

COMMERCE ONE INC / DE/
Form SC 13D/A
May 13, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Commerce One, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

200693 10 9
(CUSIP Number)

Torsten M. Geers, Esq.
SAP America, Inc.
3999 West Chester Pike
Newtown Square, PA 19073
(610) 610-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 30, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 200693 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der

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Datenverarbeitung; IRS No. 98-0339015

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds (See Instructions) WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization Federal Republic of Germany

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power :
5,831,481 shares of common stock (see Items 4 and 5)

8. Shared Voting Power

9. Sole Dispositive Power
5,831,481 shares of common stock (see Items 4 and 5)

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,831,481 shares of common stock (see Items 4 and 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

Approximately 19.92% of common stock (see Items 4 and 5)

14. Type of Reporting Person (See Instructions)

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This Amendment No. 2 ("Amendment") amends the Schedule 13D filed on August 16, 2001 (the "Schedule 13D"), and Amendment No. 1 to the Schedule 13D, filed on January 31, 2003 ("Amendment No. 1") by SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung ("SAP AG") with respect to the shares of common stock, par value \$0.0001 ("Common Stock") of Commerce One, Inc. (the "Issuer"), as follows:

Item 5. Interest in Securities of the Issuer.

SAP AG beneficially owns 5,831,481 shares of Common Stock, including 1,749,444 shares of Common Stock that SAP AG will acquire upon termination of the Master Agreement for Securities Loan Transactions dated December 16, 2002 and related Transaction Confirmation dated December 23, 2002 (collectively, the "Agreement")

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between SAP AG and HSBC Trinkaus and Burkhardt KGaA, a German bank (the "Borrower"). SAP AG has the right to terminate the Agreement at any time upon three business days prior notice to the Borrower (the notice period will be extended by one business day if notice is received by the Borrower after 3:00 p.m. local time at the Borrower's location). In the event that the Agreement is not terminated by either party, it will automatically terminate on December 30, 2003. The 5,831,481 shares beneficially owned by SAP AG represent approximately 19.92% of the Issuer's Common Stock based on 29,276,716 shares of Common Stock outstanding as of March 3, 2003, as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended December 31, 2002. SAP AG has sole voting and dispositive power with respect to 4,082,037 shares and, following termination of the Agreement, will have sole voting and dispositive power over the 1,749,444 shares subject to the Agreement. The voting and disposition of the shares of Common Stock of the Issuer owned by SAP AG are subject in certain respects to limitations under the Standstill Agreement and the Investor Rights Agreement as described in Item 4 of the Schedule 13D.

The share numbers addressed in this Amendment reflect the issuer's 1-for-10 reverse stock split effected on September 17, 2002.

Signature

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

Dated: May 13, 2003

SAP AKTIENGESELLSCHAFT SYSTEME,
ANWENDUNGEN,PRODUKTE IN DER
DATENVERARBEITUNG

By: /s/ Werner Brandt

Werner Brandt
Chief Financial Officer