

Cueva R. Andrew  
 Form 3  
 July 03, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                |  | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Cueva R. Andrew  |  | (Month/Day/Year)                     | AGILYSYS INC [AGYS]  |  |
| (Last)   | (First)                                      | (Middle)                             | 06/24/2008   |  |
| C/O MAK CAPITAL FUND LP, Â 590 MADISON AVENUE, 9TH FLOOR |  |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                       |                                      |  |  |
|  | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner   |  |  |
|  | <input type="checkbox"/> Officer             | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  | (give title below) (specify below)           |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |  |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| NEW YORK, Â NY Â 10022                                   |  |                                      |  |  |
| (City)   | (State)                                      | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common shares, without par value   | 2,274,995 <sup>(1)</sup>                                 | I   | By MAK Capital Fund LP                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Cueva R. Andrew<br>C/O MAK CAPITAL FUND LP<br>590 MADISON AVENUE, 9TH FLOOR<br>NEW YORK, NY 10022 | X             | ^         | ^       | ^     |

## Signatures

/s/ Arthur C. Hall III as attorney-in-fact for R. Andrew Cueva under Power of Attorney dated July 1, 2008

07/03/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reporting person may be deemed to share beneficial ownership in the reported Agilysys, Inc. common shares (the "securities") that MAK Capital Fund LP may be deemed to beneficially own. However, the reporting person disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest in MAK Capital Fund LP's interests in such securities. The inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.