., local time, at the Company's offices at 3380 146<sup>th</sup> Place SE, Suite 400, Bellevue, Washington 98007. All capitalized terms used in this Proxy Statement Supplement (the "Supplement") and not otherwise defined herein have the meaning ascribed to them in the Proxy Statement.

Supplemental Disclosure Concerning Proposal 3

In the section of the Proxy Statement entitled "Proposal 3 — Approval of Agilysys, Inc. 2016 Stock Incentive Plan," we disclosed that "As of June 30, 2016, approximately 1,978,255 shares were available for grant under the 2011 Plan." The actual number of shares remaining available for grant under the 2011 Plan as of that date, and as of September 1, 2016, was 957,575.

If you have already returned your proxy card or voting instruction card or voted over the Internet or by telephone and do not wish to change your vote, you do not need to do anything. Your vote will be voted as you instructed in the proxy card or voting instruction card you already returned or as you voted over the Internet or by telephone.

If you have already returned your proxy card or voting instruction card or voted over the Internet or by telephone, and would like to change your vote, you may revoke or change your vote at any time before the final vote on the matter is taken at the Annual Meeting by submitting to our Secretary a notice of revocation or by timely delivery of a valid, later-dated, duly executed proxy by mail, telephone, or Internet.

You may also revoke or change your vote by attending the Annual Meeting and voting in person. If your shares are held by a bank, broker, or other nominee, you must contact the bank, broker, or nominee and follow their instructions for revoking or changing your vote.

This Supplement is first being made available electronically on our website at [www.agilysys.com](http://www.agilysys.com) beginning on or about September 1, 2016, and should be read together with the Proxy Statement as it contains important additional information. The information contained herein corrects certain information contained in the Proxy Statement.