

OPNET TECHNOLOGIES INC

Form 425

October 29, 2012

1
OPNET Acquisition
Industry Analyst Presentation
Filed
by

Riverbed
Technology,
Inc.
pursuant
to
Rule
425
under
the
Securities
Act
of
1933,
as
amended,
and
deemed
filed
pursuant
to
Rule
14d-2
under
the
Securities
Exchange
Act
of
1934,
as
amended
Subject
Company:
OPNET
Technologies,
Inc.
Commission
File
No.
000-30931

2

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein are used with the written consent of Riverbed Technology or their respective owners.

Announcement Summary

Announcement of intent to purchase OPNET

APM
leader

Gartner
MQ
top
right

Established 1986 as NEOP(network engineering, operations and planning) vendor

673 employees, HQ in Bethesda, MD
Offer details

\$43 per share, \$921mm EV, 15% Stock, 85% Cash

Expected to close late Q412

Expect acquisition to be accretive to non-GAAP earnings in 2013, with meaningful
revenue and operating synergies in 2014

Integration plan

OPNET will become part of the Cascade business unit

OPNET leadership will play key roles in continuing to grow Cascade business

Over
time
back
office,
G&A
and
support
functions
may
be
combined
with
Riverbed's corporate teams

3

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein may be used only with the written consent of Riverbed Technology or their respective owners.

Why Are We Acquiring OPNET?

Extend Cascade into high-growth APM and more than double TAM

Build on Cascade's strong growth, execution and leadership in IT

performance market

Adds immediate scale to Cascade business

4

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein may be used only with the written consent of Riverbed Technology or their respective owners.

Customer Challenge

Network and Application Performance

Achieving these goals requires

Complete visibility into network and application topologies and dependencies

Intelligent planning of network capacity and application roll-outs

Real-time monitoring and reporting of application and network performance

Ability

to

detect,

isolate

and

analyze

performance

problems

fast

with

minimal

staff

Sharing of information across multiple business and technical groups

High-Performance Networks

and Applications

No Surprises

5

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein are used with the written consent of Riverbed Technology or their respective owners.

Meeting Customer's Needs

Full NPM & APM Features

Application

Dashboards
End-User Experience
Monitoring
Monitoring
& Alerting
Packet
Capture
Transaction
Tracing & Analysis
Application
Component Deep Dive
Monitoring
NetFlow
Reporting
Protocol, App
Analysis
NPM
APM

6

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein are used with the written consent of Riverbed Technology or their respective owners.

NPM

APM

Cascade + OPNET

Meeting Customer s Full Needs

7

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein are used with the written consent of Riverbed Technology or their respective owners.

Cascade + OPNET

Full APM and NPM offering

Application-aware network troubleshooting and monitoring

Easy to use, shared tool across several operations groups

Application and Network dashboards and reporting

Real-time monitoring and alerting

End user experience, server internals and code tracing

Integrated expert analysis

NPM

APM

Wide-ranging Network Visibility

Deep-Dive Application Analysis

8

©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are trademarks of Riverbed Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein are used with the written consent of Riverbed Technology or their respective owners.

Forward Looking Statements

Forward Looking Statements

Additional Information and Where to Find It

9
Thank You