

PEROT SYSTEMS CORP

Form S-4

November 12, 2003

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As filed with the Securities and Exchange Commission on November 12, 2003

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-4

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

PEROT SYSTEMS CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

7374
(Primary Standard Industrial
Classification Code Number)

75-2230700
(I.R.S. Employer
Identification Number)

**2300 WEST PLANO PARKWAY
PLANO, TEXAS 75075
(972) 577-0000**

(Address, including zip code, and telephone
number, including area code, of registrant's principle
executive offices)

**PETER A. ALTABEF
VICE PRESIDENT, GENERAL COUNSEL, AND SECRETARY
2300 WEST PLANO PARKWAY
PLANO, TEXAS 75075
(972) 577-0000**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

COPY TO:

**GLEN J. HETTINGER
HUGHES & LUCE, L.L.P.
1717 MAIN STREET, SUITE 2800
DALLAS, TEXAS 75201
(214) 939-5500**

Approximate date of commencement of proposed sale to the public: From time to time after the effectiveness of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. [X]

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| Title of each class of securities to be registered | Amount to be registered (1)(2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price | Amount of registration fee |
|---|---|--|--|---|
| Class A Common Stock, \$.01 par value per share | 15,000,000 | \$11.35 | \$170,250,000 | \$13,773.23 |
| Rights to Purchase Preferred Stock (2) | | | | |

(1) Pursuant to Rule 416(a) under the Securities Act, the number of shares of common stock registered hereby is subject to adjustment to prevent dilution resulting from stock splits, stock dividends, or similar transactions.

(2) Associated with the Class A common stock are rights to purchase Series A Junior Participating Preferred Stock of Perot Systems Corporation (the Series A Preferred Stock) that will not be exercisable or evidenced separately from the Class A common stock prior to the occurrence of certain events. No separate consideration will be received by the Registrant for the initial issuance of the rights to purchase the Series A Preferred Stock.

(3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) under the Securities Act. The maximum price per share information is based on the average of the high and the low sale prices of the Registrant's Class A common stock, \$.01 par value per share, reported on the New York Stock Exchange on November 6, 2003.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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**Subject to Completion
Dated November 11, 2003**

PROSPECTUS

15,000,000 Shares

PEROT SYSTEMS CORPORATION

CLASS A COMMON STOCK

This prospectus covers 15,000,000 shares of our Class A common stock, par value \$.01 per share, that we may issue and sell from time to time in business combination transactions. We and the owners or controlling persons of the businesses or assets acquired will negotiate the terms of any business combination. We will determine the value of the shares of common stock to be issued at prices reasonably related to market prices current either at the time of agreement on the terms of a business combination or at or about the time of delivery of the shares. This prospectus may also cover sales by persons or entities who have received shares of common stock under this prospectus and who elect to use this prospectus to cover the resale of the shares.

We will pay all expenses of the offering. We will not pay any underwriting discounts or commissions in connection with the issuance or sale of any shares, although we may pay finder's fees in connection with specific business combinations. Any person receiving a finder's fee may be deemed to be an underwriter of the shares issued in the transaction.

Our common stock is listed on the New York Stock Exchange under the symbol PER. On November 10, 2003, the closing price of one share of our Class A common stock on the New York Stock Exchange was \$11.61.

BEFORE PURCHASING SHARES OF OUR COMMON STOCK YOU SHOULD CAREFULLY REVIEW THE RISK FACTORS SECTION OF THIS PROSPECTUS, WHICH BEGINS ON PAGE 3.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is .

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

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THIS PROSPECTUS INCORPORATES IMPORTANT BUSINESS AND FINANCIAL INFORMATION THAT IS NOT INCLUDED IN OR DELIVERED WITH THIS PROSPECTUS. THIS INFORMATION IS AVAILABLE WITHOUT CHARGE TO SECURITY HOLDERS UPON ORAL OR WRITTEN REQUEST TO PEROT SYSTEMS CORPORATION, 2300 WEST PLANO PARKWAY, PLANO, TEXAS 75075, ATTENTION: INVESTOR RELATIONS (TEL. (877) 737-6973). TO ENSURE TIMELY DELIVERY OF THE INFORMATION, PLEASE MAKE ANY REQUEST AT LEAST FIVE DAYS BEFORE THE DAY YOU MUST MAKE YOUR INVESTMENT DECISION. SEE WHERE YOU CAN FIND MORE INFORMATION.

WE HAVE NOT AUTHORIZED ANY PERSON TO PROVIDE INFORMATION OR MAKE ANY REPRESENTATION ABOUT THIS OFFERING THAT IS NOT IN THIS PROSPECTUS. PROSPECTIVE INVESTORS SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS. THIS PROSPECTUS IS NOT AN OFFER TO SELL NOR IS IT SEEKING AN OFFER TO BUY THESE SECURITIES IN ANY JURISDICTION WHERE THE OFFER OR SALE IS PROHIBITED. INFORMATION IN THIS PROSPECTUS IS CORRECT ONLY AS OF ITS DATE, REGARDLESS OF WHEN ANY LATER OFFER OR SALE OCCURS.

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Our principal executive offices are located at 2300 West Plano Parkway, Plano Texas 75075. Our telephone number is (972) 577-0000 and our website is www.perotsystems.com.

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RISK FACTORS

An investment in our common stock involves a high degree of risk. In addition to the other information in this prospectus, you should carefully consider the following risk factors in evaluating an investment in our common stock. This prospectus contains forward-looking statements about our operations, economic performance and financial condition, including, in particular, the likelihood of our success in developing and expanding our business. These statements are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond our control, and reflect future business decisions that are subject to change. The risks described below are not the only ones facing our company. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations. If any of the following risks actually occurs, our business, financial condition, or results of operations could be materially and adversely affected. In such case, the trading price of our Class A common stock could decline, and you may lose all or part of your investment.

In addition, we specifically direct you to our public filings, which are available from the Securities and Exchange Commission as described under the captions Available Information and Where You Can Find More Information. These public filings will discuss other potential risk factors that may arise in the future.

THE TERM OF AND POSSIBLE CHANGES IN OUR UBS RELATIONSHIP AND VARIABILITY OF PROFITS FROM UBS COULD ADVERSELY AFFECT OUR BUSINESS

Our largest customer is UBS. During 2002, our UBS relationship generated \$249.8 million or 18.7% of our revenue. The contract that covers most of our business with UBS is scheduled to end in January 2007. We have amended this contract from time to time during its term and we may consider additional changes to this contract, which may affect future revenue and profits from UBS. We cannot provide any assurance that our UBS relationship will extend beyond January 2007 or that our current relationship with UBS will continue on the current terms in the future.

Revenue that we derive from our UBS relationship depends upon the level of services we perform, which may vary from period to period depending on UBS's requirements. In addition, the agreement with UBS that covers most of our business with UBS entitles us to recover our costs plus an annual fixed fee, with a bonus or penalty that can cause this annual fee to vary up or down by as much as 13%, depending on our level of performance as determined by UBS. Determination of whether our performance merits a bonus or a penalty depends on many objective and subjective factors, including service quality, product delivery, customer satisfaction, cost effectiveness, and corporate level support.

RISKS ASSOCIATED WITH NON-RECOVERABLE COST OVERRUNS ON SOFTWARE DEVELOPMENT CONTRACTS COULD ADVERSELY AFFECT OUR PROFITS

We develop custom software applications for some of our customers. The effort and cost associated with the completion of a software development project is difficult to estimate and, in some cases, may significantly exceed the estimate made at the time we begin the project. We provide most of our software development projects under level-of-effort contracts, usually based on time and materials or direct costs plus a fee. Under those arrangements, we are able to bill our customer based on the actual cost of completing the software development project, even if the ultimate cost of the project exceeds our initial estimates. However, if the ultimate cost exceeds our initial estimate by a significant amount, we may have difficulty collecting the full amount that we are due under the contract, depending upon many factors, including the reasons for the increase in cost, our communication with the customer throughout the project and the customer's satisfaction with the developed software. As a result, we could incur losses with respect to software development projects even when they are priced on a level-of-effort basis. If we provide a software development project under a fixed-price contract, we bear all the risk that the ultimate cost of the project will exceed the price to be charged to the customer.

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LOSS OF MAJOR CUSTOMERS COULD ADVERSELY AFFECT OUR BUSINESS

Our five largest customers accounted for approximately 46.4% of our revenue for 2002 and approximately 46.5% of our revenue in 2001. UBS was the only customer that accounted for more than 10% of our revenue for 2002 and 2001.

After UBS our next four largest customers accounted for approximately 27.7% of our revenue in 2002 and 22.4% of our revenue in 2001. Our success depends substantially upon the retention of UBS and a majority of our other major customers as ongoing customers. Generally, we may lose a customer as a result of a merger or acquisition, contract expiration, the selection of another provider of information technology services, business failure or bankruptcy, or our performance. We may not retain long-term relationships or secure renewals of short-term relationships with our major customers in the future.

OUR FINANCIAL RESULTS COULD BE ADVERSELY AFFECTED BY THE PERFORMANCE OR LIABILITIES OF ACQUIRED ENTITIES

In connection with any acquisition made by us, there may be liabilities that we fail to discover or that we inadequately assess. To the extent that the acquired entity failed to fulfill any of its contractual obligations, we may be financially responsible for these failures or otherwise be adversely affected. In addition, acquired entities may not perform according to the forecasts that we used to determine the price paid for the acquisition. If the acquired entity fails to achieve these forecasts, our financial condition and operating results may be adversely affected.

RISKS ASSOCIATED WITH SOFTWARE PRODUCTS COULD ADVERSELY AFFECT OUR FINANCIAL CONDITION

Our business has risks associated with the development of software products. There is the risk that capitalized costs of development may not be fully recovered if the market for our products or the ability of our products to capture a portion of the market differs materially from our estimates. In addition, there is the risk that the cost of product development differs materially from our estimates or a delay in product introduction may reduce the portion of the market captured by our product.

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ACQUISITIONS MAY DISRUPT OR HAVE A NEGATIVE IMPACT ON OUR BUSINESS

We have completed several acquisitions in recent years and we will continue to analyze and consider potential acquisition candidates. Acquisitions involve numerous risks, including the following:

companies we acquire may have a lower quality of internal controls and reporting standards;

we may have difficulty integrating the systems and operations of acquired businesses;

integration of an acquired business may divert our attention from normal daily operations of the business; and

we may not be able to retain key employees of the acquired business.

Mergers and acquisitions of companies are inherently risky, and we can give no assurance that our acquisitions will be successful and will not materially adversely affect our business, operating results or financial condition.

OUR CONTRACTS CONTAIN TERMINATION PROVISIONS AND PRICING RISKS WHICH AFFECT OUR REVENUE AND PROFIT

Some of our contracts with customers permit termination in the event our performance is not consistent with service levels specified in those contracts. The ability of our customers to terminate contracts creates an uncertain revenue stream. If customers are not satisfied with our level of performance, our reputation in the industry may suffer, which may also materially and adversely affect our business, financial condition, and results of operations.

Some of our contracts contain pricing provisions that require the payment of a set fee by the customer for our services regardless of the costs we incur in performing these services, or provide for penalties in the event we fail to achieve certain contract standards. In such situations, we are exposed to the risk that we will incur significant unforeseen costs or such penalties in performing the contract.

WE HAVE NUMEROUS RISKS RELATED TO INTERNATIONAL OPERATIONS

We have operations in many countries around the world. Risks that affect these international operations include:

fluctuations in currency exchange rates may adversely affect the results of foreign operations;

complicated licensing and work permit requirements may hinder our ability to operate in some jurisdictions;

our intellectual property rights may not be well protected in some jurisdictions;

our operations may be vulnerable to terrorist actions or harmed by government responses;

governments may restrict our ability to convert currencies; and

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additional expenses and risks inherent in conducting operations in geographically distant locations, with customers speaking different languages and having different cultural approaches to the conduct of business.

To attempt to mitigate the effects of foreign currency fluctuations, we sometimes use forward exchange contracts and other hedging techniques. However, generally we do not hedge foreign exchange exposures that are not likely to impact net income or working capital.

WE FACE RISKS RELATING TO GOVERNMENT CONTRACTS

Perot Systems Government Services provides services as a contractor and subcontractor on various projects with U.S. government entities. Despite the fact that a number of government projects for which we serve as a contractor or subcontractor are planned as multi-year projects, the U.S. government normally funds these projects on an annual or more frequent basis. Generally, the government has the right to change the scope of, or terminate, these projects at its convenience. The termination or a major reduction in the scope of a major government project could have a material adverse effect on our results of operations and financial condition.

U.S. government entities audit our contract costs, including allocated indirect costs, or conduct inquiries and investigations of our business practices with respect to our government contracts. If the government finds that we improperly charged any costs to a contract, the costs are not reimbursable or, if already reimbursed, the cost must be refunded to the government. If the government discovers improper or illegal activities in the course of audits or investigations, the contractor may be subject to various civil and criminal penalties and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with the U.S. government. These government remedies could have a material adverse effect on our results of operations and financial condition.

CUSTOMERS MAY REDUCE SPENDING THAT IS CURRENTLY ABOVE CONTRACTUAL MINIMUMS

Some of our outsourcing customers request services in excess of the minimum level of services required by the contract. These services are often in the form of project work and are discretionary to our customers. Our customers' ability to continue discretionary project spending may depend on a number of factors including, but not limited to, their financial condition, and industry and strategic direction. Spending above contractual minimums by customers could end with limited notice and result in lower revenue and earnings.

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WE OPERATE IN HIGHLY COMPETITIVE MARKETS

Our markets are intensely competitive. Customer requirements and the technology available to satisfy those requirements continually change.

We compete with a number of different information technology service providers depending upon the region, country, and/or market we are addressing. Some of our more frequent competitors include: Accenture, Affiliated Computer Services, Inc., Anteon International Corporation, Bearingpoint, Inc., Cap Gemini Ernst & Young, CACI International, Inc., CGI Group, Inc., Computer Sciences Corporation, Electronic Data Systems Corporation, Hewlett Packard Company, IBM Global Services (a division of International Business Machines Corporation), McKesson Corporation, Science Applications International Corporation, and Siemens Business Services, Inc. As we enter new markets, we expect to encounter additional competitors.

We compete on the basis of a number of factors, including the attractiveness and breadth of the business strategy and services that we offer, pricing, technological innovation, quality of service, ability to invest in or acquire assets of potential customers and our scale in certain industries or geographies. Because some of these factors are outside of our control and because many of our competitors may have greater financial resources, larger customer bases, and larger technical sales and marketing resources, we cannot be sure that we will compete successfully against them in the future. If we fail to compete successfully against our competitors with respect to these or other factors, our business, financial condition, and results of operations will be materially and adversely affected.

We must frequently compete with our customer's own internal information technology capability, which may constitute a fixed cost for the customer. This may increase pricing pressure on us. If we are forced to lower our pricing or if demand for our services decreases, our business, financial condition, and results of operations will be materially and adversely affected.

INCREASINGLY COMPLEX REGULATORY ENVIRONMENTS MAY INCREASE OUR RISK AND OUR COSTS

Increasingly complex regulatory environments affect a number of our services. As an example, changes in healthcare information privacy laws and regulations may increase our risk of liability and increase the cost of some services we offer in our healthcare industry group.

OUR QUARTERLY OPERATING RESULTS MAY VARY

We expect our revenue and operating results to vary from quarter to quarter. Such variations are likely to be caused by many factors that are, to some extent, outside our control, including:

mix and timing of customer projects;

completing customer projects;

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hiring, integrating, and utilizing associates;

timing of new contracts;

issuance of common shares and options to associates; and

costs to exit certain activities.

Accordingly, we believe that quarter-to-quarter comparisons of operating results for preceding quarters are not necessarily meaningful. You should not rely on the results of one quarter as an indication of our future performance.

LOSS OF KEY PERSONNEL COULD ADVERSELY AFFECT OUR BUSINESS

Our success depends largely on the skills, experience, and performance of some key members of our management, including our Chairman, Ross Perot, and our President and Chief Executive Officer, Ross Perot, Jr. The loss of any key members of our management may materially and adversely affect our business, financial condition, and results of operations.

CHANGES IN TECHNOLOGY COULD ADVERSELY AFFECT OUR BUSINESS

The markets for our information technology services change rapidly because of technological innovation, new product introductions, changes in customer requirements, declining prices, and evolving industry standards, among other factors. New products and new technology often render existing information services or technology infrastructure obsolete, excessively costly, or otherwise unmarketable. As a result, our success depends on our ability to timely innovate and integrate new technologies into our service offerings. We cannot guarantee that we will be successful at adopting and integrating new technologies into our service offerings in a timely manner.

ROSS PEROT HAS SUBSTANTIAL CONTROL OVER OUR COMPANY

Ross Perot, our Chairman, is the managing general partner of HWGA, Ltd., a partnership that owned 31,705,000 shares of our Class A common stock as of December 31, 2002. Mr. Perot also beneficially owns 54,100 shares of our Class A common stock. Accordingly, Mr. Perot, primarily through HWGA, Ltd., controls approximately 30% of our outstanding voting common stock. As a result, Mr. Perot, through HWGA, Ltd., effectively has the power to block corporate actions such as an amendment to our Certificate of Incorporation, a change of control or the sale of all or substantially all of our assets. In addition, Mr. Perot may significantly influence the election of directors and any other action requiring stockholder approval. The other general partner of HWGA, Ltd. is Ross Perot, Jr., our President and Chief Executive Officer, who has the authority to manage the partnership and direct the voting or sale of the shares of our Class A common stock held by HWGA, Ltd. if Mr. Perot is no longer the managing general partner.

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WE COULD LOSE RIGHTS TO OUR COMPANY NAME

We do not own the right to our company name. In 1988, we entered into a license agreement with Ross Perot, our Chairman, and the Perot Systems Family Corporation that allows us to use the name Perot and Perot Systems in our business on a royalty-free basis. Mr. Perot and the Perot Systems Family Corporation may terminate this agreement at any time and for any reason. Beginning one year following such a termination, we would not be allowed to use the names Perot or Perot Systems in our business. Mr. Perot's or the Perot Systems Family Corporation's termination of our license agreement could materially and adversely affect our business, financial condition, and results of operations.

FAILURE TO RECRUIT, TRAIN, AND RETAIN SKILLED PERSONNEL COULD INCREASE COSTS OR LIMIT GROWTH

We must continue to hire and train technically skilled people in order to perform services under our existing contracts and new contracts into which we will enter. The people capable of filling these positions have historically been in great demand, and recruiting and training such personnel requires substantial resources. We may be required to pay an increasing amount to hire and retain a technically skilled workforce. In addition, during periods in which demand for technically skilled resources is great, our business may experience significant turnover. These factors could create variations and uncertainties in our compensation expense and efficiencies that could directly affect our profits. If we fail to recruit, train, and retain sufficient numbers of these technically skilled people, our business, financial condition, and results of operations may be materially and adversely affected.

ALLEGED OR ACTUAL INFRINGEMENT OF INTELLECTUAL PROPERTY RIGHTS COULD RESULT IN SUBSTANTIAL ADDITIONAL COSTS

Our suppliers, customers, competitors and others may have or obtain patents and other proprietary rights that cover technology we employ. We are not, and cannot be, aware of all patents or other intellectual property rights of which our services may pose a risk of infringement. Others asserting rights against us could force us to defend ourselves or our customers against alleged infringement of intellectual property rights. We could incur substantial costs to prosecute or defend any intellectual property litigation and we could be forced to do one or more of the following:

cease selling or using products or services that incorporate the disputed technology;

obtain from the holder of the infringed intellectual property right a license to sell or use the relevant technology; or

redesign those services or products that incorporate such technology.

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PROVISIONS OF OUR CERTIFICATE OF INCORPORATION, BYLAWS, STOCKHOLDERS RIGHTS PLAN AND DELAWARE LAW COULD DETER TAKEOVER ATTEMPTS

Our Board of Directors may issue up to 5,000,000 shares of preferred stock and may determine the price, rights, preferences, privileges, and restrictions, including voting and conversion rights, of these shares of preferred stock without any further vote or action by our stockholders. The rights of the holders of common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock may make it more difficult for a third party to acquire a majority of our outstanding voting stock.

In addition, we have adopted a stockholders rights plan. Under this plan, after the occurrence of specified events that may result in a change of control, our stockholders will be able to buy stock from us or our successor at half the then current market price. These rights will not extend, however, to persons participating in takeover attempts without the consent of our Board of Directors or that our Board of Directors determines to be adverse to the interests of the stockholders. Accordingly, this plan could deter takeover attempts.

Some provisions of our Certificate of Incorporation and Bylaws and of Delaware General Corporation Law could also delay, prevent, or make more difficult a merger, tender offer, or proxy contest involving our company. Among other things, these provisions:

require a 66 2/3% vote of the stockholders to amend our Certificate of Incorporation or approve any merger or sale, lease, or exchange of all or substantially all of our property and assets;

require an 80% vote for stockholders to amend our Bylaws;

require advance notice for stockholder proposals and director nominations to be considered at a vote of a meeting of stockholders;

permit only our Chairman, President, or a majority of our Board of Directors to call stockholder meetings, unless our Board of Directors otherwise approves;

prohibit actions by stockholders without a meeting, unless our Board of Directors otherwise approves; and

limit transactions between our company and persons that acquire significant amounts of stock without approval of our Board of Directors.

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THE COMPANY

We are a worldwide provider of information technology (commonly referred to as IT) services and business solutions to a broad range of customers. We offer our customers integrated solutions designed around their specific business objectives, chosen from a breadth of services, including technology outsourcing, business process outsourcing, development and integration of systems and applications, and business and technology consulting services.

With this approach, our customers benefit from integrated service offerings that help synchronize their strategy, systems, and infrastructure. As a result, we help our customers achieve their business objectives, whether those objectives are to accelerate growth, streamline operations, or enhance customer service capabilities.

Our customers may contract with us for any one or more of our services, which fall into the following categories:

IT Outsourcing Services includes multi-year contracts in which we assume operational responsibility for various aspects of our customers' businesses, including application systems, technology infrastructure, and some back office functions. We typically hire a significant portion of the customers' staff that has supported these functions. We then apply our expertise and operating methodologies to increase the efficiency of the operations, which usually results in increased operational quality at a lower cost. Our IT outsourcing contracts are priced using a variety of mechanisms, including level-of-effort, direct costs plus a fee (which may be either a fixed amount or a percentage of direct costs incurred), fixed-price, unit price, and risk/reward. Depending on a customer's business requirements and the pricing structure of the contract, the cash flows from a contract can vary significantly during a contract's term. With fixed-price contracts or when an upfront payment is required to purchase assets, an IT outsourcing contract will typically produce less cash flow at the beginning of the contract with significantly more cash flow generated as efficiencies are realized later in the term. With a cost plus contract, the cash flows tend to be relatively consistent over the term of the contract.

Business Process Services includes services such as claims processing, revenue cycle management, travel agent commission settlement, and engineering services, which we offer on a stand-alone basis. We classify our Business Process Services in three categories: transaction processing services, clerical services, and professional services related to non-technical functions.

Consulting Services includes services such as management consulting, IT strategy, business process design, and system implementation services, which we offer to customers typically on a short-term basis.

We offer our services under three primary lines of business: IT Solutions, Government Services and Consulting.

IT Solutions, our largest line of business, provides services to our customers primarily under long-term contracts in strategic relationships. These services include technology and business process services, as well as industry domain-based, short-term project and consulting services. Within IT Solutions, we face the market through our four vertical industry groups: Healthcare, Financial Services, Industrial Services and Strategic Markets. Supporting these vertical industry groups is our Global Infrastructure Services group, the delivery organization for our technology outsourcing services and our network and system operations services.

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Perot Systems Government Services was formed in July of 2002. This line of business provides consulting and technology-based business process solutions for the Department of Defense, law enforcement agencies, and other governmental agencies.

Our Consulting line of business includes Perot Systems Solutions Consulting, a company that we acquired in 2000, and our Global Software Services group. This line of business provides our customers high-value and repeatable services related to business and technical expertise and the design and implementation of business and software solutions, primarily under short-term contracts related to specific projects.

We consider these three lines of business to be reportable segments and include financial information and disclosures about these reportable segments in our consolidated financial statements.

Ross Perot and eight associates founded Perot Systems Corporation in June 1988. Our principal executive offices are located at 2300 West Plano Parkway, Plano, Texas 75075. Our telephone number is (972) 577-0000 and our website is www.perotsystems.com.

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(IN MILLIONS, EXCEPT PER SHARE DATA)**

| | Six months ended June 30, 2003 | 2002 | YEAR ENDED DECEMBER 31, | | | 1998 |
|--|--|------------|-------------------------|------------|------------|----------|
| | 2001 | 2000 | 1999 | | | |
| OPERATING DATA(1): | | | | | | |
| Revenue | \$ 696.4 | \$ 1,332.1 | \$ 1,204.7 | \$ 1,105.9 | \$ 1,151.6 | \$ 993.6 |
| Direct cost of services | 579.3 | 1,020.8 | 949.7 | 851.6 | 875.8 | 787.9 |
| Gross profit | 117.1 | 311.3 | 255.0 | 254.3 | 275.8 | 205.7 |
| Selling, general and administrative expenses | 90.4 | 195.6 | 256.6 | 197.9 | 169.2 | 140.3 |
| Compensation charge related to acquisition | | | | 22.1 | | |
| Goodwill impairment | | | | | | 4.1 |
| Operating income (loss) | 26.7 | 115.7 | (1.6) | 34.3 | 106.6 | 61.3 |
| Interest income, net | 1.3 | 3.9 | 8.9 | 16.6 | 10.9 | 4.2 |
| Equity in earnings (loss) of unconsolidated affiliates | 3.0 | 4.7 | 8.4 | (4.3) | 9.0 | 7.9 |
| Other income (expense), net | 1.5 | (2.1) | (1.9) | 45.1 | (0.7) | 2.8 |
| Income before taxes | 32.5 | 122.2 | 13.8 | 91.7 | 125.8 | 76.2 |
| Provision for income taxes | 12.7 | 43.9 | 16.5 | 36.2 | 50.3 | 35.7 |
| Income before cumulative effect of a change in accounting principle | 19.8 | 78.3 | (2.7) | 55.5 | 75.5 | 40.5 |
| Cumulative effect of a change in accounting principle, net of tax(2) | (42.9) | | | | | |
| Net income (loss) | \$ (23.1) | \$ 78.3 | \$ (2.7) | \$ 55.5 | \$ 75.5 | \$ 40.5 |
| Basic earnings (loss) per common share(3) | | | | | | |
| Income before cumulative effect of a change in accounting principle | \$ 0.18 | \$ 0.74 | \$ (0.03) | \$ 0.58 | \$ 0.85 | \$ 0.53 |
| Cumulative effect of a change in accounting principle, net of tax(2) | (0.39) | | | | | |
| Net income (loss) | \$ (0.21) | \$ 0.74 | \$ (0.03) | \$ 0.58 | \$ 0.85 | \$ 0.53 |
| Weighted average common shares outstanding(3) | 109.4 | 106.3 | 99.4 | 96.2 | 88.4 | 76.9 |
| Diluted earnings (loss) per common share(3) | | | | | | |
| Income before cumulative effect of a change in accounting principle | \$ 0.17 | \$ 0.68 | \$ (0.03) | \$ 0.49 | \$ 0.67 | \$ 0.42 |
| Cumulative effect of a change in accounting principle, net of tax(2) | (0.37) | | | | | |
| Net income (loss) | \$ (0.20) | \$ 0.68 | \$ (0.03) | \$ 0.49 | \$ 0.67 | \$ 0.42 |
| Weighted average diluted common shares outstanding(3)(4) | 114.4 | 115.4 | 99.4 | 113.5 | 113.2 | 97.1 |
| BALANCE SHEET DATA (AT PERIOD END): | | | | | | |
| Cash and cash equivalents | \$ 124.3 | \$ 212.9 | \$ 259.2 | \$ 239.7 | \$ 294.6 | \$ 144.9 |
| Total assets | 841.2 | 842.3 | 757.6 | 673.2 | 613.9 | 382.1 |

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| | | | | | | |
|---------------------------------|---------|---------|---------|---------|---------|---------|
| Long-term debt | 0.1 | 0.2 | | 0.4 | 0.6 | 1.5 |
| Stockholders' equity | 665.6 | 676.6 | 530.8 | 501.1 | 390.7 | 142.6 |
| Book value per common share (3) | \$ 6.04 | \$ 6.23 | | | | |
| OTHER DATA: | | | | | | |
| Capital expenditures | \$ 18.5 | \$ 36.9 | \$ 30.7 | \$ 30.7 | \$ 25.2 | \$ 25.4 |

(1) Our results of operations include the effects of business acquisitions made in 2002, 2001 and 2000 as discussed in Note 4 to the Consolidated Financial Statements incorporated herein by reference to our Annual Report on Form 10-K for the year ended December 31, 2002. In addition, see Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes 2, 6, and 18 to the Consolidated Financial Statements incorporated herein by reference to our Annual Report on Form 10-K for the year ended December 31, 2002 for discussions of significant charges recorded during 2002, 2001 and 2000.

(2) As discussed in Note 1 to the Condensed Consolidated Financial Statements incorporated herein by reference to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, on January 1, 2003, we adopted the Financial Accounting Standards Board Emerging Issues Task Force Issue No. 00-21, "Accounting for Revenue Arrangements with Multiple Deliverables," resulting in an expense for the cumulative effect of a change in accounting principle of \$69.3 million (\$42.9 million, net of the applicable income tax benefit).

(3) All common share and per common share data reflect a two for one stock split effected in January 1999.

(4) All options to purchase shares of our common stock were excluded from the calculation of weighted average diluted common shares outstanding for 2001 because the impact was antidilutive given the reported net loss for the period.

We have never declared or paid a cash dividend on our common stock.

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PLAN OF DISTRIBUTION

GENERAL

This prospectus relates to 15,000,000 shares of our Class A common stock that we may offer and issue from time to time in connection with our acquisition of other businesses, properties, or equity and/or debt securities in business combination transactions. This prospectus will also relate to some shares of Class A common stock that persons who acquired shares pursuant to this prospectus may resell or reoffer.

We intend to concentrate our acquisitions in areas related to our current business. If the opportunity arises, however, we may make acquisitions that are either complementary to our present operations or that we consider advantageous even though the business may not be the same as our present activities. The consideration for any acquisition will be determined by negotiations between us and the owners or controlling persons of the acquired businesses or assets. We expect that the shares of Class A common stock issued in any acquisition will be valued at a price reasonably related to the market value of the Class A common stock either at the time we agree on the terms of an acquisition or at the time of delivery of the shares.

We do not expect to pay underwriting discounts or commissions in connection with the issuance of shares of Class A common stock under this prospectus. However, we may pay finders' fees or brokers' commissions in connection with specific acquisitions, and these fees may be paid in shares of Class A common stock covered by this prospectus. Any person receiving a fee may be an underwriter within the meaning of the Securities Act of 1933.

SELLING STOCKHOLDERS

We may from time to time permit persons who receive shares of Class A common stock in business combinations to resell their shares using this prospectus.

These sales may be effected from time to time on the New York Stock Exchange at prevailing prices or at negotiated prices. The selling stockholders may also sell shares of Class A common stock in private transactions or in the over-the-counter market at prices related to the prevailing prices of the shares on the New York Stock Exchange.

The selling stockholders may use broker-dealers to effect these transactions. These broker-dealers may receive compensation in the form of underwriting discounts, concessions, or commissions from the sales. The selling stockholders and any broker-dealers that participate in the distribution may, under certain circumstances, be deemed to be underwriters within the meaning of the Securities Act, and any commissions received or profits realized may be deemed to be underwriting discounts and commissions under the Securities Act. We and the selling stockholders may also agree to indemnify the broker-dealers against certain liabilities under the Securities Act. In addition, we may agree to indemnify the selling stockholders and any underwriter of the shares of Class A common stock against certain liabilities under the Securities Act or, if indemnity is unavailable, to contribute toward amounts required to be paid in respect of such liabilities.

If required under the Securities Act, we will file a supplemental prospectus disclosing the name of any selling stockholder, the name of any broker-dealers involved in a sale, the number of shares involved, the price at which such shares are to be sold, the commissions paid or discounts or concessions allowed, and other facts material to the transaction.

We may agree to pay certain costs and expenses that the selling stockholders incur in connection with the registration of their shares, but we expect that the selling stockholders will pay all selling commissions, transfer taxes, and related charges in connection with the offer and sale of their shares of Class A common stock.

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The selling stockholders may sell the shares of Class A common stock offered hereby from time to time and may choose to sell less than all or none of those shares.

AVAILABLE INFORMATION

We file annual, quarterly, and special reports; proxy statements; and other information with the Securities and Exchange Commission. You may read and copy any document we file with the Securities Exchange Commission at the Securities and Exchange Commission's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our Securities Exchange Commission filings are also available to the public from the Securities Exchange Commission's website at <http://www.sec.gov>. Our common stock is listed on the New York Stock Exchange under the symbol PER and the periodic reports, proxy statements, and other information we file with the Securities Exchange Commission may also be inspected at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

WHERE YOU CAN FIND MORE INFORMATION

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is part of this prospectus, and the information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below:

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2002.

Our Quarterly Reports on Form 10-Q/A for the fiscal quarter ended March 31, 2003 and on Form 10-Q for the fiscal quarter ended June 30, 2003.

Our Current Reports on Form 8-K dated March 7, 2003, July 22, 2003, July 29, 2003 (to the extent filed rather than furnished), and October 29, 2003.

The Registration Statement of our Class A common stock on Form 8-A filed on January 21, 1999.

The Registration Statement of Rights to Purchase our Series A and Series B Junior Participating Preferred Stock on Form 8-A filed on February 18, 1999.

In addition, this prospectus incorporates by reference any future filings we will make with the Securities Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 from the date of the initial filing of the registration statement that includes this prospectus until the termination of the offering. Information in this prospectus supersedes related information in the documents listed above and information in subsequently filed documents supersedes related information in both this prospectus and the incorporated documents.

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You may request a copy of these filings, at no cost, by writing us at the following address or calling us at the following telephone number:

2300 West Plano Parkway
Plano, Texas 75075
Attention: Investor Relations
(877) 737-6973

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission. You should rely only on the information or representations provided in this prospectus. We have not authorized nor have any of the selling stockholders authorized anyone to provide you with different information. The selling stockholders are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of the document.

LEGAL MATTERS

The validity of the Class A common stock will be passed upon for us by Hughes & Luce, L.L.P., Dallas, Texas.

EXPERTS

The financial statements incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2002 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant s (the Company) Third Amended and Restated Certificate of Incorporation and Third Amended and Restated Bylaws provide that officers and directors who are made a party to or are threatened to be made a party to or are otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a proceeding), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was an officer or a director of the Company or is or was serving at the request of the Company as a director or an officer of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan (an indemnitee), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Delaware General Corporation Law (DGCL), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than permitted prior thereto), against all expense, liability, and loss (including, without limitation, attorneys fees, judgments, fines, excise taxes or penalties, and amounts paid or to be paid in settlement) incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue with respect to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee s heirs, executors, and administrators; provided, however, that the Company shall indemnify any such indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board of Directors. The right to indemnification includes the right to be paid by the Company for expenses incurred in defending any such proceeding in advance of its final disposition. Officers and directors are not entitled to indemnification if such persons did not meet the applicable standard of conduct set forth in the DGCL for officers and directors.

DGCL Section 145 provides, among other things, that the Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding (other than an action by or in the right of the Company) by reason of the fact that the person is or was a director, officer, agent, or employee of the Company or who is or was serving at the Company s request as a director, officer, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding. The power to indemnify applies (a) if such person is successful on the merits or otherwise in defense of any action, suit, or proceeding, or (b) if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest, or not opposed to the best interest, of the Company, and with respect to any criminal action or proceeding, had no reasonable cause to believe

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his or her conduct was unlawful. The power to indemnify applies to actions brought by or in the right of the Company as well, but only to the extent of defense expenses (including attorneys' fees but excluding amounts paid in settlement) actually and reasonably incurred and not to any satisfaction of a judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification shall be made in the event of any adjudication of liability to the Company, unless the court believes that in light of all the circumstances indemnification should apply.

The indemnification provisions contained in the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws are not exclusive of any other rights to which a person may be entitled by law, agreement, vote of stockholders or disinterested directors, or otherwise. In addition, the Company maintains insurance on behalf of its directors and executive officers insuring them against any liability asserted against them in their capacities as directors or officers or arising out of such status.

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ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following exhibits are filed herewith or incorporated herein by reference.

| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|---------------------------|---|
| 3.1 | Third Amended and Restated Certificate of Incorporation of Perot Systems Corporation (the Company) (<i>Incorporated by reference to Exhibit 3.1 of the Company s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002.</i>) |
| 3.2 | Third Amended and Restated Bylaws (<i>Incorporated by reference to Exhibit 3.2 of the Company s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002.</i>) |
| 4.1 | Specimen of Class A Common Stock Certificate (<i>Incorporated by reference to Exhibit 4.1 of the Company s Registration Statement on Form S-1, Registration No. 333-60755.</i>) |
| 4.2 | Rights Agreement dated January 28, 1999 between the Company and The Chase Manhattan Bank (<i>Incorporated by reference to Exhibit 4.2 of the Company s Registration Statement on Form S-1, Registration No. 333-60755.</i>) |
| 4.3 | Form of Certificate of Designation, Preferences, and Rights of Series A Junior Participating Preferred Stock (included as Exhibit A-1 to the Rights Agreement) (<i>Incorporated by reference to Exhibit 4.3 of the Company s Registration Statement on Form S-1, Registration No. 333-60755.</i>) |
| 4.4 | Form of Certificate of Designation, Preferences, and Rights of Series B Junior Participating Preferred Stock (included as Exhibit A-2 to the Rights Agreement) (<i>Incorporated by reference to Exhibit 4.4 of the Company s Registration Statement on Form S-1, Registration No. 333-60755.</i>) |
| 5.1* | Opinion of Hughes & Luce, L.L.P., regarding legality of securities being registered. |
| 10.1 | Restricted Stock Plan (<i>Incorporated by reference to Exhibit 10.3 of the Company s Form 10, dated April 30, 1997.</i>) |
| 10.2 | Form of Restricted Stock Agreement (Restricted Stock Plan) (<i>Incorporated by reference to Exhibit 10.4 of the Company s Form 10, dated April 30, 1997.</i>) |
| 10.3 | 1996 Non-Employee Director Stock Option/Restricted Stock Incentive Plan (<i>Incorporated by reference to Exhibit 10.5 of the Company s Form 10, dated April 30, 1997.</i>) |
| 10.4 | Form of Restricted Stock Agreement (1996 Non-Employee Director Stock Option/Restricted Stock Incentive Plan) (<i>Incorporated by reference to Exhibit 10.6 of the Company s Form 10, dated April 30, 1997.</i>) |

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| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|-------------------|---|
| 10.5 | Form of Stock Option Agreement (1996 Non-Employee Director Stock Option/Restricted Stock Incentive Plan) <i>(Incorporated by reference to Exhibit 10.7 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.6 | Advisor Stock Option/Restricted Stock Incentive Plan <i>(Incorporated by reference to Exhibit 10.8 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.7 | Form of Restricted Stock Agreement (Advisor Stock Option/Restricted Stock Incentive Plan) <i>(Incorporated by reference to Exhibit 10.9 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.8 | Form of Stock Option Agreement (Advisor Stock Option/Restricted Stock Incentive Plan) <i>(Incorporated by reference to Exhibit 10.10 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.9 | 1999 Employee Stock Purchase Plan <i>(Incorporated by reference to Exhibit 10.32 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999.)</i> |
| 10.10 | Amended and Restated 1991 Stock Option Plan <i>(Incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.)</i> |
| 10.11 | Form of Stock Option Agreement (Amended and Restated 1991 Stock Option Plan) <i>(Incorporated by reference to Exhibit 10.34 of the Company's Registration Statement on Form S-1, Registration No. 333-60755.)</i> |
| 10.12 | 2001 Long Term Incentive Plan <i>(Incorporated by reference to Exhibit 10.47 of Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001.)</i> |
| 10.13 | Form of Nonstatutory Stock Option Agreement (2001 Long Term Incentive Plan) <i>(Incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.)</i> |
| 10.14 | Associate Agreement dated July 8, 1996 between the Company and James Champy <i>(Incorporated by reference to Exhibit 10.20 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.15 | Restricted Stock Agreement dated July 8, 1996 between the Company and James Champy <i>(Incorporated by reference to Exhibit 10.21 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.16 | Letter Agreement dated July 8, 1996 between James Champy and the Company <i>(Incorporated by reference to Exhibit 10.22 of the Company's Form 10, dated April 30, 1997.)</i> |
| 10.17 | Employment Agreement dated March 11, 2002, between the Company and Brian T. Maloney <i>(Incorporated by reference to Exhibit 10.48 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2002.)</i> |

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| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|-------------------|--|
| 10.18 | Nonstatutory Stock Option Agreement dated March 11, 2002, between the Company and Brian T. Maloney (<i>Incorporated by reference to Exhibit 10.49 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2002.</i>) |
| 10.19 | Amended and Restated Master Operating Agreement dated January 1, 1997 between Swiss Bank Corporation (predecessor of UBS AG) and the Company (<i>Incorporated by reference to Exhibit 10.31 to the Company's Form 10, dated April 30, 1997.</i>) |
| 10.20 | Amendment No. 1 to Amended and Restated Master Operating Agreement dated September 15, 2000, between UBS AG and the Company (<i>Incorporated by reference to Exhibit 10.43 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000.</i>) |
| 10.21 | Amended and Restated PSC Stock Option and Purchase Agreement dated April 24, 1997 between Swiss Bank Corporation (predecessor of UBS AG) and the Company (<i>Incorporated by reference to Exhibit 10.30 to the Company's Form 10, dated April 30, 1997.</i>) |
| 10.22 | Second Amended and Restated Agreement for EPI Operational Management Services dated June 28, 1998 between Swiss Bank Corporation (predecessor of UBS AG) and the Company (<i>Incorporated by reference to Exhibit 10.46 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001.</i>) |
| 10.23 | Amendment No. 1 to Second Amended and Restated Agreement for EPI Operational Management Services dated September 15, 2000, between UBS AG and the Company. (<i>Incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000.</i>) |
| 10.24 | Memorandum Agreement dated August 24, 2001, between UBS AG and Perot Systems Corporation (<i>Incorporated by reference to Exhibit 10.45 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2001.</i>) |
| 10.25 | Asset Purchase Agreement dated as of June 8, 2001 by and among the Company, PSARS, LLC, Advanced Receivables Strategy, Inc. (ARS), Advanced Receivables Strategy Government Accounts Division, Inc. (GAD), Meridian Healthcare Staffing, LLC (Meridian), Cash-Net, LLC (Cash-Net) and the owners of ARS, GAD, Meridian and Cash-Net (<i>Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed August 10, 2001.</i>) |
| 10.26 | Stock Purchase Agreement dated as of February 4, 2003 by and among the Company, Perot Systems Government Services, Inc., Soza & Company, Ltd. and the stockholders of Soza (<i>Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed March 7, 2003.</i>) |

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| EXHIBIT NUMBER | DESCRIPTION OF EXHIBIT |
|-------------------|--|
| 10.27 | Master Lease Agreement And Mortgage and Deed of Trust dated as of June 22, 2000, between Perot Systems Business Trust No. 2000-1 and PSC Management Limited Partnership (<i>Incorporated by reference to Exhibit 10.44 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000.</i>) |
| 10.28 | Commercial Sublease dated September 18, 2002, by and between PSC Management Limited Partnership, as sublessor, and Perot Services Company, LLC, as sublessee (<i>Incorporated by reference to Exhibit 10.51 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002.</i>) |
| 10.29 | Employment Agreement dated April 7, 2003, between the Company and Jeff Renzi (<i>Incorporated by reference to Exhibit 10.29 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2003.</i>) |
| 21.1 | Subsidiaries of the Company. (<i>Incorporated by reference to Exhibit 21.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.</i>) |
| 23.1 | Consent of Hughes & Luce, L.L.P. (included in Exhibit 5.1). |
| 23.2* | Consent of PricewaterhouseCoopers LLP |
| 24.1 | Power of Attorney (included in Part II to this Registration Statement.) |

* Filed herewith.

ITEM 22. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which any offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) That, prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

(6) That, every prospectus (i) that is filed pursuant to paragraph (5) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

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In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(8) To respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(9) To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

PEROT SYSTEMS CORPORATION

By: /s/ ROSS PEROT, JR.

Ross Perot, Jr.,
President, Director and
Chief Executive Officer

Date: November 11, 2003

Each person whose signature appears below hereby constitutes and appoints Peter Altabef and Russell Freeman, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and addition to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|---|--|---------------|
| <u> /s/ ROSS PEROT, JR. </u> Ross Perot, Jr. | President, Director and Chief Executive Officer (Principal Executive Officer) | Nov. 11, 2003 |
| <u> /s/ JAMES CHAMPY </u> James Champy | Vice President and Director | Nov. 11, 2003 |
| <u> /s/ RUSSELL FREEMAN </u> Russell Freeman | Vice President and Chief Financial Officer (Principal Financial Officer) | Nov. 11, 2003 |
| <u> /s/ ROBERT J. KELLY </u> Robert J. Kelly | Corporate Controller (Principal Accounting Officer) | Nov. 11, 2003 |

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| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|-------------------------------------|--------------|---------------|
| <u>/s/ ROSS PEROT</u> | Chairman | Nov. 11, 2003 |
| Ross Perot | | |
| <u>/s/ STEVE BLASNIK</u> | Director | Nov. 11, 2003 |
| Steve Blasnik | | |
| <u>/s/ CECIL H. MOORE</u> | Director | Nov. 11, 2003 |
| Cecil H. Moore | | |
| <u>/s/ JOHN S. T. GALLAGHER</u> | Director | Nov. 11, 2003 |
| John S. T. Gallagher | | |
| <u>/s/ WILLIAM K. GAYDEN</u> | Director | Nov. 11, 2003 |
| William K. Gayden | | |
| <u>/s/ CARL HAHN</u> | Director | Nov. 11, 2003 |
| Carl Hahn | | |
| <u>/s/ THOMAS MEURER</u> | Director | Nov. 11, 2003 |
| Thomas Meurer | | |