
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

QAD INC.

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

Options and Stock Appreciation Rights to acquire Common Stock, \$0.001 par value per share
(Title of Class of Securities)

00074727D1
(CUSIP Number of Class of Securities (Underlying Common Stock))

Daniel Lender
Executive Vice President and Chief Financial Officer
QAD Inc.
100 Innovation Place
Santa Barbara, CA 93108
(805) 566-6000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:
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CALCULATION OF FILING FEE

Transaction Valuation
N/A

Amount of Filing Fee*
N/A

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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

Amount Previously Paid: N/A
Filing Party: N/A

Form or Registration No.: N/A
Date Filed: N/A

☒ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
☒ issuer tender offer subject to Rule 13e-4.
☐ going-private transaction subject to Rule 13e-3.
☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

Attached is the email communication sent on June 14, 2009 to the Company's employees from Karl F. Lopker, the Company's Chief Executive Officer regarding the proposed Exchange Program as described in proposal 2 of the Preliminary Proxy Statement filed with the Securities Exchange Commission on May 6, 2009.

The email communication does not constitute an offer to holders of the Company's outstanding stock options and/or stock appreciation rights to exchange those instruments. The proposed Exchange Program was subject to stockholder approval (which has been obtained) and will only be commenced, if at all, if the Company decides to implement the Exchange Program.

The Exchange Program that is referenced in the Employee Communication has not commenced and was conditioned upon stockholder approval (which has been obtained). Even though the requisite stockholder approval has been obtained, the Company may still decide not to implement the proposed Exchange Program. Upon commencement of the Exchange Program, QAD will file a Tender Offer Statement and related exhibits and documents with the Securities and Exchange Commission ("SEC"), which should be read by all of the Company's eligible employees holding options and/or stock appreciation rights that are eligible to participate in the Exchange Program, as they will contain important information. The written materials described above and other documents filed by the Company with the SEC will be available (i) free of charge from the SEC's website at www.sec.gov . (ii) by directing a written request to: QAD Inc., Attention: Investor Relations, 100 Innovation Place, Santa Barbara, CA 93108, or (iii) by contacting Investor Relations for the Company at 805-566-5139.

Item 12. Exhibits

<u>Exhibit</u>	<u>Number Description</u>
99.1	Email communication to employees of QAD from Karl F. Lopker, Chief Executive Officer dated June 14, 2009.

Communication via email to QAD Employees

Date Distributed: June 14, 2009 @ 7:44 p.m. PST

From: Karl F. Lopker, CEO

Subject: Stock Option and Stock Appreciation Right Exchange Program

If you are following QAD Corporate matters, you may have noticed that the shareholders approved a Equity Exchange program where holders of QAD Stock Settled Appreciation Rights (SSAR), can choose to exchange them for a fewer number of shares but at a lower strike price.

This is a fair value exchange where the market value of the SSARs being exchanged is the same as the market value of the SSARs that will be received. The net effect on QAD's Income Statement is zero. However, there will be fewer shares outstanding under the SSAR program which shareholders generally like.

This activity is a direct result of one of our strategies for the year — Supporting our Employees.

You can access the full stockholder proposal for the exchange program in QAD's definitive proxy statement at <http://www.sec.gov/Archives/edgar/data/1036188/000095013409011306/v52616def14a.htm>.

Legal Notice

The following is important legal information, which we are required to include as part of this communication and we encourage you to read it.

We have not commenced the exchange program that is referred to in this communication and there is no assurance the Company will implement the exchange program. If QAD determines to implement the exchange program, upon its commencement, QAD will file a Tender Offer Statement and related exhibits and documents with the Securities and Exchange Commission (SEC), which should be read by all of the Company's eligible employees holding options and/or stock appreciation rights that are eligible to participate in the exchange program. The written materials described above and other documents filed by the Company with the SEC will be available (i) free of charge from the SEC's website at www.sec.gov (ii) by directing a written request to: QAD Inc., Attention: Investor Relations, 100 Innovation Place, Santa Barbara, CA 93108, or (iii) by contacting Investor Relations for the Company at 805-566-5139.