

RESPONSYS INC  
Form SC TO-T/A  
February 05, 2014

**UNITED STATES 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**

**(Amendment No. 2)**

**RESPONSYS, INC.**

(Name of Subject Company (Issuer))

**RAPTOR OAK ACQUISITION CORPORATION**

(Offeror)

a wholly owned direct subsidiary of

**OC ACQUISITION LLC**

(Direct Parent of Offeror)

a wholly owned direct subsidiary of

**ORACLE CORPORATION**

(Oracle of Offeror)

(Names of Filing Persons)

**Common Stock, Par Value \$0.0001 Per Share**

(Title of Class of Securities)

**761248103**

(Cusip Number of Class of Securities)

**Dorian Daley**

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**Senior Vice President, General Counsel and Secretary**

**Oracle Corporation**

**500 Oracle Parkway**

**Redwood City, California 94065**

**Telephone: (650) 506-7000**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

**Copies to:**

**Richard Climan**

**Keith Flaum**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood City, California 94065**

**Telephone: (650) 802-3000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$1,564,534,062

**Amount of Filing Fee\*\***  
\$201,512

\*

Estimated solely for purposes of calculating the filing fee. This calculation is based on the offer to purchase all of the issued and outstanding shares of common stock, par value \$0.0001 per share, of Responsys, Inc. (the Company), at a purchase price of \$27.00 per share, net to the seller in cash, without interest thereon and subject to any required tax withholding. Such shares consist of: (i) 51,870,830 shares of common stock of the Company that were issued and outstanding as of January 6, 2014; (ii) 6,011,026 shares of common stock of the Company potentially issuable upon exercise of outstanding exercisable in-the-money stock options as of January 6, 2014; and (iii) up to 63,850 shares of common stock of the Company subject to outstanding restricted stock units of the Company outstanding as of January 6, 2014 that may undergo accelerated vesting and be settled for shares of common stock of the Company in connection with the Offer. The foregoing figures have been provided by the issuer to the offeror and are as of January 6, 2014, the most recent practicable date.

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The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2014, issued August 30, 2013, by multiplying the transaction value by 0.00012880.

x

Check 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: \$201,512

Filing Party: Raptor Oak Acquisition Corporation, OC Acquisition LLC and Oracle Corporation

Form or Registration No.: Schedule TO

Date Filed: January 8, 2014

..

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:

x

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 ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

..

Rule 13e 4(i) (Cross Border Issuer Tender Offer)

..

Rule 14d 1(d) (Cross Border Third Party Tender Offer)

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments and supplements thereto, the Schedule TO), filed with the Securities and Exchange Commission on January 8, 2014 by Raptor Oak Acquisition Corporation, a Delaware corporation (Purchaser), a wholly owned subsidiary of OC Acquisition LLC, a Delaware limited liability company (Parent), which is a wholly owned subsidiary of Oracle Corporation, a Delaware corporation (Oracle). The Schedule TO relates to the offer by Purchaser to purchase all of the issued and outstanding shares of common stock, par value, \$0.0001 per share (the Shares), of Responsys, Inc., a Delaware corporation (the Company), at a purchase price of \$27.00 per Share (the Offer Price) net to the seller in cash, without interest thereon and subject to any required tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 8, 2014 (the Offer to Purchase) and in the related Letter of Transmittal (which, together with the Offer to Purchase, as they may be amended or supplemented from time to time, collectively constitute the Offer), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

***Items 1 through 9 and Item 11.***

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended by:

*Amending and restating the fourth paragraph in Section 16 Certain Legal Matters; Regulatory Approvals Antitrust Compliance on page 38 of the Offer to Purchase:*

Under the Austrian Cartel Act, Purchaser's purchase of the Shares pursuant to the Offer was subject to a required waiting period that expired on February 4, 2014. As a result, the Antitrust Condition has been partially satisfied inasmuch as the applicable waiting period applicable to the Offer under the Austrian Cartel Act has expired.

**SIGNATURES**

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 5, 2014

**Raptor Oak Acquisition Corporation**

By: /s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

**OC Acquisition LLC**

By: /s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

**Oracle Corporation**

By: /s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase dated January 8, 2014.*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Summary Advertisement dated January 8, 2014.*
(a)(5)(i)	Press Release issued by Oracle Corporation on December 20, 2013 (incorporated by reference to the Schedule TO filed by Oracle Corporation on December 20, 2013).*
(a)(5)(ii)	General Presentation issued by Oracle Corporation on December 20, 2013 (incorporated by reference to the Schedule TO filed by Oracle Corporation on December 20, 2013).*
(a)(5)(iii)	FAQ issued by Oracle Corporation on December 20, 2013 (incorporated by reference to the Schedule TO filed by Oracle Corporation on December 20, 2013).*
(a)(5)(iv)	Customer and Partner Letter issued by Oracle Corporation on December 20, 2013 (incorporated by reference to the Schedule TO filed by Oracle Corporation on December 20, 2013).*
(a)(5)(v)	Website materials published by Oracle Corporation on December 20, 2013 (incorporated by reference to the Schedule TO filed by Oracle Corporation on December 20, 2013).*
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of December 20, 2013, among Responsys, Inc., OC Acquisition LLC, Raptor Oak Acquisition Corporation and (solely with respect to performance of its obligations set forth in certain specified sections thereof) Oracle Corporation (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Responsys, Inc. with the SEC on December 20, 2013).*
(d)(2)	Form of Tender and Support Agreement (incorporated by reference to Exhibit A to Exhibit 2.1 to the Current Report on Form 8-K filed by Responsys, Inc. with the SEC on December 20, 2013).*
(d)(3)	Confidential Disclosure Agreement for Strategic Matters, effective as of December 8, 2013, between Oracle Corporation and Responsys, Inc. (incorporated by reference to Exhibit (e)(2) to the Schedule 14D-9 filed by Responsys, Inc. on January 8, 2014).*
(d)(4)	Exclusivity Agreement, dated as of December 12, 2013, between Responsys, Inc. and Oracle Corporation (incorporated by reference to Exhibit (e)(3) to the Schedule 14D-9 filed by Responsys, Inc. on January 8, 2014).*
(e)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed with the Schedule TO.