

MICROS SYSTEMS INC  
Form SC TO-T  
July 03, 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**

**MICROS SYSTEMS, INC.**  
**(Name of Subject Company (Issuer))**  
**ROCKET ACQUISITION CORPORATION**

**(Offeror)**

**a subsidiary of**

**OC ACQUISITION LLC**

**(Parent of Offeror)**

**a subsidiary of**

**ORACLE CORPORATION**

**(Parent of Offeror)**

**(Names of Filing Persons)**

**Common Stock, Par Value \$0.025 Per Share**

(Title of Class of Securities)

**594901100**

(Cusip Number of Class of Securities)

**Dorian E. Daley**

**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:*

**Keith A. Flaum**

**James R. Griffin**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood City, California 94065**

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

## **CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$5,443,494,248

**Amount of Filing Fee\*\***

\$701,122.06

- \* 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 \$0.025 per share, of MICROS Systems, Inc. (the Company), at a purchase price of \$68.00 per share, net to the seller in cash, without interest thereon and subject to any required tax withholding. Such shares consist of: (i) 74,817,363 shares of common stock of the Company that were issued and outstanding as of June 25, 2014; (ii) 4,175,192 shares common stock of the Company potentially issuable upon exercise of outstanding exercisable in-the-money stock options as of June 25, 2014; and (iii) 1,058,831 shares of common stock of the Company potentially issuable pursuant to outstanding stock options that

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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 June 25, 2014, the most recent practicable date.

\*\* The filing fee was calculated in accordance with Rule-011 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.

.. Check box if any part of the fee is offset as provided by Rule-011(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:  
Form or Registration No.:

Filing Party:  
Date Filed:

.. 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:

- ☒ 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. ..

This Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this Schedule TO ) is filed by Rocket Acquisition Corporation, a Maryland corporation ( Purchaser ), a subsidiary of OC Acquisition LLC, a Delaware limited liability company ( Parent ), which is a subsidiary of Oracle Corporation, a Delaware corporation ( Oracle ). This Schedule TO relates to the offer by Purchaser to purchase all of the issued and outstanding shares of common stock, par value, \$0.025 per share (the Shares ), of MICROS Systems, Inc., a Maryland corporation (the Company ), at a purchase price of \$68.00 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 and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

All information contained in the Offer to Purchase (including Schedule I to the Offer to Purchase) and the accompanying Letter of Transmittal is hereby expressly incorporated herein by reference in response to Items 1 through 9 and Item 11 of this Schedule TO.

The Agreement and Plan of Merger, dated as of June 22, 2014 (as it may be amended from time to time, the Merger Agreement ), by and among the Company, Parent, Purchaser and (solely with respect to performance of its obligations set forth in certain specified sections thereof) Oracle, a copy of which is attached as Exhibit (d)(1) hereto, and the Tender and Support Agreements, dated as of June 22, 2014 (as they may be amended from time to time, the Tender and Support Agreements ) with Peter A. Altabef, Kaweh Niroomand, Thomas L. Patz, Cynthia A. Russo, Peter Rogers, Jay Upchurch, Russ Butler, Carlos Echalar, Bernard Jammet, Gabriel Pestalardo, Nirmal Singh, Manfred Kaiser, Louis Brown, B. Gary Dando, A. L. Giannopoulos, F. Suzanne Jenniches, John G. Puente and Dwight S. Taylor, a copy of the form of which is attached as Exhibit (d)(2) hereto, are incorporated herein by reference with respect to Items 4, 5, 6 and 11 of this Schedule TO.

***Item 1. Summary Term Sheet.***

The information set forth in the Summary Term Sheet of the Offer to Purchase is incorporated herein by reference.

***Item 2. Subject Company Information.***

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is MICROS Systems, Inc., a Maryland corporation. The Company's principal executive offices are located at 7031 Columbia Gateway Drive, Columbia, Maryland 21046-2289. The Company's telephone number is (443) 285-6000.

(b) This Schedule TO relates to the outstanding shares of common stock, par value \$0.025 per share, of the Company. The Company has advised Purchaser, Parent and Oracle that, as of June 25, 2014 (the most recent practicable date) 74,817,363 Shares were issued and outstanding.

(c) The information set forth in Section 6 (entitled Price Range of Shares; Dividends ) of the Offer to Purchase is incorporated herein by reference.

***Item 3. Identity and Background of the Filing Person.***

(a) (c) This Schedule TO is filed by Purchaser, Parent and Oracle. The information set forth in Section 8 (entitled Certain Information Concerning Oracle, Parent and Purchaser ) of the Offer to Purchase and Schedule I to the Offer to Purchase is incorporated herein by reference.

***Item 4. Terms of the Transaction.***

(a)(1)(i) (viii), (xii), (a)(2)(i) (iv), (vii) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

the Introduction

the Summary Term Sheet

Section 1 Terms of the Offer

Section 2 Acceptance for Payment and Payment for Shares

Section 3 Procedures for Accepting the Offer and Tendering Shares

Section 4 Withdrawal Rights

Section 5 Certain United States Federal Income Tax Consequences of the Offer

Section 11 The Merger Agreement; Other Agreements

Section 12 Purpose of the Offer; Stockholder Approval; Plans for the Company

Section 13 Certain Effects of the Offer

Section 15 Conditions of the Offer

Section 16 Certain Legal Matters; Regulatory Approvals

Section 17 Appraisal Rights

Section 19 Miscellaneous

(a)(1)(ix) (xi), (a)(2)(v) (vi) Not applicable.

***Item 5. Past Contacts, Transactions, Negotiations and Agreements.***

(a), (b) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

the Introduction

the Summary Term Sheet

Section 8 Certain Information Concerning Oracle, Parent and Purchaser

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Section 10 Background of the Offer; Past Contacts or Negotiations with the Company

Section 11 The Merger Agreement; Other Agreements

Section 12 Purpose of the Offer; Stockholder Approval; Plans for the Company

Schedule I

***Item 6. Purposes of the Transaction and Plans or Proposals.***

(a), (c)(1)-(7) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

the Introduction

the Summary Term Sheet

Section 10 Background of the Offer; Past Contacts or Negotiations with the Company

Section 11 The Merger Agreement; Other Agreements

Section 12 Purpose of the Offer; Stockholder Approval; Plans for the Company

Section 13 Certain Effects of the Offer

Schedule I

***Item 7. Source and Amount of Funds or Other Consideration.***

(a) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

the Summary Term Sheet

Section 9 Source and Amount of Funds

(b), (d) Not applicable.

***Item 8. Interest in Securities of the Subject Company.***

(a) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

the Summary Term Sheet

Section 8 Certain Information Concerning Oracle, Parent and Purchaser

Section 11 The Merger Agreement; Other Agreements

Section 12 Purpose of the Offer; Stockholder Approval; Plans for the Company

Schedule I

(b) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

Section 8 Certain Information Concerning Oracle, Parent and Purchaser

Schedule I

***Item 9. Persons/Assets, Retained, Employed, Compensated or Used.***

(a) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

the Summary Term Sheet

Section 3 Procedures for Accepting the Offer and Tendering Shares



Section 10 Background of the Offer; Past Contacts or Negotiations with the Company

Section 18 Fees and Expenses

***Item 10. Financial Statements.***

Not applicable.

***Item 11 Additional Information.***

(a)(1) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

Section 8 Certain Information Concerning Oracle, Parent and Purchaser

Section 11 The Merger Agreement; Other Agreements

Section 10 Background of the Offer; Past Contacts or Negotiations with the Company

Section 12 Purpose of the Offer; Stockholder Approval; Plans for the Company

(a)(2) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

Section 12 Purpose of the Offer; Stockholder Approval; Plans for the Company

Section 15 Conditions of the Offer

Section 16 Certain Legal Matters; Regulatory Approvals

(a)(3) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

Section 15 Conditions of the Offer

Section 16 Certain Legal Matters; Regulatory Approvals

(a)(4) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

Section 13 Certain Effects of the Offer

(a)(5) The information set forth in the following sections of the Offer to Purchase is incorporated herein by reference:

Section 16 Certain Legal Matters; Regulatory Approvals

**Item 12. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase dated July 3, 2014.*
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement dated July 3, 2014.*
(a)(5)(A)	Press Release issued by Oracle Corporation on June 23, 2014 (incorporated by reference to the Schedule TO filed by Oracle Corporation on June 23, 2014).
(a)(5)(B)	General Presentation issued by Oracle Corporation on June 23, 2014 (incorporated by reference to the Schedule TO filed by Oracle Corporation on June 23, 2014).

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- (a)(5)(C) FAQ issued by Oracle Corporation on June 23, 2014 (incorporated by reference to the Schedule TO filed by Oracle Corporation on June 23, 2014).
- (a)(5)(D) Customer and Partner Letter issued by Oracle Corporation on June 23, 2014 (incorporated by reference to the Schedule TO filed by Oracle Corporation on June 23, 2014).
- (a)(5)(E) Website materials published by Oracle Corporation on June 23, 2014 (incorporated by reference to the Schedule TO filed by Oracle Corporation on June 23, 2014).
- (a)(5)(F) Complaint captioned *Shiva Y. Stein, Individually and on Behalf of Herself and All Others Similarly Situated v. MICROS Systems, Inc., et al.*, filed on June 27, 2014, in the Circuit Court for Howard County, Maryland.\*

Exhibit No.	Description
(a)(5)(G)	Complaint captioned <i>Tiffani Boudreaux, Individually on Behalf of Herself and All Others Similarly Situated v. MICROS Systems, Inc. et al.</i> , filed on June 26, 2014, in the Circuit Court for Howard County, Maryland.*
(a)(7)	Notice of Merger of Rocket Acquisition Corporation with and into MICROS Systems, Inc.
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of June 22, 2014, among MICROS Systems, Inc., OC Acquisition LLC, Rocket 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/A filed by MICROS Systems, Inc. with the SEC on July 3, 2014).
(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/A filed by MICROS Systems, Inc. with the SEC on July 3, 2014).
(d)(3)	Confidential Disclosure Agreement, effective as of April 12, 2014, between Oracle Corporation and MICROS Systems, Inc. (incorporated by reference to Exhibit (e)(2) to the Schedule 14D-9 filed by MICROS Systems, Inc. on July 3, 2014).
(d)(4)	Exclusivity Agreement, dated as of June 6, 2014, between MICROS Systems, Inc. and Oracle Corporation (incorporated by reference to Exhibit (e)(3) to the Schedule 14D-9 filed by MICROS Systems, Inc. on July 3, 2014).
(e)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Filed herewith

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

**SIGNATURES**

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

Date: July 3, 2014

**Rocket Acquisition Corporation**

By: /s/ Dorian E. Daley  
Name: Dorian E. Daley

Title: President

**OC Acquisition LLC**

By: /s/ Dorian E. Daley  
Name: Dorian E. Daley

Title: President

**Oracle Corporation**

By: /s/ Dorian E. Daley  
Name: Dorian E. Daley  
Title: Senior Vice President, General  
Counsel and Secretary

## EXHIBIT INDEX

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- (e) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

\* Filed herewith