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INFORMATICA CORP
Form SC TO-I/A
July 24, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 13E-4)
(Amendment No. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

INFORMATICA CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Offeror))

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

45666Q-10-Z
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

GAURAV S. DHILLON
CHIEF EXECUTIVE OFFICER
INFORMATICA CORPORATION
3350 W. BAYSHORE ROAD
PALO ALTO, CALIFORNIA 94303
(650) 687-6200

(Name, address, and telephone number of person
authorized to receive notices and communications
on behalf of filing person)

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PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(650) 493-9300

CALCULATION OF FILING FEE

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TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$83,293,657	\$16,659**

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* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 8,651,608 shares of common stock of Informatica Corporation having an aggregate value of \$83,293,657 as of July 16, 2001 will be exchanged pursuant to this offer. The aggregate

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value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

** Previously paid.

[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: \$16,659
Form or Registration No.: Schedule TO
Filing party: Informatica Corporation
Date filed: July 20, 2001

[] Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- [] third-party tender offer subject to Rule 14d-1.
[X] 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: []

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INTRODUCTORY STATEMENT

This Amendment No. 2 amends the Tender Offer Statement on Schedule TO filed by Informatica Corporation (the "Company") with the Securities and Exchange Commission (the "SEC") on July 20, 2001, as amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the SEC on July 23, 2001 (the "Schedule TO"), relating to an offer by the Company to exchange outstanding options to purchase the Company's common stock as set forth in the Schedule TO held by eligible employees of the Company for new options to purchase shares of the Company's common stock. This exchange offer will occur upon the terms and subject to the conditions described in (1) the Offer to Exchange filed as Exhibit (a)(1) to the Schedule TO, (2) the Memorandum from Gaurav S. Dhillon filed as Exhibit (a)(2) to the Schedule TO, (3) the Election Form filed as Exhibit (a)(3) to the Schedule TO, (4) the Notice to Withdraw from the Offer filed as Exhibit (a)(4) to the Schedule TO and (5) the Form of Promise to Grant Stock Option(s) filed as Exhibit (a)(5) to the Schedule TO.

This Amendment No. 2 amends the Schedule TO in order to file the following exhibit:

- (i) Information regarding the exchange offer available to the Company's employees on the Company intranet.

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ITEM 12. EXHIBITS.

- (a)(1)* Offer to Exchange, dated July 20, 2001.

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(2)* Memorandum from Gaurav S. Dhillon, dated July 20, 2001.

(3)* Election Form.

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(4)* Notice to Withdraw from the Offer.

(5)* Form of Promise to Grant Stock Option(s).

(6) Informatica Corporation Annual Report on Form 10-K for its fiscal year ended December 31, 2000, filed with the Securities and Exchange Commission on March 30, 2001 and incorporated herein by reference.

(7) Informatica Corporation Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, filed with the Securities and Exchange Commission on May 15, 2001 and incorporated herein by reference.

(8)* Email message from Gaurav S. Dhillon to optionholders of the Company eligible to participate in the exchange offer announcing the commencement of the exchange offer and transmitting the documents regarding the exchange offer.

(9)* Email message from Peter McGoff to optionholders of the Company eligible to participate in the exchange offer regarding the exchange offer.

(10) Information regarding the exchange offer available to the Company's employees on the Company intranet.

(b) Not applicable.

(d) (1)* Informatica Corporation 2000 Employee Stock Incentive Plan, as amended, and form of agreement thereunder.

(2)* Informatica Corporation 1999 Stock Incentive Plan, as amended, and form of agreement thereunder.

(3)* Informatica Corporation 2000 Employee Stock Incentive Plan Prospectus.

(4)* Informatica Corporation 1999 Stock Incentive Plan Prospectus.

(g) Not applicable.

(h) Not applicable.

* Previously filed as an exhibit to the Schedule TO filed by Informatica Corporation on July 20, 2001, as amended by Amendment No. 1 to the Schedule TO filed on July 23, 2001.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

INFORMATICA CORPORATION

/s/ Earl E. Fry

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Earl E. Fry
Chief Financial Officer and Senior Vice
President

Date: July 24, 2001

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INDEX TO EXHIBITS

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
(a) (1) *	Offer to Exchange, dated July 20, 2001.
(a) (2) *	Memorandum from Gaurav S. Dhillon, dated July 20, 2001.
(a) (3) *	Election Form.
(a) (4) *	Notice to Withdraw from the Offer.
(a) (5) *	Form of Promise to Grant Stock Option(s).
(a) (6)	Informatica Corporation Annual Report on Form 10-K for its fiscal year ended December 31, 2000, filed with the Securities and Exchange Commission on March 30, 2001 and incorporated herein by reference.
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(a) (10)	Information regarding the exchange offer available to the Company's employees on the Company's Intranet.
(d) (1) *	Informatica Corporation 2000 Employee Stock Incentive Plan, as amended, and form of agreement thereunder.
(d) (2) *	Informatica Corporation 1999 Stock Incentive Plan, as amended, and form of agreement thereunder.
(d) (3) *	Informatica Corporation 2000 Employee Stock Incentive Plan Prospectus.
(d) (4) *	Informatica Corporation 1999 Stock Incentive Plan

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Prospectus

* Previously filed as an exhibit to the Schedule TO filed by Informatica Corporation on July 20, 2001, as amended by Amendment No. 1 to the Schedule TO filed on July 23, 2001.