

ORACLE CORP
Form DEFA14A
May 16, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant o

Filed by a Party other than the Registrant X

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AGILE SOFTWARE CORPORATION

(Name of Registrant as Specified In Its Charter)

ORACLE CORPORATION

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

X No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Filed by Oracle Corporation

Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Agile Software Corporation

Commission File No.: 0-27071

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On May 15, 2007, Oracle Corporation published the following press release.

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Oracle Buys Product Lifecycle Management Leader Agile

Enables Oracle to Deliver Best-in-Class, Integrated, Enterprise PLM

REDWOOD SHORES, Calif., May 15, 2007 Oracle announced today that it has agreed to acquire Agile Software Corporation (Nasdaq: AGIL), a leading provider of product lifecycle management (PLM) software solutions, through a cash merger for \$8.10 per share, or approximately \$495 million.

Agile's PLM solutions help engineers, manufacturing and supply chain professionals and business executives drive the product innovation and introduction process, share product specifications and configurations and collaborate effectively across the supply chain in a variety of industries, including high-tech, life sciences, industrial manufacturing and consumer packaged goods. Agile's solutions help customers make better product portfolio decisions, accelerate new product introduction, improve manufacturing quality and manage regulatory compliance. Customers of Agile include Acer, Flextronics International, GE Medical Systems, Harris, Heinz, Johnson & Johnson, Lockheed Martin, McDonald's, Micron, QUALCOMM, Shell and ZF.

PLM is evolving into an enterprise-wide discipline that spans multiple product design systems and interacts with a wide-range of enterprise applications to manage the complete product lifecycle from concept and design, to production, sales and service. The combination of Agile and Oracle will create an integrated, enterprise-wide PLM solution. Additionally, Oracle's commitment to open-standards based integration will enable users of other enterprise applications to utilize Agile's best-in-class capabilities.

Profitable product innovation is critical to product-based industries, making PLM one of the fastest growing application segments, said Oracle President Charles Phillips. The addition of Agile, which will serve as the foundation of our PLM offering, will further Oracle's strategy of delivering industry-specific enterprise applications and allows us to offer yet another strategic application to SAP customers.

With over 1,250 PLM customers and over 10,000 visualization customers globally, Agile has a proven track record of rapid, successful implementations integrated to a wide range of ERP and CAD systems, said Agile CEO Jay Fulcher. By becoming part of Oracle we can bring Agile's solutions to a wider audience and accelerate the advance of Enterprise PLM.

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The merger is subject to stockholder and regulatory approval and other customary closing conditions and is expected to close in mid to late July 2007. More information is available at <http://www.oracle.com/Agile>.

About Oracle

Oracle (NASDAQ: ORCL) is the world's largest enterprise software company. More information about Oracle can be found on the web at www.oracle.com.

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Trademarks

Oracle is a registered trademark of Oracle Corporation and/or its affiliates. Other names may be trademarks of their respective owners.

Cautionary Statement Regarding Forward-Looking Statements

This document contains certain forward-looking statements about Oracle and Agile including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of Agile. Actual events or results may differ materially from those described in this press release due to a number of risks and uncertainties, many of which are beyond the control of Oracle and Agile. The potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed, general economic conditions and industry specific conditions. In addition, please refer to the documents that Oracle and Agile, respectively, file with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle and Agile's respective financial and operational results to differ materially from those contained in the forward-looking statements set forth in this document. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Agile. Oracle and Agile are under no duty to update any of the forward-looking statements after the date of this document to conform to actual results.

Additional Information About the Merger and Where to Find It

Agile will file with the SEC a proxy statement and Agile and Oracle will file other relevant materials in connection with the proposed acquisition of Agile by Oracle pursuant to the terms of an Agreement and Plan of Merger by and among Oracle, Aqua Acquisition Corp., a wholly-owned subsidiary of Oracle, and Agile. The materials to be filed by Agile with the SEC, may be obtained free of charge at the SEC's web site at www.sec.gov. Investors and security holders of Agile are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger.

Oracle and certain of Oracle's executive officers and directors may be deemed to be participants in the solicitation of proxies of Agile stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Oracle's executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC when they become available.

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Filed by Oracle Corporation

Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Agile Software Corporation

Commission File No.: 0-27071

On May 15, 2007, Oracle Corporation posted the following information on its website.

Oracle and Agile

Read the press release: Oracle Buys Product Lifecycle Management Leader Agile

On May 15, 2007, Oracle announced that it has entered into an agreement to acquire Agile, a leading provider of product lifecycle management (PLM) software solutions. We expect the transaction to close in July 2007, subject to stockholder and regulatory approval and other customary closing conditions. Until the deal closes, each company will continue to operate independently, and it is business as usual.

Agile's PLM solutions drive the product innovation and introduction process in a variety of industries, including high-tech, life sciences, industrial manufacturing and consumer packaged goods. Agile's solutions help customers make better product portfolio decisions, collaborate across design and supply chain partners, accelerate new product introduction and manage compliance. The combination of Agile and Oracle's leading enterprise applications will create a best-in-class, integrated enterprise PLM solution.

INFORMATION FOR CUSTOMERS AND PARTNERS

-Letter to customers from John Wookey, Senior Vice President, Applications Development, Oracle outlining the benefits of the combination

CONTACT ORACLE

Email to:

contact.oracle@oracle.com

1.650.633.4490

1.800.633.0925

(toll free in the United States)

SUPPORT, SERVICE, AND SALES INFORMATION

Agile customers and partners: Please use your existing contacts for professional support, services, and sales.

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-Letter to partners from Doug Kennedy, Vice President of Alliances & Channels, Oracle outlining the benefits of the combination

-Overview and Frequently Asked Questions (PDF)

-Learn more about what the combination of Oracle and Agile (PDF) will mean for our customers and partners

NEWS AND EVENTS

Press release: Oracle Buys Product Lifecycle Management Leader Agile

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

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Filed by Oracle Corporation

Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Agile Software Corporation

Commission File No.: 0-27071

On May 15, Oracle Corporation posted the following letter to Oracle customers on its website. The following letter will also be sent to Oracle customers globally.

TO: Oracle Customers

FR: John Wookey

DT: May 15, 2007

Subject: Oracle Buys Product Lifecycle Management Leader Agile

On May 15, 2007, Oracle announced that it has entered into an agreement to acquire Agile, a leading provider of product lifecycle management (PLM) software solutions. We expect the transaction to close in July 2007, subject to stockholder and regulatory approval and other customary closing conditions. Until the deal closes, each company will continue to operate independently, and it is business as usual.

Agile's PLM solutions drive the product innovation and introduction process in a variety of industries, including high-tech, life sciences, industrial manufacturing and consumer packaged goods. These solutions help Agile's 1,250 global PLM customers make better product portfolio decisions, collaborate across design and supply chain partners, accelerate new product introduction and manage compliance. In addition, through its Cimmetry Systems division, Agile has over 10,000 customers and is the industry standard for collaborative visualization.

As PLM evolves into an enterprise-wide discipline, it must span multiple product design systems, interact with a wide-range of enterprise applications and manage the complete product lifecycle from concept and design, to production, sales and service. The combination of Agile's best in class PLM solutions, together with Oracle's leading solutions in CRM, SCM and ERP will create a best-in-class, integrated, enterprise PLM solution. Additionally, Oracle's commitment to open, standards-based integration will enable users of other, non-Oracle enterprise applications to utilize Agile's best-in-class capabilities.

The anticipated benefits to our customers include:

- o Manage product information, processes, and decisions, across the lifecycle and across the global product network of design and supply chain partners
- o Manage product information across multiple design systems, with an agnostic approach to CAD and other authoring systems
- o Fully integrate with customer enterprise architecture - manufacturing, supply chain, fulfillment, service and customer - leveraging existing IT investments
- o Take advantage of proven 3rd party connectors that support integration with Oracle Applications and with SAP
- o Reduce total cost of ownership while increasing customers' ability to operate an integrated, information driven enterprise

Oracle plans to continue to sell and support Agile products as standalone and as an integrated solution with both Oracle and non-Oracle environments. Existing customers of Oracle PLM will be supported and protected by Oracle, and customers will have the option to gain access to Agile's best-of-breed product lifecycle management solutions and to their domain expertise. In addition, Oracle plans to continue its investment in the complementary product Oracle PIM Data Hub, with a planned integration to Agile PLM. This further strengthens our product master data management role in consolidating and managing the enterprise product record across heterogeneous environments.

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We are excited about this acquisition and how it will strengthen our ability to provide product lifecycle management across our customers enterprises. Oracle representatives will be reaching out to you to answer any questions that you may have. More information about the transaction can be found at www.oracle.com/Agile.

Sincerely,

John Wookey

Senior Vice President, Applications Development

Oracle

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Filed by Oracle Corporation

Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Agile Software Corporation

Commission File No.: 0-27071

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TO: Oracle Partners

FR: Doug Kennedy

DT: May 15, 2007

Subject: Oracle Buys Product Lifecycle Management Leader Agile

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After the transaction is complete, Oracle and Agile partners will benefit by working with a single vendor to address customer needs for product lifecycle management. Oracle partners are expected to benefit from Agile's best-in-class solutions for PLM. Agile partners are expected to benefit from Oracle's increased support of Agile partners and increased investment in Agile products. Both companies' partners are expected to benefit from the complementary solutions that provide an opportunity to increase business value and drive down cost of ownership throughout an integrated, standards-based enterprise software stack.

We are excited about this acquisition and how it will strengthen our ability to provide product lifecycle management across our customers' and your customers' enterprises. More information about the transaction can be found at www.oracle.com/Agile.

Sincerely,

Doug Kennedy

Vice President, Alliances and Channels

Oracle

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Oracle and Agile Acquisition Announcement Enables Oracle to Deliver Best-in-Class, Integrated, Enterprise PLM

May 15, 2007

Filed by Oracle Corporation
Pursuant to Rule 14a-12
Under the Securities Exchange Act of 1934
Subject Company: Agile Software Corporation
Commission File No.: 0-27071

On May 15, 2007, Oracle Corporation posted the following acquisition announcement presentation on its website.

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purposes only and may not be incorporated into a contract.

The following is intended to outline our general product direction. It is intended for information purposes only, and
may not be incorporated into
any contract. It is not a commitment to deliver any material, code, or functionality, and should not be relied upon in
making purchasing
decision. The development, release, and timing of any features or functionality described for Oracle's products
remains at the sole discretion of
Oracle.

What We Are Announcing

Oracle has agreed to acquire Agile

\$8.10 a share, subject to required approvals

Transaction expected to close in July 2007

Agile is a leading provider of Product Lifecycle Management (PLM) applications with deep industry and domain expertise

Public company (NASDAQ: AGIL) - headquartered in San Jose, CA, USA with 800+ employees worldwide and trailing twelve month revenue in excess of \$130M (Jan 07)

Agile has one of the largest PLM install base of 1,250+ industry leading customers

Agile also provides the industry leading collaborative visualization solution with over 10,000 customers

Agile PLM solutions help companies drive profits, accelerate innovation, improve quality and ensure regulatory compliance

Combination of Agile and Oracle will create best-in-class, integrated, Enterprise PLM solution

PLM is a strategic focus for Oracle and our customers

Agile's solutions complement Oracle's leading enterprise applications and infrastructure

Establishes an open Enterprise PLM solution integrated across multiple product design systems which interacts with a wide range of enterprise applications such as Oracle, JD Edwards and SAP

Combination provides the most comprehensive end-to-end PLM solution that enables customers to manage the complete product lifecycle from concept and design, to production, sales and service

Strategic Importance of PLM to Oracle

PLM is one of the fastest growing enterprise application segments

License spend estimated to reach \$7.3 billion in 2009; 11%+ CAGR growth. By 2009, PLM is projected to be third largest segment in enterprise applications*

Product innovation is a business imperative to drive growth and differentiation

PLM is evolving into an enterprise-wide, cross-functional discipline across all lines of business

Effective product innovation requires management and coordination of product information, processes and decisions, across all lines of business and across the extended design and supply chain

This requires PLM to span multiple design systems and to have integrations with many enterprise applications

The trend also means that PLM is often part of an overall enterprise decision

Oracle is in a strong position to grow Enterprise PLM

Oracle is a technology leader with best-in-class capabilities in ERP, SCM, CRM, HCM, BI, and MDM/PIM applications, as well as industry-specific applications

PLM is a natural fit and a strong complement to Oracle's current technology and enterprise application solutions, supporting Oracle's strategy of providing the industry's most comprehensive and compelling Enterprise Applications

* Source: AMR Research, 2006; CAD and Direct Material Sourcing are not part of PLM revenue

Enterprise PLM Value Proposition

Common Information, Integrated Processes, Better Decisions

Manage enterprise product record

Integrated PLM processes, e.g.

Capture voice of customer through CRM

Link supply chain constraints to design and sourcing decisions (DFX)

Make better product decisions using demand forecast, resource constraints, plant/supply variations

Delivers Increased Value

Reduced time, cost, quality leakage

More predictable innovation

Reduced supply chain disruption

Increased customer satisfaction

Reduced IT costs

New Product Introduction

Product

Innovation

Order to Fulfill

Why Agile?

Agile is a best-in-class leader in Enterprise PLM

Strong, highly referenceable install base of over 1,250 global customers, many of which are leaders in their industries

Particular industry strength in electronics & high tech and industrial manufacturing, as well as emerging industries such as life sciences, CPG, and food & beverage

Agile's broad suite of business ready, best practice enterprise PLM applications supports integration across many leading CAD and ERP systems

Agile products and expertise increase Oracle's competitiveness

Agile has deep domain and industry expertise that complements Oracle

Agile consistently competes and wins against SAP and CAD competitors

Agile is a strategic application in many SAP and non-Oracle accounts

Agile has the most complementary product suite for Oracle

Agile runs on Oracle, 98% of Agile's customers are Oracle technology customers and over 40% are Oracle Applications customers

Modern, open, standards-based architecture, compatible with Oracle Fusion Middleware and Fusion Application stack

Agile is a member of Oracle PartnerNetwork (OPN)

Proven, widely deployed 3rd party integrations with Oracle, JD Edwards and SAP

Agile Solutions

Agile 9

Industry leading, best-in-class
Enterprise PLM solution

Leader in Hi-Tech, Life Sciences,
Electronics and Discrete
Packaging

Industry best practice solutions

Agile Advantage Lower TCO
PLM solution for SME (On
Demand and On Premise)

Agile e6 PLM for complex
engineering environments

Cimmetry Industry leading
collaborative visualization solution

Agile Prodika End-to-end PLM
for CPG and Food & Beverage

Agile Customers

Over 11,000 total customers (1,250+ PLM and 10,000+ Cimmetry)

Cisco

Apple

GSK

Philip

Morris

International

Tyson

Foods

Coca Cola

Open Enterprise PLM Leader

**Sample Agile/Oracle Applications
Customers**

**Sample Agile/SAP Applications
Customers**

Cisco

Apple

Philip Morris

International

Tyson

Foods

Coca Cola

Agile

Solution:

Global deployment of Oracle 11i E-Business Suite including Advance Planning and Supply Chain products, Siebel CRM and PeopleSoft HCM

Oracle

Solution:

Agile provides us with the advanced engineering and collaboration features that will ensure we continue to be at the forefront of wireless technology.

Norm Fjeldheim

*Sr. Vice President
and Chief
Information Officer*

Ensured regulatory compliance with secure product data and enhanced history tracking

Reduced cycle time from days to minutes for data iterations with contract manufacturers

Saved money and time by eliminating suspect data, failures and errors with one true source for all product information

Provided global, 24/7 accessibility to product information

Business

Results:

Deployed Agile PLM to over 6,500 external and internal users in all 6 business units worldwide

Slow product development due to scattered product information across global manufacturing sites

High costs of data integration failures and errors

Lack of user-specific secure, regulated, global access to data

Business

Challenges:

Qualcomm

Joint Customer Example

Agile

Solution:

Global deployment of PeopleSoft ERP and Supply Chain Management along with Siebel CRM

Oracle

Solution:

Robust central repository of product data across the enterprise

Facilitated secure and real time collaboration across global product design, manufacturing, and partners

Engineering change cycle time reduced by 66%

Ensured compliance to regulations automatically - export control efficiencies

Business

Results:

Broadest deployment of end-to-end Agile PLM modules globally - throughout all divisions & HQ

Delays in time to market due to lack of data, collaboration and process between manufacturing and purchasing

Low visibility into quality, cost and availability in supply chain

Inability to track hazardous content in finished products

Business

Challenges:

Harris

Joint Customer Example

We've leveraged Agile's key strengths of being rapidly deployable, adaptable for configuration to our changing needs, and friendly to use across multiple business units. Many of our internal

users have come to depend heavily upon Agile. We continue to find more opportunities to utilize Agile to deliver new capabilities which will further the utilization of product data to deliver bottom line business value.

Bill Miller

*VP-Information services
and CIO*

