

SuccessFactors, Inc.  
Form 3  
February 23, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â SAP AG</p> <p>(Last) (First) (Middle)</p> <p>DIETMAR-HOPP-ALLEE 16</p> <p>(Street)</p> <p>WALLDORF,Â 2MÂ 69190</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/16/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SuccessFactors, Inc. [NYSE:SFSF]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner ___ Officer    ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u> <u>(2)</u>	76,262,065 <u>(3)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

Shares (I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAP AG DIETMAR-HOPP-ALLEE 16 WALLDORF, 2M 69190	Â	Â X	Â	Â
SAP America, Inc. 3999 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	Â	Â X	Â	Â

## Signatures

/s/ Michael Ploetner, Authorized Signatory of SAP AG	02/23/2012
__Signature of Reporting Person	Date
/s/ Wendy Boufford, Authorized Signatory of SAP AG	02/23/2012
__Signature of Reporting Person	Date
/s/ Wendy Boufford, Authorized Signatory of SAP America, Inc.	02/23/2012
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) This form is a joint filing by SAP AG and SAP America, Inc., a wholly owned subsidiary of SAP AG ("SAP America"). Saturn Expansion Corporation, an indirectly wholly-owned subsidiary of SAP AG and wholly owned subsidiary of SAP America (the "Purchaser") acted as the purchaser of all shares acquired by SAP AG and SAP America. The separate legal existence of the Purchaser ended on February 22, 2012 when it merged with and into SuccessFactors, Inc. ("SuccessFactors").
  - (2) This Form 3 relates to shares of common stock of SuccessFactors, par value \$0.001 per share (the "Shares").
  - (3) Reflects Shares purchased upon the expiration of a tender offer commenced pursuant to the Tender Offer Statement on Schedule TO, as amended or supplemented, initially filed with the U.S. Securities and Exchange Commission on December 16, 2011 by SAP AG, SAP America and the Purchaser. Amount excludes 5,411,270 Shares tendered through guaranteed delivery procedures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.