

AGILYSYS INC  
Form 8-K  
August 18, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report: August 12, 2015

(Date of earliest event reported)

AGILYSYS, INC.

(Exact name of registrant as specified in its charter)

Ohio	000-5734	34-0907152
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

425 Walnut Street, Suite 1800, Cincinnati, Ohio 45202

(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (770) 810-7800

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 4.01 Changes in Registrant's Certifying Accountant.

Dismissal of Independent Registered Public Accounting Firm.

The Audit Committee of the Board of Directors of Agilysys, Inc. (the "Audit Committee") conducted a comprehensive, competitive process to select the independent registered public accounting firm for Agilysys, Inc.'s (the "Company's") fiscal year ending March 31, 2016. On August 12, 2015, the Company dismissed PricewaterhouseCoopers LLP ("PwC"). The decision to dismiss PwC was approved by the Audit Committee.

PwC's reports on the Company's consolidated financial statements for the fiscal years ended March 31, 2015 and March 31, 2014 did not contain any adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principle.

During the Company's fiscal years ended March 31, 2015 and March 31, 2014 and through August 12, 2015, there have been no disagreements with PwC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to PwC's satisfaction, would have caused PwC to make reference to the subject matter of the disagreements in their reports on the Company's consolidated financial statements for such years. In addition, during the Company's two most recent fiscal years ended March 31, 2015 and March 31, 2014 and through August 12, 2015, there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S K.

The Company provided PwC with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission ("SEC") and requested that PwC furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of PwC's letter, dated August 18, 2015, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits  
(d) Exhibits

16.1 Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated August 18, 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGILYSYS, INC.

By: /s/Kyle C. Badger  
Kyle C. Badger  
Senior Vice President, General Counsel and Secretary

Date: August 18, 2015

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Exhibit Index

Exhibit Number Description

16.1	Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated August 18, 2015.
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