

DemandTec, Inc.  
Form 10-K/A  
October 20, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 10-K/A**  
**(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended February 28, 2010**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 001-33634**

**DemandTec, Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**94-3344761**

*(I.R.S. Employer  
Identification Number)*

**One Franklin Parkway, Building 910  
San Mateo, California 94403**

*(Address of Principal Executive Offices)*

**(650) 645-7100**

*(Registrant's Telephone Number)*

**Securities registered pursuant to Section 12(b) of the Exchange Act:**

**Title of Each Class**

**Name of Each Exchange on Which Registered**

Common Stock, par value \$0.001 per share

The NASDAQ Stock Market LLC  
(NASDAQ Global Market)

**Securities registered pursuant to Section 12(g) of the Exchange Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 31, 2009, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of shares of the registrant's common stock held by non-affiliates of the registrant (based upon the closing sale price of \$8.47 per share on the NASDAQ Global Market on such date) was approximately \$154.0 million.

As of April 15, 2010, there were 29,954,740 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

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**EXPLANATORY NOTE**

DemandTec, Inc. (the Company) is filing this Amendment No. 1 ( Amendment ) on Form 10-K/A to amend its Annual Report on Form 10-K for the fiscal year ended February 28, 2010 ( Form 10-K ) as originally filed with the Securities and Exchange Commission on April 23, 2010. No revisions are being made to the Company's financial statements and except as described below, this Amendment does not reflect events occurring after the filing of the Form 10-K and no other changes are being made to any other disclosure contained in the Form 10-K.

This Amendment is an exhibit-only filing in response to comments received from the staff of the Securities and Exchange Commission requesting a signed consent from the Company's independent registered public accounting firm. This Amendment is being filed solely to re-file Exhibit 23.1. Except for the changes to Exhibit 23.1, this Amendment does not otherwise update any exhibits as originally filed. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

**Table of Contents****PART IV****Item 15. Exhibits, Financial Statement Schedules**

(a) The following documents are filed as part of this Amendment or as part of the Form 10-K:

1. *Financial Statements*: See Index to Consolidated Financial Statements in Part II, Item 8 of the Form 10-K.
2. *Financial Statement Schedules*: The following financial statement schedule was filed as part of the Form 10-K:

**Schedule II: Valuation and Qualifying Accounts**

The Financial Statement Schedules not listed have been omitted because they are not applicable or are not required or the information required to be set forth herein is included in the Consolidated Financial Statements or Notes thereto.

3. *Exhibits*: The following exhibits are incorporated by reference herein or filed herewith:

**EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>   | <b>Form</b> | <b>File No.</b> | <b>Incorporated by Reference</b> |                           | <b>Filed<br/>Herewith</b> |
|---------------------------|--|-------------|-----------------|----------------------------------|---------------------------|---------------------------|
|                           |  |             |                 | <b>Date of<br/>Filing</b>        | <b>Exhibit<br/>Number</b> |                           |
| 3.1                       | Restated Certificate of Incorporation  | S-1/A       | 333-143248      | 07/20/07                         | 3.2                       |                           |
| 3.2                       | Amended and Restated Bylaws of DemandTec, Inc.   | S-1/A       | 333-143248      | 07/20/07                         | 3.4                       |                           |
| 10.1                      | Form of Indemnification Agreement between the Registrant and each of its directors and executive officers and certain key employees* | S-1/A       | 333-143248      | 07/20/07                         | 10.1                      |                           |
| 10.2                      | DemandTec, Inc. 1999 Equity Incentive Plan, as amended, and forms of agreements thereunder*  | S-1         | 333-143248      | 07/20/07                         | 10.2                      |                           |
| 10.3                      | DemandTec, Inc. 2007 Equity Incentive Plan*  | S-1         | 333-143248      | 07/20/07                         | 10.3                      |                           |
| 10.4                      | DemandTec, Inc. 2007 Employee Stock Purchase Plan, as amended*   | S-8         | 333-165908      | 04/06/10                         | 99.2                      |                           |
| 10.5                      | Lease dated as of September 21, 2009 between DemandTec, Inc. and Franklin Templeton Companies, LLC                                   | 8-K         |                 | 09/25/09                         | 10.1                      |                           |
| 10.6                      | Offer Letter with Daniel R. Fishback, dated June 1, 2001, as amended*  | S-1         | 333-143248      | 05/24/07                         | 10.6                      |                           |
| 10.7                      | Amendment, dated December 10, 2008, to Offer Letter with Daniel R. Fishback*   | 10-K        |                 | 4/23/09                          | 10.7                      |                           |
| 10.8                      | Offer Letter with Mark A. Culhane, dated July 20, 2001, as amended*  | S-1         | 333-143248      | 05/24/07                         | 10.7                      |                           |
| 10.9                      | Amendment, dated December 10, 2008, to Offer Letter with Mark A. Culhane*  | 10-K        |                 | 4/23/09                          | 10.9                      |                           |

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| <b><u>Exhibit<br/>Number</u></b> | <b><u>Exhibit Description</u></b>   | <b><u>Form</u></b> | <b><u>File No.</u></b> | <b>Incorporated by Reference</b>           |                                  | <b><u>Filed<br/>Herewith</u></b> |
|----------------------------------|---|--------------------|------------------------|--|----------------------------------|----------------------------------|
|                                  |   |                    |                        | <b><u>Date of<br/>First<br/>Filing</u></b> | <b><u>Exhibit<br/>Number</u></b> |                                  |
| 10.10                            | Offer Letter with Ronald E. F. Codd, dated March 1, 2007*   | S-1                | 333-143248             | 05/24/07                                   | 10.11                            |                                  |
| 10.11                            | Offer Letter with Linda Fayne Levinson, dated April 27, 2005, as amended*   | S-1                | 333-143248             | 05/24/07                                   | 10.12                            |                                  |
| 10.12                            | Offer Letter with Victor L. Lund, dated March 22, 2005, as amended*   | S-1                | 333-143248             | 05/24/07                                   | 10.13                            |                                  |
| 10.13                            | Offer Letter with Joshua W. R. Pickus, dated March 1, 2007*   | S-1                | 333-143248             | 05/24/07                                   | 10.14                            |                                  |
| 10.14                            | Offer Letter with Charles J. Robel, dated September 12, 2006, as amended*   | S-1                | 333-143248             | 05/24/07                                   | 10.15                            |                                  |
| 10.15                            | Offer Letter with William R. Phelps, dated May 29, 2007*  | S-1/A              | 333-143248             | 07/03/07                                   | 10.23                            |                                  |
| 10.16                            | Amendment, dated December 10, 2008, to Offer Letter with William R. Phelps*   | 10-K               |                        | 04/24/09                                   | 10.16                            |                                  |
| 10.17                            | Master Service Agreement, dated August 19, 2005, by and between the Registrant, Equinix Operating Co., Equinix Inc. and Equinix Pacific, Inc.                   | S-1                | 333-143248             | 05/24/07                                   | 10.16                            |                                  |
| 10.18                            | Amended and Restated Outsourcing Services Agreement, dated May 1, 2006, by and between the Registrant and Sonata Services Limited                               | S-1                | 333-143248             | 05/24/07                                   | 10.17                            |                                  |
| 10.19                            | First Amendment to Amendment and Restated Outsourcing Services Agreement, dated as of April 21, 2009, by and between the Registrant and Sonata Services Limited | 10-Q               |                        | 07/02/09                                   | 10.1                             |                                  |
| 10.20                            | Loan and Security Agreement, dated April 9, 2008, by and between the Registrant and Silicon Valley Bank   | 8-K                |                        | 04/14/08                                   | 10.1                             |                                  |
| 10.21                            | Amendment No. 1 to Loan and Security Agreement, dated as of May 7, 2009, by and between the Registrant and Silicon Valley Bank                                  | 10-Q               |                        | 07/02/09                                   | 10.2                             |                                  |
| 10.22                            | DemandTec, Inc. Management Cash Incentive Plan*   | S-1/A              | 333-143248             | 07/03/07                                   | 10.21                            |                                  |
| 10.23                            | DemandTec, Inc. Non-Employee Director Compensation Policy, effective as of March 1, 2009*   | 10-Q               |                        | 07/02/09                                   | 10.3                             |                                  |
| 10.24                            | Offer Letter with Ronald R. Baker, dated November 9, 2007*  | 10-K               |                        | 04/25/08                                   | 10.21                            |                                  |
| 10.25                            | Form of Stock Option Agreement under the Registrant's 2007 Equity Incentive Plan*   | 10-K               |                        | 04/25/08                                   | 10.23                            |                                  |
| 10.26                            | Form of Stock Option Agreement for Non-Employee Directors under the   | 10-K               |                        | 04/25/08                                   | 10.24                            |                                  |

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|       |   |      |          |       |    |
|-------|---|------|----------|-------|----|
| 10.27 | Registrant's 2007 Equity Incentive Plan*<br>Form of Fiscal Year 2010 PSU Agreement<br>under the Registrant's 2007 Equity Incentive<br>Plan* | 10-Q | 07/02/09 | 10.4  |    |
| 10.28 | Form of Fiscal Year 2009 PSU Agreement<br>under the Registrant's 2007 Equity Incentive<br>Plan*   | 10-K | 04/25/08 | 10.26 |    |
| 10.29 | Form of Restricted Stock Unit Agreement<br>under the Registrant's 2007 Equity Incentive<br>Plan For Grants Commencing<br>December 2009*     |      |          |       | X^ |
| 21.1  | List of Subsidiaries  |      |          |       | X^ |

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|----------------------------------|--|----------------------------------|------------------------|--|----------------------------------|
|                                  |  | <b><u>Form</u></b>               | <b><u>File No.</u></b> | <b><u>Date of<br/>First<br/>Filing</u></b> |                                  |
| 23.1                             | Consent of Independent Registered Public Accounting Firm   |                                  |                        |  | X#                               |
| 24.1                             | Power of Attorney (contained in the signature page to this Annual Report on Form 10-K)   |                                  |                        |  | X^                               |
| 31.1                             | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |                                  |                        |  | X^                               |
| 31.2                             | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |                                  |                        |  | X^                               |
| 31.3                             | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |                                  |                        |  | X#                               |
| 31.4                             | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |                                  |                        |  | X#                               |
| 32.1                             | Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002** |                                  |                        |  | X^                               |
| #                                | Filed with this Amendment.   |                                  |                        |  |                                  |
| ^                                | Previously filed as an exhibit with the Form 10-K.   |                                  |                        |  |                                  |
|                                  | Confidential treatment has been requested for a portion of this exhibit.   |                                  |                        |  |                                  |
| *                                | Represents a management agreement or compensatory plan.  |                                  |                        |  |                                  |
| **                               | This certification is not deemed   |                                  |                        |  |                                  |

filed for purposes of Section 18 of the Securities Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that DemandTec, Inc. specifically incorporates it by reference.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**DEMANDTEC, INC.**

By: /s/ Mark A. Culhane  
Mark A. Culhane,  
Executive Vice President and Chief Financial  
Officer

Dated: October 20, 2010

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**EXHIBIT INDEX**

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| 23.1                             | Consent of Independent Registered Public Accounting Firm   |                                  |                        |                                  |                                  | X                                |
| 31.3                             | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |                                  |                        |                                  |                                  | X                                |
| 31.4                             | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |                                  |                        |                                  |                                  | X                                |