
**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 Exchange Act of 1934

Date of Report (Date of earliest event reported): June 17, 2009

QAD Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

0-22823

(Commission File Number)

77-0105228

(IRS Employer Identification No.)

100 Innovation Place, Santa Barbara, California

(Address of Principal Executive Offices)

93108

(Zip Code)

Registrant's telephone number, including area code: **(805) 566-6000**

(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 8.01 Other Events.

On June 17, 2009 QAD Inc. (QAD or the Company) announced that it commenced a one-time Stock Option and Stock Appreciation Right Exchange Program approved by shareholders at the Company's annual shareholder meeting on June 10, 2009. The exchange offer period commenced on June 17, 2009 and will conclude on July 15, 2009.

Under the program, eligible participants will be able to exchange outstanding stock options and stock-settled stock appreciation rights (SARs) granted under QAD's 1997 and 2006 Stock Incentive Programs that have an exercise price above the fair market value of QAD stock as of the first business day following the close of the exchange offer period, for a reduced number of SARs at a per share exercise price equal to the fair market value of the Company's common stock on July 16, 2009, the date of issuance of the new SARs.

Eligible participants are defined as all non-director employees; this specifically excludes QAD's CEO, President, Board members and consultants. The exchange program is not expected to result in a significant change to the Company's historical FAS123R stock compensation expense.

For more information, please refer to QAD's Tender Offer Statement as filed with the Securities and Exchange Commission on June 17, 2009.

The information referenced in this Item 8.01 shall be deemed incorporated by reference into any registration statement heretofore or hereafter filed under the Securities Act of 1933, as amended, except to the extent that such information is superseded by information as of a subsequent date that is included in or incorporated by reference into such registration statement. The information referenced in this Item 8.01 shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of June 17, 2009, entitled "QAD Announces Commencement of Equity Exchange Program"

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.

QAD Inc.
(Registrant)

Date: June 17, 2009

By: /s/ Daniel Lender
Daniel Lender
Chief Financial Officer
(on behalf of the Registrant and as
Principal Financial Officer)

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of June 17, 2009, entitled "QAD Announces Commencement of Equity Exchange Program"

FOR IMMEDIATE RELEASE

For More Information, Contact:

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QAD ANNOUNCES COMMENCEMENT OF EQUITY EXCHANGE PROGRAM

SANTA BARBARA, Calif. — June 17, 2009 — QAD Inc. (NASDAQ: QADI), a leading provider of enterprise software solutions for global manufacturers, announced that today it commenced a one-time Stock Option and Stock Appreciation Right Exchange Program approved by shareholders at the company's annual shareholder meeting on June 10, 2009.

The exchange offer period commenced on June 17, 2009 and will conclude on July 15, 2009.

Under the program, eligible participants will be able to exchange outstanding stock options and stock-settled stock appreciation rights (SARs) granted under QAD's 1997 and 2006 Stock Incentive Programs that have an exercise price above the fair market value of QAD stock as of the first business day following the close of the exchange offer period, for a reduced number of SARs at a per share exercise price equal to the fair market value of the company's common stock on July 16, 2009, the date of issuance of the new SARs.

Eligible participants are defined as all non-director employees; this specifically excludes QAD's CEO, President, Board members and consultants. The exchange program is not expected to result in a significant change to the company's historical FAS123R stock compensation expense.

For more information, please refer to QAD's Tender Offer Statement as filed with the Securities and Exchange Commission on June 17, 2009.

QAD Inc.
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About QAD

QAD is a leading provider of enterprise applications for global manufacturing companies. QAD applications provide critical functionality for managing manufacturing resources and operations within and beyond the enterprise, enabling global manufacturers to collaborate with their customers, suppliers and partners to make and deliver the right product, at the right cost and at the right time. Manufacturers of automotive, consumer products, electronics, food and beverage, industrial and life science products use QAD applications in more than 90 countries and in as many as 27 languages. For more information about QAD, telephone +1 805-566-6000, or visit the QAD Web site at www.qad.com.

"QAD" is a registered trademark of QAD Inc. All other products or company names herein may be trademarks of their respective owners.

Note to Investors: This press release contains certain forward-looking statements made under the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. A number of risks and uncertainties could cause actual results to differ materially from those in the forward-looking statements. These risks include, but are not limited to, evolving demand for the company's software products and products that operate with the company's products; the company's ability to sustain license and service demand; the company's ability to leverage changes in technology; the company's ability to sustain customer renewal rates at current levels; the publication of opinions by industry and financial analysts about the company, its products and technology; the reliability of estimates of transaction and integration costs and benefits; the entry of new competitors or new offerings by existing competitors and the associated announcement of new products and technological advances by them; delays in localizing the company's products for new or existing markets; the ability to recruit and retain key personnel; delays in sales as a result of lengthy sales cycles; changes in operating expenses, pricing, timing of new product releases, the method of product distribution or product mix; timely and effective integration of newly acquired businesses; general economic conditions; exchange rate fluctuations; and, the global political environment. In addition, revenue and earnings in the enterprise resource planning (ERP) software industry are subject to fluctuations. Software license revenue, in particular, is subject to variability with a significant proportion of revenue earned in the last month of each quarter. Given the high margins associated with license revenue, modest fluctuations can have a substantial impact on net income. Investors should not use any one quarter's results as a benchmark for future performance. For a more detailed description of the risk factors associated with the company and the industries in which it operates, please refer to the company's Annual Report on Form 10-K for fiscal 2009 ended January 31, 2009.

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