

MANUGISTICS GROUP INC
 Form 424B3
 April 05, 2001

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SUPPLEMENT NO. 2 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 second 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) ----- |
|---|--|---|
| Arbitex Master Fund, L.P. | \$ 7,500,000 | 170,212 |
| New York Life Insurance and Annuity Corporation..... | 1,200,000 | 27,234 |
| New York Life Insurance Company..... | 7,400,000 | 167,943 |
| UBS Warburg LLC..... | 350,000 | 7,943 |
| | ----- | ----- |
| Total..... | \$16,450,000 | 373,332 |
| | ===== | ===== |

(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. 2 is April 5, 2001