

AGILYSYS INC  
Form SC 13G/A  
February 09, 2007

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 8)\***

AGILYSYS INC

---

(Name of Issuer)

Common Stock

---

(Title of Class of Securities)

00847J105

---

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00847J105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Dimensional Fund Advisors LP (Tax ID: 22-2370029)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware Limited Partnership

5. Sole Voting Power

Number of

Shares

Beneficially  2592730 \*\*see Note 1\*\*

6. Shared Voting Power

Owned by

Each

Reporting

0

Person

7. Sole Dispositive Power

With

2592730 \*\*see Note 1\*\*

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2592730 \*\*see Note 1\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row (9)

8.47%

12. Type of Reporting Person (See Instructions)

IA

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Item 1.

- (a) Name of Issuer

AGILYSYS INC

- (b) Address of Issuer's Principal Executive Offices

6065 Parkland Blvd, Mayfield, OH 44124-4186, United States

Item 2.

- (a) Name of Person Filing

Dimensional Fund Advisors LP

- (b) Address of Principal Business Office or, if none, Residence

1299 Ocean Avenue, Santa Monica, CA 90401

- (c) Citizenship

Delaware Limited Partnership

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

00847J105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

2592730 \*\*see Note 1\*\*

(b) Percent of class:

8.47%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

2592730 \*\*see Note 1\*\*

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

2592730 \*\*see Note 1\*\*

(iv) Shared power to dispose or to direct the disposition of:

0

\*\* Note 1 \*\* Dimensional Fund Advisors LP (formerly, Dimensional Fund Advisors Inc.) ( Dimensional ), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the Funds. In its role as investment advisor or manager, Dimensional possesses investment and/or voting power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities held in their respective accounts. To the knowledge of Dimensional, the interest of any one such Fund does not exceed 5% of the class of securities. Dimensional disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS LP

February 1, 2007

\_\_\_\_\_  
Date

By: Dimensional Holdings Inc., General Partner

/s/ Christopher Crossan

\_\_\_\_\_  
Signature

Global Chief Compliance Officer

\_\_\_\_\_  
Title

pt;">

\$

—

Interest revenue

66

4,053

29,763

—

33,882

Interest revenue—intercompany

2,355

782

(3,137

)

—

—

Interest expense

2,051

2,327

6,667

—

11,045

Interest expense—intercompany

975

1,668

(2,643

)

—

—

Net interest revenue

\$

(605

)

\$

840

\$

22,602

\$

—

\$  
22,837

Commissions and fees  
\$  
—

\$  
2,599

\$  
3,542

\$  
—

\$  
6,141

Commissions and fees—intercompany  
(1  
)

91

(90  
)

—

—

Principal transactions  
(175  
)

224

5,391

—

5,440

Principal transactions—intercompany

(858

)

1,471

(613

)

—

—

Other income

551

341

2,031

—

2,923

Other income—intercompany

(65

)

31

34

—

—

Total non-interest revenues

\$

(548

)

\$

4,757

\$

10,295

\$

—

\$

14,504

Total revenues, net of interest expense

\$

7,547

\$

5,597

\$

32,897

\$

(8,700

)

\$

37,341

Provisions for credit losses and for benefits and claims

\$

—

\$

(24

)

\$

3,693

\$

—

\$  
3,669

Operating expenses

Compensation and benefits  
\$  
135

\$  
2,547

\$  
8,577

\$  
—

\$  
11,259

Compensation and benefits—intercompany  
63

—

(63  
)

—

—

Other operating

(9  
)

1,126

9,261

—

10,378

Other operating—intercompany

25

1,271

(1,296  
)

—

—

Total operating expenses

\$  
214

\$  
4,944

\$  
16,479

\$  
—

\$  
21,637

Equity in undistributed income of subsidiaries

\$  
1,038

\$  
—

\$  
—

\$  
(1,038  
)

\$  
—

Income (loss) from continuing operations before income taxes  
\$  
8,371

\$  
677

\$  
12,725

\$  
(9,738  
)

\$  
12,035

Provision (benefit) for income taxes  
(739  
)

684

2,940

—



2,885

Income (loss) from continuing operations

\$

9,110

\$

(7

)

\$

9,785

\$

(9,738

)

\$

9,150

Income from discontinued operations, net of taxes

—

—

8

—

8

Net income (loss) before attribution of noncontrolling interests

\$

9,110

\$

(7

)

\$

9,793

\$  
(9,738  
)

\$  
9,158

Noncontrolling interests

—

—

48

—

48

Net income (loss)

\$  
9,110

\$  
(7  
)

\$  
9,745

\$  
(9,738  
)

\$  
9,110

Comprehensive income

Add: Other comprehensive income (loss)

\$

(2,823

)

\$

10

\$

2,245

\$

(2,255

)

\$

(2,823

)

Total Citigroup comprehensive income (loss)

\$

6,287

\$

3

\$

11,990

\$

(11,993

)

\$

6,287

Add: Other comprehensive income attributable to noncontrolling interests

\$

—

\$

—

\$

(43  
)

\$  
—

\$  
(43  
)

Add: Net income attributable to noncontrolling interests

—

—

48

—

48

Total comprehensive income (loss)

\$  
6,287

\$  
3

\$  
11,995

\$  
(11,993  
)

\$  
6,292



Condensed Consolidating Statements of Income and Comprehensive Income

Six Months Ended June 30, 2017

In millions of dollars	Citigroup parent company	CGMHI	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup consolidated
Revenues					
Dividends from subsidiaries	\$6,265	\$—	\$—	\$ (6,265 )	\$ —
Interest revenue	—	2,431	27,384	—	29,815
Interest revenue—intercompany	1,869	534	(2,403 )	—	—
Interest expense	2,354	935	4,313	—	7,602
Interest expense—intercompany	353	1,086	(1,439 )	—	—
Net interest revenue	\$(838 )	\$944	\$ 22,107	\$ —	\$ 22,213
Commissions and fees	\$—	\$2,671	\$ 3,640	\$ —	\$ 6,311
Commissions and fees—intercompany	(1 )	110	(109 )	—	—
Principal transactions	959	1,876	2,902	—	5,737
Principal transactions—intercompany	600	194	(794 )	—	—
Other income	(1,640 )	139	3,761	—	2,260
Other income—intercompany	38	3	(41 )	—	—
Total non-interest revenues	\$(44 )	\$4,993	\$ 9,359	\$ —	\$ 14,308
Total revenues, net of interest expense	\$5,383	\$5,937	\$ 31,466	\$ (6,265 )	\$ 36,521
Provisions for credit losses and for benefits and claims	\$—	\$1	\$ 3,378	\$ —	\$ 3,379
Operating expenses					
Compensation and benefits	\$(15 )	\$2,474	\$ 8,538	\$ —	\$ 10,997
Compensation and benefits—intercompany	51	—	(51 )	—	—
Other operating	(316 )	1,045	9,757	—	10,486
Other operating—intercompany	(49 )	1,323	(1,274 )	—	—
Total operating expenses	\$(329 )	\$4,842	\$ 16,970	\$ —	\$ 21,483
Equity in undistributed income of subsidiaries	\$1,770	\$—	\$—	\$ (1,770 )	\$ —
Income (loss) from continuing operations before income taxes	\$7,482	\$1,094	\$ 11,118	\$ (8,035 )	\$ 11,659
Provision (benefit) for income taxes	(480 )	476	3,662	—	3,658
Income (loss) from continuing operations	\$7,962	\$618	\$ 7,456	\$ (8,035 )	\$ 8,001
Income from discontinued operations, net of taxes	—	—	3	—	3
Net income (loss) before attribution of noncontrolling interests	\$7,962	\$618	\$ 7,459	\$ (8,035 )	\$ 8,004
Noncontrolling interests	—	—	42	—	42
Net income (loss)	\$7,962	\$618	\$ 7,417	\$ (8,035 )	\$ 7,962
Comprehensive income					
Add: Other comprehensive income (loss)	\$1,978	\$(58 )	\$(3,876 )	\$ 3,934	\$ 1,978
Total Citigroup comprehensive income (loss)	\$9,940	\$560	\$ 3,541	\$ (4,101 )	\$ 9,940
Add: Other comprehensive income attributable to noncontrolling interests	\$—	\$—	\$ 70	\$ —	\$ 70
Add: Net income attributable to noncontrolling interests	—	—	42	—	42
Total comprehensive income (loss)	\$9,940	\$560	\$ 3,653	\$ (4,101 )	\$ 10,052



## Condensed Consolidating Balance Sheet

In millions of dollars	June 30, 2018				
	Citigroup parent company	CGMHI	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup consolidated
<b>Assets</b>					
Cash and due from banks	\$1	\$521	\$20,555	\$—	\$21,077
Cash and due from banks—intercompany	30	3,721	(3,751)	) —	—
Deposits with banks	—	3,206	176,619	—	179,825
Deposits with banks—intercompany	3,000	5,954	(8,954)	) —	—
Federal funds sold and resale agreements	—	216,269	49,257	—	265,526
Federal funds sold and resale agreements—intercompany	—	12,838	(12,838)	) —	—
Trading account assets	276	152,241	110,432	—	262,949
Trading account assets—intercompany	741	2,125	(2,866)	) —	—
Investments	8	243	349,465	—	349,716
Loans, net of unearned income	—	1,036	670,144	—	671,180
Loans, net of unearned income—intercompany	—	—	—	—	—
Allowance for loan losses	—	—	(12,126)	) —	(12,126)
Total loans, net	\$—	\$1,036	\$658,018	\$—	\$659,054
Advances to subsidiaries	\$143,693	\$—	\$(143,693)	) \$—	\$—
Investments in subsidiaries	207,960	—	—	(207,960)	) —
Other assets <sup>(1)</sup>	12,467	61,339	100,381	—	174,187
Other assets—intercompany	3,670	45,236	(48,906)	) —	—
Total assets	\$371,846	\$504,729	\$1,243,719	\$(207,960)	) \$1,912,334
<b>Liabilities and equity</b>					
Deposits	\$—	\$—	\$996,730	\$—	\$996,730
Deposits—intercompany	—	—	—	—	—
Federal funds purchased and securities loaned or sold	—	156,107	21,721	—	177,828
Federal funds purchased and securities loaned or sold—intercompany	—	23,745	(23,745)	) —	—
Trading account liabilities	5	93,880	46,860	—	140,745
Trading account liabilities—intercompany	341	2,055	(2,396)	) —	—
Short-term borrowings	276	3,109	33,848	—	37,233
Short-term borrowings—intercompany	—	34,575	(34,575)	) —	—
Long-term debt	148,601	22,874	65,347	—	236,822
Long-term debt—intercompany	—	59,737	(59,737)	) —	—
Advances from subsidiaries	19,634	—	(19,634)	) —	—
Other liabilities	2,606	67,487	51,915	—	122,008
Other liabilities—intercompany	289	8,852	(9,141)	) —	—
Stockholders' equity	200,094	32,308	176,526	(207,960)	) 200,968
Total liabilities and equity	\$371,846	\$504,729	\$1,243,719	\$(207,960)	) \$1,912,334

(1) Other assets for Citigroup parent company at June 30, 2018 included \$15.7 billion of placements to Citibank and its branches, of which \$11.4 billion had a remaining term of less than 30 days.





## Condensed Consolidating Balance Sheet

In millions of dollars	December 31, 2017				
	Citigroup parent company	CGMHI	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup consolidated
<b>Assets</b>					
Cash and due from banks	\$—	\$378	\$23,397	\$—	\$23,775
Cash and due from banks—intercompany	13	3,750	(3,763)	) —	—
Deposits with banks	—	3,348	153,393	—	156,741
Deposits with banks—intercompany	11,000	5,219	(16,219)	) —	—
Federal funds sold and resale agreements	—	182,685	49,793	—	232,478
Federal funds sold and resale agreements—intercompany	—	16,091	(16,091)	) —	—
Trading account assets	—	139,462	113,328	—	252,790
Trading account assets—intercompany	38	2,711	(2,749)	) —	—
Investments	27	181	352,082	—	352,290
Loans, net of unearned income	—	900	666,134	—	667,034
Loans, net of unearned income—intercompany	—	—	—	—	—
Allowance for loan losses	—	—	(12,355)	) —	(12,355)
Total loans, net	\$—	\$900	\$653,779	\$—	\$654,679
Advances to subsidiaries	\$139,722	\$—	\$(139,722)	) \$—	\$—
Investments in subsidiaries	210,537	—	—	(210,537)	) —
Other assets <sup>(1)</sup>	10,844	58,299	100,569	—	169,712
Other assets—intercompany	3,428	43,613	(47,041)	) —	—
Total assets	\$375,609	\$456,637	\$1,220,756	\$(210,537)	) \$1,842,465
<b>Liabilities and equity</b>					
Deposits	\$—	\$—	\$959,822	\$—	\$959,822
Deposits—intercompany	—	—	—	—	—
Federal funds purchased and securities loaned or sold	—	134,888	21,389	—	156,277
Federal funds purchased and securities loaned or sold—intercompany	—	18,597	(18,597)	) —	—
Trading account liabilities	—	80,801	44,369	—	125,170
Trading account liabilities—intercompany	15	2,182	(2,197)	) —	—
Short-term borrowings	251	3,568	40,633	—	44,452
Short-term borrowings—intercompany	—	32,871	(32,871)	) —	—
Long-term debt	152,163	18,048	66,498	—	236,709
Long-term debt—intercompany	—	60,765	(60,765)	) —	—
Advances from subsidiaries	19,136	—	(19,136)	) —	—
Other liabilities	2,673	62,113	53,577	—	118,363
Other liabilities—intercompany	631	9,753	(10,384)	) —	—
Stockholders' equity	200,740	33,051	178,418	(210,537)	) 201,672
Total liabilities and equity	\$375,609	\$456,637	\$1,220,756	\$(210,537)	) \$1,842,465

(1) Other assets for Citigroup parent company at December 31, 2017 included \$29.7 billion of placements to Citibank and its branches, of which \$18.9 billion had a remaining term of less than 30 days.



## Condensed Consolidating Statement of Cash Flows

In millions of dollars	Six Months Ended June 30, 2018			
	Citigroup parent company	CGMHI	Other Citigroup subsidiaries and eliminations	Consolidating adjustments Citigroup consolidated
Net cash provided by operating activities of continuing operations	\$5,156	\$1,207	\$1,956	\$ —\$ 8,319
Cash flows from investing activities of continuing operations				
Purchases of investments	\$(7,955)	\$—	\$(77,916 )	\$ —\$(85,871 )
Proceeds from sales of investments	7,634	—	34,174	— 41,808
Proceeds from maturities of investments	—	—	48,846	— 48,846
Change in loans	—	—	(10,132 )	— (10,132 )
Proceeds from sales and securitizations of loans	—	—	3,217	— 3,217
Change in federal funds sold and resales	—	(30,331 )	(2,717 )	— (33,048 )
Changes in investments and advances—intercompany	(4,780 )	(1,872 )	6,652	— —
Other investing activities	212	(26 )	(1,635 )	— (1,449 )
Net cash provided by (used in) investing activities of continuing operations	\$(4,889)	\$(32,229)	\$ 489	\$ —\$(36,629 )
Cash flows from financing activities of continuing operations				
Dividends paid	\$(2,232)	\$—	\$—	\$ —\$(2,232 )
Redemption of preferred stock	(218 )	—	—	— (218 )
Treasury stock acquired	(4,686 )	—	—	— (4,686 )
Proceeds (repayments) from issuance of long-term debt, net	(1,167 )	5,805	1,032	— 5,670
Proceeds (repayments) from issuance of long-term debt—intercompany, net	—	(1,025 )	1,025	— —
Change in deposits	—	—	36,908	— 36,908
Change in federal funds purchased and repos	—	26,367	(4,816 )	— 21,551
Change in short-term borrowings	32	(459 )	(6,792 )	— (7,219 )
Net change in short-term borrowings and other advances—intercompany	497	1,704	(2,201 )	— —
Capital contributions from (to) parent	—	(663 )	663	— —
Other financing activities	(475 )	—	—	— (475 )
Net cash provided by (used in) financing activities of continuing operations	\$(8,249)	\$31,729	\$ 25,819	\$ —\$(49,299)
Effect of exchange rate changes on cash and due from banks	\$—	\$—	\$(603 )	\$ —\$(603 )
Change in cash and due from banks, and deposits with banks	\$(7,982)	\$707	\$ 27,661	\$ —\$(20,386)
Cash and due from banks, and deposits with banks at beginning of period	11,013	12,695	156,808	— 180,516
Cash and due from banks, and deposits with banks at end of period	\$3,031	\$13,402	\$ 184,469	\$ —\$ 200,902
Cash and due from banks	\$31	\$4,242	\$ 16,804	\$ —\$ 21,077

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Deposits with banks	3,000	9,160	167,665	—	179,825
Cash and due from banks, and deposits with banks at end of period	\$3,031	\$13,402	\$184,469	\$	—\$200,902
Supplemental disclosure of cash flow information for continuing operations					
Cash paid (received) during the year for income taxes	\$941	\$42	\$1,256	\$	—\$2,239
Cash paid during the year for interest	1,729	3,676	4,552	—	9,957
Non-cash investing activities					
Transfers to loans HFS from loans	\$—	\$—	\$2,900	\$	—\$2,900
Transfers to OREO and other repossessed assets	—	—	55	—	55

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## Condensed Consolidating Statement of Cash Flows

In millions of dollars	Six Months Ended June 30, 2017			
	Citigroup parent company	CGMHI	Other Citigroup subsidiaries and eliminations	Consolidating adjustments Citigroup consolidated
Net cash provided by (used in) operating activities of continuing operations	\$983	\$(18,060)	\$(4,536)	\$ —\$ (21,613)
Cash flows from investing activities of continuing operations				
Purchases of investments	\$—	\$—	\$(96,925)	\$ —\$ (96,925)
Proceeds from sales of investments	132	—	56,596	— 56,728
Proceeds from maturities of investments	—	—	47,785	— 47,785
Change in loans	—	—	(29,952)	— (29,952)
Proceeds from sales and securitizations of loans	—	—	6,256	— 6,256
Proceeds from significant disposals	—	—	2,732	— 2,732
Change in federal funds sold and resales	—	4,649	(1,901)	— 2,748
Changes in investments and advances—intercompany	12,132	(5,870)	(6,262)	— —
Other investing activities	—	—	(1,330)	— (1,330)
Net cash provided by (used in) investing activities of continuing operations	\$12,264	\$(1,221)	\$(23,001)	\$ —\$ (11,958)
Cash flows from financing activities of continuing operations				
Dividends paid	\$(1,504)	\$—	\$—	\$ —\$ (1,504)
Treasury stock acquired	(3,635)	—	—	— (3,635)
Proceeds (repayments) from issuance of long-term debt, net	3,139	3,887	9,336	— 16,362
Proceeds (repayments) from issuance of long-term debt—intercompany, net	—	(3,100)	3,100	— —
Change in deposits	—	—	29,337	— 29,337
Change in federal funds purchased and repos	—	4,564	8,395	— 12,959
Change in short-term borrowings	—	1,861	3,957	— 5,818
Net change in short-term borrowings and other advances—intercompany	(20,497)	907	19,590	— —
Other financing activities	(401)	—	—	— (401)
Net cash provided by (used in) financing activities of continuing operations	\$(22,898)	\$8,119	\$73,715	\$ —\$ 58,936
Effect of exchange rate changes on cash and due from banks	\$—	\$—	\$223	\$ —\$ 223
Change in cash and due from banks, and deposits with banks	\$(9,651)	\$(11,162)	\$46,401	\$ —\$ 25,588
Cash and due from banks, and deposits with banks at beginning of period	20,811	25,118	114,565	— 160,494
Cash and due from banks, and deposits with banks at end of period	\$11,160	\$13,956	\$160,966	\$ —\$ 186,082
Cash and due from banks	\$160	\$3,636	\$17,144	\$ —\$ 20,940
Deposits with banks	11,000	10,320	143,822	— 165,142

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Cash and due from banks, and deposits with banks at end of period	\$11,160	\$13,956	\$160,966	\$	—\$186,082
Supplemental disclosure of cash flow information for continuing operations					
Cash paid during the year for income taxes	\$679	\$152	\$1,144	\$	—\$1,975
Cash paid during the year for interest	2,212	1,924	3,193	—	7,329
Non-cash investing activities					
Transfers to loans HFS from loans	\$—	\$—	\$3,300	\$	—\$3,300
Transfers to OREO and other repossessed assets	—	—	58	—	58

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## UNREGISTERED SALES OF EQUITY SECURITIES, PURCHASES OF EQUITY SECURITIES AND DIVIDENDS

## Unregistered Sales of Equity Securities

None.

## Equity Security Repurchases

The following table summarizes Citi's equity security repurchases, which consisted entirely of common stock repurchases:

In millions, except per share amounts	Total shares purchased	Average value of price paid per share	Approximate dollar shares that may yet be purchased under the plan or programs
April 2018			
Open market repurchases <sup>(1)</sup>	13.9	\$ 69.54	\$ 1,385
Employee transactions <sup>(2)</sup>	—	—	N/A
May 2018			
Open market repurchases <sup>(1)</sup>	11.0	69.40	618
Employee transactions <sup>(2)</sup>	—	—	N/A
June 2018			
Open market repurchases <sup>(1)</sup>	8.5	67.24	—
Employee transactions <sup>(2)</sup>	—	—	N/A
Total for 2Q18 and remaining program balance as of June 30, 2018	33.4	\$ 68.91	\$ —

Represents repurchases under the \$15.6 billion 2017 common stock repurchase program (2017 Repurchase Program) that was approved by Citigroup's Board of Directors and announced on June 28, 2017. The 2017 Repurchase Program was part of the planned capital actions included by Citi in its 2017 Comprehensive Capital Analysis and Review (CCAR). Shares repurchased under the 2017 Repurchase Program were added to treasury (1) stock. The 2017 Repurchase Program expired on June 30, 2018. On June 28, 2018, Citigroup announced a \$17.6 billion stock repurchase program during the four quarters beginning in the third quarter of 2018 (2018 Repurchase Program), which was part of the planned capital actions included by Citi as part of its 2018 CCAR. The 2018 Repurchase Program expires on June 30, 2019. Shares repurchased under the 2018 Repurchase Program will be added to treasury stock.

Consisted of shares added to treasury stock related to (i) certain activity on employee stock option program (2) exercises where the employee delivers existing shares to cover the option exercise, or (ii) under Citi's employee restricted share awards where shares are withheld to satisfy tax requirements.

N/A Not applicable

## Dividends

In addition to Board of Directors' approval, Citi's ability to pay common stock dividends substantially depends on regulatory approval, including an annual regulatory review of the results of the CCAR process required by the Federal Reserve Board and the supervisory stress tests required under the Dodd-Frank Act. For additional information regarding Citi's capital planning and stress testing, see "Capital Resources—Current Regulatory Capital Standards" and "Regulatory Capital Standards Developments" above and "Risk Factors—Strategic Risks" and "Stress Testing Component on



Capital Planning” in Citi’s 2017 Annual Report on Form 10-K.

On June 28, 2018, Citi announced that the Federal Reserve Board did not object to its planned capital actions as part of the 2018 CCAR, which, among other things, included an increase of Citi’s quarterly common stock dividend to \$0.45 per share over the four quarters beginning with the third quarter of 2018 (subject to quarterly approval by the Board of Directors). Any dividend on Citi’s outstanding common stock would also need to be made in compliance with Citi’s obligations on its outstanding preferred stock.

For information on the ability of Citigroup’s subsidiary depository institutions to pay dividends, see Note 18 to the Consolidated Financial Statements in Citi’s 2017 Annual Report on Form 10-K.

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, thereunto duly authorized, on the 31st day of July, 2018.

CITIGROUP INC.  
(Registrant)

By /s/ John C. Gerspach  
John C. Gerspach  
Chief Financial Officer  
(Principal Financial Officer)

By /s/ Raja J. Akram  
Raja J. Akram  
Controller and Chief Accounting Officer  
(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit

Number Description of Exhibit

- 3.01+ Restated Certificate of Incorporation of Citigroup Inc., as amended, as in effect on the date hereof.
- 10.02.4\* Citigroup 2014 Stock Incentive Plan (as amended and restated as of April 24, 2018), incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 30, 2018 (File No. 001-09924).
- 12.01+ Calculation of Ratio of Income to Fixed Charges.
- 12.02+ Calculation of Ratio of Income to Fixed Charges Including Preferred Stock Dividends.
- 31.01+ Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.02+ Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.01+ Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.01+ Financial statements from the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2018, filed on July 31, 2018, formatted in XBRL: (i) the Consolidated Statement of Income, (ii) the Consolidated Balance Sheet, (iii) the Consolidated Statement of Changes in Equity, (iv) the Consolidated Statement of Cash Flows and (v) the Notes to Consolidated Financial Statements.

The total amount of securities authorized pursuant to any instrument defining rights of holders of long-term debt of the Company does not exceed 10% of the total assets of the Company and its consolidated subsidiaries. The Company will furnish copies of any such instrument to the SEC upon request.

\* Denotes a management contract or compensatory plan or arrangement.

+ Filed herewith.