

PEOPLESOFT INC
Form SC TO-T/A
November 02, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 74

to

SCHEDULE TO

(RULE 14d-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934**

PEOPLESOFT, INC.

(Name of Subject Company)

PEPPER ACQUISITION CORP.

ORACLE CORPORATION

(Names of Filing Persons Offeror)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

712713106

(Cusip Number of Class of Securities)

Daniel Cooperman

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)

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and Communications on Behalf of Filing Persons)

Copies to:

William M. Kelly

Davis Polk & Wardwell

1600 El Camino Real

Menlo Park, California 94025

Telephone: (650) 752-2000

CALCULATION OF FILING FEE

Transaction Valuation*
\$8,805,154,344

Amount of Filing Fee**
\$857,534

* Estimated for purposes of calculating the amount of filing fee only. Transaction value derived by multiplying 366,881,431 (the number of shares of common stock of the subject company outstanding as of August 3, 2004 (according to the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by the subject company on August 9, 2004) by \$24.00 (the purchase price per share offered by Offeror).

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, and (i) with respect to the fee paid on February 4, 2004, equals 0.00012670% of the transaction valuation based on Fee Rate Advisory #7 for Fiscal Year 2004 issued by the Securities and Exchange Commission on January 28, 2004, and (ii) with respect to fees paid prior to February 4, 2004, equals 0.00008090% of the transaction valuation based on Fee Rate Advisory #11 for Fiscal Year 2003 issued by the Securities and Exchange Commission on February 21, 2003.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$270,941	Filing Party:	Oracle Corporation
Form or Registration No.:	SC TO-T/A	Date Filed:	February 4, 2004

Amount Previously Paid:	\$87,131	Filing Party:	Oracle Corporation
Form or Registration No.:	SC TO-T/A	Date Filed:	July 24, 2003

Amount Previously Paid:	\$89,647	Filing Party:	Oracle Corporation
Form or Registration No.:	SC TO-T/A	Date Filed:	June 18, 2003

Amount Previously Paid:	\$409,815	Filing Party:	Oracle Corporation
Form or Registration No.:	SC TO-T	Date Filed:	June 9, 2003

.. 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:

x 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. ..

Items 1 through 9, and Item 11.

This Amendment No. 74 to Tender Offer Statement on Schedule TO amends and supplements the statement originally filed on June 9, 2003, as amended, by Oracle Corporation, a Delaware corporation (Parent), and Pepper Acquisition Corp. (the Purchaser), a Delaware corporation and a wholly owned subsidiary of Parent. This Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share, and the associated preferred stock purchase rights (together, the Shares), of PeopleSoft, Inc., a Delaware corporation (the Company), at \$21.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated February 12, 2004, as amended (the Amended and Restated Offer to Purchase), and in the related Amended and Restated Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer). The information set forth in the Amended and Restated Offer to Purchase and the related Amended and Restated Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and 11 of this Schedule TO.

The price per Share to be paid pursuant to the Offer has been increased from \$21.00 per Share to \$24.00 per Share, net to the seller in cash, without interest. All references in the Offer to Purchase, the Letter of Transmittal, the Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, and the Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, to the offer price of \$21.00 per Share are hereby amended and restated to refer to \$24.00 per Share.

The Offer to Purchase is further amended as follows:

The response to the question Do you have the financial resources to pay for the shares? in the Summary Term Sheet is hereby deleted in its entirety and replaced with the following:

We will pay \$24.00 per share, net to seller in cash, without interest, or \$8.8 billion based on the outstanding shares of PeopleSoft, Inc. as of August 3, 2004. We will need up to approximately \$9.2 billion to purchase all shares we estimate will be outstanding prior to the Expiration Date of the offer and to pay estimated fees and expenses related to the offer. As of August 31, 2004, Oracle Corporation had cash and cash equivalents and short-term investments in the amount of \$9.4 billion. In addition, Oracle Corporation has entered into a credit agreement with ABN Amro Bank N.V., Credit Suisse First Boston and certain other syndicated lenders which provides a senior revolving credit facility to Oracle Corporation in the aggregate amount of \$1.5 billion. Oracle Corporation could also raise funds through borrowings from other lenders or the issuance of securities. Oracle Corporation expects to contribute or otherwise advance funds to enable us to consummate the offer. Oracle Corporation expects, based upon the combination of internally available cash as of August 31, 2004, cash generated since that date, borrowings under the senior revolving credit facility or any other credit facility, or the issuance of securities, to have sufficient cash on hand at the expiration of the offer to pay the offer price for all shares in the offer. The offer is not conditioned upon any financing arrangements. See The Offer-Section 10 .

The response to the question What does the Board of Directors of PeopleSoft, Inc. think of the offer? in the Summary Term Sheet is hereby deleted in its entirety and replaced with the following:

On June 12, 2003, PeopleSoft, Inc. issued a press release, and filed a solicitation/recommendation statement with the SEC on Schedule 14D-9, announcing that its Board of Directors had voted to recommend that PeopleSoft, Inc. s stockholders reject the offer at the original offer price of \$16.00. On June 20, 2003, PeopleSoft, Inc. issued a press release, and filed an amendment with the SEC to its Schedule 14D-9, announcing that its Board of Directors had voted to recommend that PeopleSoft, Inc. s stockholders reject the offer at the increased \$19.50 per share offer price. On February 9, 2004, PeopleSoft, Inc. issued a press release and filed an amendment with the SEC to its Schedule 14D-9, announcing that its Board of Directors had voted to recommend that PeopleSoft Inc. s stockholders reject the offer at the increased \$26.00 per

share offer price. On May 26, 2004, PeopleSoft, Inc. issued a press release, and filed an amendment with the SEC to its Schedule 14D-9, announcing that its Board of Directors had voted to recommend that PeopleSoft, Inc.'s stockholders reject the offer at the revised \$21.00 per share offer price. On November 1, 2004, PeopleSoft, Inc. issued a press release announcing that its Board of Directors would meet to review the increased \$24.00 per share offer price and advising its stockholders to take no action at that time. Oracle Corporation has indicated in public statements and in communications to the Board of Directors of PeopleSoft, Inc. that Oracle Corporation continues to desire to meet with the Board of Directors of PeopleSoft, Inc. to discuss the offer. Other than the public statements of PeopleSoft, Inc. and communications incident to the actions described below under The Offer-Section 15-Legal Proceedings, Oracle Corporation has received no response to these communications. See The Offer-Section 11.

The first paragraph of Section 10 (Source and Amount of Funds) of the Amended and Restated Offer to Purchase is hereby deleted in its entirety and replaced with the following:

10. Source and Amount of Funds. We will pay \$24.00 per Share, net to seller in cash, without interest, or \$8.8 billion based on the outstanding shares of PeopleSoft, Inc. as of August 3, 2004. We will need up to approximately \$9.2 billion to purchase all shares we estimate will be outstanding prior to the Expiration Date of the Offer and to pay estimated fees and expenses related to the Offer. Parent expects to contribute or otherwise advance funds to enable the Purchaser to consummate the Offer. As of August 31, 2004, Parent had cash and cash equivalents and short-term investments in the amount of \$9.4 billion. In addition, Parent has entered into a 364-Day Revolving Credit Agreement (the Credit Agreement) with ABN Amro Bank, N.V. as Syndication Agent and a Lender, Credit Suisse First Boston (an affiliate of Credit Suisse First Boston LLC) as Sole Lead Arranger, Sole Bookrunner, Administrative Agent and a Lender and certain other syndicated lenders named in the Credit Agreement. The Credit Agreement provides a 364-day senior revolving credit facility (the Acquisition Facility) to Parent (or to the Purchaser, and guaranteed by Parent) in the aggregate amount of up to \$1.5 billion. Parent could also raise funds through borrowings from other lenders or the issuance of securities. Parent expects, based upon the combination of internally available cash as of August 31, 2004, cash generated since that date, borrowings under the Acquisition Facility or any other credit facility, or the issuance of securities, to have sufficient cash on hand at the expiration of the Offer to pay the offer price for all Shares in the Offer.

Section 14 (Conditions of the Offer) is hereby amended by replacing the existing text in its entirety with the following:

Notwithstanding any other provision of the Offer, we are not required to accept for payment or, subject to any applicable rules and regulations of the SEC, including Rule 14e-1(c) under the Exchange Act (relating to the Purchaser's obligation to pay for or return tendered Shares promptly after termination or expiration of the Offer), pay for any Shares, and may terminate or amend the Offer, if before the Expiration Date the Minimum Tender Condition, the Rights Condition or the Section 203 Condition shall not have been satisfied, or if, at any time on or after November 1, 2004, and before the expiration of the Offer, any of the following conditions exist:

(i) any provision of any applicable law or regulation or any judgment, injunction, order or decree shall prohibit the consummation of the Offer, the acceptance for payment of or payment for some or all of the Shares by us or our consummation of any merger or other similar business combination involving the Company; or

(ii) the Company or any of its subsidiaries has taken or agreed to take any of the following deliberate actions (each, an Extraordinary Action) or we become aware that the Company or any of its subsidiaries has taken or agreed to take any Extraordinary Action which was not publicly announced prior to November 1, 2004: (a) issued, sold or authorized any additional Shares or other voting securities or any securities convertible into, or rights to acquire, conditional or otherwise, any of the foregoing (other than the issuance of employee stock options in the ordinary course of business and the exercise of employee stock options), (b) permitted the issuance or sale of any shares of any class of capital stock or other securities of any subsidiary of the Company, (c) declared, paid or proposed any dividend or other distribution on any shares

of capital stock of the Company (other than a distribution of the Rights Certificates or a redemption of the Rights in accordance with the Rights Agreement as publicly disclosed to be in effect prior to November 1, 2004), (d) altered or proposed to alter any material term of any outstanding security (other than to amend the Rights Agreement to make the Rights inapplicable to the Offer and the proposed second-step merger with the Purchaser described herein), (e) except as may be required by law, taken any action to adopt or amend any employment, severance or similar benefit plan (including any employee benefit plan as defined in Section 3(2) of the Employee Retirement Income Securities Act of 1974 of the Company or any of its subsidiaries) with its employees other than to the extent publicly disclosed prior to November 1, 2004, or adopted or amended any such plans to provide for increased benefits to employees as a result of or in connection with the Offer, the acquisition of Shares by us or our consummation of any merger or other similar business combination involving the Company, (f) amended, or authorized or proposed any amendment to, its certificate of incorporation or bylaws (or equivalent documents) which has not been disclosed prior to November 1, 2004 (in each case, other than to amend the Rights or the Rights Agreement to make the Rights inapplicable to the Offer and the proposed second step merger with the Purchaser described herein), or (g) entered into, or announced or proposed, any agreement with respect to a merger, consolidation, liquidation, dissolution, business combination, acquisition of assets, disposition of assets or relinquishment of any material contract, intellectual property or other right of the Company or any of its subsidiaries; or

(iii) we or any of our affiliates enters into a definitive agreement or announces an agreement in principle with the Company providing for a merger or other similar business combination with the Company or any of its subsidiaries or the purchase of securities or assets of the Company or any of its subsidiaries, or we and the Company reach any other agreement or understanding pursuant to which it is agreed that the Offer will be terminated;

which, in Parent's or the Purchaser's reasonable judgment, in any such case, and regardless of the circumstances (including any action or omission by Parent or the Purchaser) giving rise to any such condition, makes it inadvisable to proceed with such acceptance for payment or payment.

The foregoing conditions are for the sole benefit of Parent, the Purchaser and their affiliates and may be asserted by us or Parent in our reasonable discretion regardless of the circumstances (including any action or omission by Parent or us) giving rise to any such conditions or may be waived by us in our reasonable discretion in whole or in part at any time or from time to time before the Expiration Date (provided that all conditions to the Offer must be satisfied or waived prior to expiration of the Offer). We expressly reserve the right to waive any of the conditions to the Offer and to make any change in the terms of or conditions to the Offer. Our failure at any time to exercise our rights under any of the foregoing conditions shall not be deemed a waiver of any such right. The waiver of any such right with respect to particular facts and circumstances shall not be deemed a waiver with respect to any other facts and circumstances. Each such right shall be deemed an ongoing right which may be asserted at any time or from time to time. Any determination made by us concerning the events described in this Section 14 shall be final and binding upon all parties.

Item 10. Financial Statements.

Not applicable.

Item 11. Additional Information.

On November 1, 2004, Parent issued a press release and sent a letter to the Board of Directors of PeopleSoft, Inc. announcing that Parent and Purchaser were amending the Offer to increase the offered price per Share to \$24.00, to eliminate most of the conditions to the Offer and to extend the Offer to November 19, 2004. Parent announced that this increase represented its best and final offer. Parent again invited the Board of Directors of PeopleSoft, Inc. to meet with Parent and Purchaser to negotiate a merger agreement, although the \$24.00 price is final and non-negotiable. Parent also announced that if a majority of the outstanding shares of PeopleSoft, Inc. have been tendered and not withdrawn into the Offer by the Expiration Date and the Board of

Directors of PeopleSoft, Inc. has failed to remove the poison pill and Delaware Section 203 obstacles to the Offer, Parent will seek relief from the Delaware Chancery Court. If less than a majority of the outstanding shares of PeopleSoft, Inc. have been tendered by the Expiration Date, Parent and Purchaser will withdraw the Offer. The press release is attached hereto as Exhibit (a)(5)(clxviii) and the letter to the Board of Directors of PeopleSoft, Inc. is attached hereto as Exhibit (a)(5)(clxix).

On November 1, 2004, Parent and Purchaser announced that they have extended the Expiration Date of the Offer, as those terms are defined in the Amended and Restated Offer to Purchase, to 12:00 midnight, New York City time, on Friday, November 19, 2004. As of November 1, 2004, approximately 20,191,181 shares of PeopleSoft common stock have been tendered in and not withdrawn from the Offer. The press release issued by Parent announcing the extension of the offer is attached hereto as Exhibit (a)(5)(clxx).

Item 12. Exhibits.

- (a)(1)(i) Offer to Purchase dated June 9, 2003.*
- (a)(1)(ii) Form of Letter of Transmittal.*
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.*
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(v) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(vi) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(1)(vii) Form of summary advertisement dated June 9, 2003.*
- (a)(1)(viii) Amended and Restated Offer to Purchase dated July 24, 2003.*
- (a)(1)(ix) Form of Amended and Restated Letter of Transmittal.*
- (a)(1)(x) Form of Amended and Restated Notice of Guaranteed Delivery.*
- (a)(1)(xi) Amended and Restated Offer to Purchase dated February 12, 2004.*
- (a)(1)(xii) Form of Amended and Restated Letter of Transmittal.*
- (a)(1)(xiii) Form of Amended and Restated Notice of Guaranteed Delivery.*
- (a)(1)(xiv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(xv) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(5)(i) Text of press release issued by Parent, dated June 6, 2003.*
- (a)(5)(ii) Text of press release issued by Parent, dated June 9, 2003.*
- (a)(5)(iii) Text of information on Parent's website, posted June 10, 2003.*
- (a)(5)(iv) Text of press release issued by Parent, dated June 10, 2003.*
- (a)(5)(v) Slide presentation by Parent, dated June 13, 2003.*
- (a)(5)(vi) Text of press release issued by Parent, dated June 13, 2003.*
- (a)(5)(vii) Complaint and Jury Demand filed in the District Court for the City and County of Denver, Colorado on June 12, 2003.*
- (a)(5)(viii) Complaint filed in the Superior Court of the State of California, County of San Mateo on June 12, 2003.*
- (a)(5)(ix) Advertisement placed by Parent on June 16, 2003.*
- (a)(5)(x) Text of press release issued by Parent, dated June 16, 2003.*

- (a)(5)(xi) Complaint filed in the Superior Court of the State of California, County of Alameda on June 13, 2003.*
- (a)(5)(xii) Advertisement placed by Parent on June 16, 2003.*
- (a)(5)(xiii) Text of press release issued by Parent, dated June 16, 2003.*
- (a)(5)(xiv) Text of information on Parent's website, posted June 16, 2003.*
- (a)(5)(xv) Text of press release issued by Parent, dated June 18, 2003.*
- (a)(5)(xvi) Complaint filed in the Court of Chancery of the State of Delaware, New Castle County, on June 18, 2003.*
- (a)(5)(xvii) Transcript of Conference Call held by Parent on June 18, 2003.*
- (a)(5)(xviii) Investor presentation by Parent, dated June 18, 2003.*
- (a)(5)(xix) Complaint filed in the United States District Court for the District of Connecticut on June 18, 2003.*
- (a)(5)(xx) Advertisement placed by Parent on June 19, 2003.*
- (a)(5)(xxi) Email statement to press issued by Parent, dated June 18, 2003.*
- (a)(5)(xxii) Text of press release issued by Parent, dated June 20, 2003.*
- (a)(5)(xxiii) Advertisement placed by Parent on June 23, 2003.*
- (a)(5)(xxiv) Text of press release issued by Parent, dated June 24, 2003.*
- (a)(5)(xxv) Advertisement placed by Parent on June 27, 2003.*
- (a)(5)(xxvi) Text of email message to Parent employees dated June 26, 2003.*
- (a)(5)(xxvii) Email statement to press issued by Parent, dated June 29, 2003.*
- (a)(5)(xxviii) Text of press release issued by Parent, dated June 30, 2003.*
- (a)(5)(xxix) Text of information on Parent's website, posted June 30, 2003.*
- (a)(5)(xxx) Letter to PeopleSoft customers, dated June 30, 2003.*
- (a)(5)(xxxi) Case study dated June 30, 2003.*
- (a)(5)(xxxii) Information regarding Parent customer support dated June 30, 2003.*
- (a)(5)(xxxiii) Text of press release issued by Parent, dated June 30, 2003.*
- (a)(5)(xxxiv) Text of press release issued by Parent, dated July 1, 2003.*
- (a)(5)(xxxv) Text of press release issued by Parent, dated July 2, 2003.*
- (a)(5)(xxxvi) Text of press release issued by Parent, dated July 3, 2003.*
- (a)(5)(xxxvii) Amended text of information on Parent's internal website, posted July 9, 2003.*
- (a)(5)(xxxviii) Text of material prepared for presentation to analysts, dated July 9, 2003.*
- (a)(5)(xxxix) Transcript of portion of webcast presentation to analysts pertaining to the tender offer, dated July 9, 2003.*
- (a)(5)(xxxx) Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.*
- (a)(5)(xxxxi) Advertisement placed by Parent on July 11, 2003.*
- (a)(5)(xxxxii) Text of press release issued by Parent, dated July 14, 2003.*
- (a)(5)(xxxxiii) Text of letter to partners, sent July 14, 2003.*
- (a)(5)(xxxxiv) Questions and answers for PeopleSoft customers, dated July 14, 2003.*
- (a)(5)(xxxxv) Text of press release issued by Parent, dated July 15, 2003.*
- (a)(5)(xxxxvi) Advertisement placed by Parent on July 15, 2003.*
- (a)(5)(xxxxvii) Transcript of town hall presentation to PeopleSoft customers, dated July 17, 2003.*

- (a)(5)(xxxviii) Advertisement placed by Parent on July 2, 2003.*
- (a)(5)(il) Advertisement placed by Parent on June 30, 2003.*
- (a)(5)(l) Text of press release issued by Parent, dated July 17, 2003.*
- (a)(5)(li) Transcript of Oracle Beat presentation to Parent employees, dated July 17, 2003.*
- (a)(5)(lii) Text of press release issued by Parent, dated July 24, 2003.*
- (a)(5)(liii) Text of press release issued by Parent, dated August 8, 2003.*
- (a)(5)(liv) Transcript of portion of webcast comments pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.*
- (a)(5)(lv) Transcript of portion of webcast Q&A session pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.*
- (a)(5)(lvi) Text of portion of slide presentation pertaining to the tender offer, prepared for CIBC World Markets Enterprise Software Conference on August 6, 2003.*
- (a)(5)(lvii) Text of press release issued by Parent on August 12, 2003.*
- (a)(5)(lviii) Text of information on Parent's website, posted August 15, 2003.*
- (a)(5)(lix) Text of letter to customers, sent August 22, 2003.*
- (a)(5)(lx) Notice of town hall meeting, sent August 22, 2003.*
- (a)(5)(lxi) Comments by Parent spokesman, provided August 26, 2003.*
- (a)(5)(lxii) Text of press release issued by Parent, dated August 27, 2003.*
- (a)(5)(lxiii) Transcript of town hall presentation to PeopleSoft customers, dated September 3, 2003.*
- (a)(5)(lxiv) Text of press release issued by Parent, dated September 4, 2003.*
- (a)(5)(lxv) Text of employee announcement on Parent's internal website, dated September 10, 2003.*
- (a)(5)(lxvi) Stipulation and Order Dismissing Case Without Prejudice filed in the Superior Court of the State of California, County of San Mateo on August 15, 2003.*
- (a)(5)(lxvii) Order Granting Stipulation Dismissing Case Without Prejudice, issued by the District Court for the City and County of Denver, Colorado on August 18, 2003.*
- (a)(5)(lxviii) First Amended Complaint filed in the Superior Court of the State of California, County of Alameda on August 12, 2003.*
- (a)(5)(lxix) Demurrer filed in the Superior Court of the State of California, County of Alameda on September 11, 2003.*
- (a)(5)(lxx) Amended Complaint filed in the United States District Court for the District of Connecticut on August 4, 2003.*
- (a)(5)(lxxi) Defendant's Motion to Dismiss and related documents filed in the United States District Court for the District of Connecticut on August 18, 2003.*
- (a)(5)(lxxii) Transcript of portion of earnings conference call pertaining to tender offer, held September 12, 2003.*
- (a)(5)(lxxiii) Text of press release issued by Parent on October 10, 2003.*
- (a)(5)(lxxiv) Transcript of portion of annual meeting pertaining to tender offer, held October 13, 2003.*
- (a)(5)(lxxv) Redacted slide presentation from annual meeting held October 13, 2003.*
- (a)(5)(lxxvi) Amended text of information on Parent's internal website dated September 4, 2003.*
- (a)(5)(lxxvii) Order entered by the Superior Court of the State of California, County of Alameda on November 5, 2003.*
- (a)(5)(lxxviii) Text of email message to analysts, dated October 27, 2003.*

- (a)(5)(lxxix) Text of press release issued by Parent on November 7, 2003.*
- (a)(5)(lxxx) Motion to Expedite Proceedings (redacted) filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
- (a)(5)(lxxxix) Notice of Motion, Motion for Preliminary Injunction and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
- (a)(5)(lxxxii) Notice of Motion, Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
- (a)(5)(lxxxiii) Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
- (a)(5)(lxxxiv) Transcript of portion of presentation to Goldman Sachs Software Retreat pertaining to tender offer, held November 13, 2003.*
- (a)(5)(lxxxv) Text of email message to Parent employees dated November 17, 2003.*
- (a)(5)(lxxxvi) Text of press release issued by Parent on November 24, 2003.*
- (a)(5)(lxxxvii) Transcript of conference call held by Parent on November 24, 2003.*
- (a)(5)(lxxxviii) Text of information on Parent's website, posted November 25, 2003.*
- (a)(5)(lxxxix) Notice of Motion, Revised Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.*
- (a)(5)(lxxxx) Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.*
- (a)(5)(lxxxxi) Second Amended Complaint (Redacted) filed in the Superior Court of the State of California, County of Alameda on December 12, 2003.*
- (a)(5)(lxxxxii) Text of press release issued by Parent on December 19, 2003.*
- (a)(5)(lxxxxiii) Transcript of portion of presentation to Soundview Investor Bus Tour pertaining to tender offer, held January 7, 2004.*
- (a)(5)(lxxxxiv) Text of press release issued by Parent on January 23, 2004.*
- (a)(5)(lxxxxv) Text of press release issued by Parent on February 4, 2004.*
- (a)(5)(lxxxxvi) Text of communication to customers dated February 4, 2004.*
- (a)(5)(lxxxxvii) Text of information on Parent's website, posted February 4, 2004.*
- (a)(5)(lxxxxviii) Form of summary advertisement dated February 5, 2004.*
- (a)(5)(lxxxxix) Demurrer filed in the Superior Court of the State of California, County of Alameda on January 20, 2004.*
- (a)(5)(c) Transcript of portion of Corporate Q&A at AppsWorld Financial Analyst Day pertaining to the tender offer, held January 28, 2004.*
- (a)(5)(ci) Text of press release issued by Parent on February 9, 2004.*
- (a)(5)(cii) Text of press release issued by Parent on February 10, 2004.*
- (a)(5)(ciii) Transcript of portion of comments to Merrill Lynch Computer Services and Software:

CEO Conference 2004, held February 11, 2004.*
- (a)(5)(civ) Text of letter to PeopleSoft Stockholder dated February 17, 2004.*
- (a)(5)(cv) Text of letter to PeopleSoft Stockholder dated February 12, 2004; first distributed February 17, 2004.*
- (a)(5)(cvi) Investor Presentation by Parent, dated February 17, 2004.*
- (a)(5)(cvii) Text of press release issued by Parent on February 17, 2004.*

- (a)(5)(cviii) Text of information on Parent's website, posted February 17, 2004.*
- (a)(5)(cix) Investor Presentation by Parent, dated February 25, 2004.*
- (a)(5)(cx) Text of Editorial in The Wall Street Journal, published February 23, 2004; redistributed by Parent on February 25, 2004.*
- (a)(5)(cxi) Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.*
- (a)(5)(cxii) Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.*
- (a)(5)(cxiii) Text of press release by Parent, dated February 26, 2004.*
- (a)(5)(cxiv) Text of press release by Parent, dated February 26, 2004.*
- (a)(5)(cxv) Complaint filed in the United States District Court for the Northern District of California, San Francisco Division on February 26, 2004.*
- (a)(5)(cxvi) Transcript of presentation to Quest User Group, held March 1, 2004.*
- (a)(5)(cxvii) Text of letter to J.D. Edwards customers, dated March 1, 2004.*
- (a)(5)(cxviii) Answer by Parent filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.*
- (a)(5)(cxix) Text of email message to Parent employees dated March 5, 2004.*
- (a)(5)(cxx) Email statement to press issued by Parent, dated March 12, 2004.*
- (a)(5)(cxxi) Text of press release by Parent, dated April 15, 2004.*
- (a)(5)(cxxii) Transcript of portion of comments to JP Morgan Technology & Telecom Conference pertaining to the tender offer, held May 4, 2004.*
- (a)(5)(cxxiii) Text of press release issued by Parent on May 14, 2004.*
- (a)(5)(cxxiv) Transcript of portion of presentation to Merrill Lynch European Roadshow Conference pertaining to the tender offer, held April 27, 2004.*
- (a)(5)(cxxv) Text of information on Parent's website, revised June 7, 2004.*
- (a)(5)(cxxvi) Text of information on Parent's website, revised June 4, 2004.*
- (a)(5)(cxxvii) Text of information on Parent's website, revised June 4, 2004.*
- (a)(5)(cxxviii) Text of information on Parent's website, revised June 4, 2004.*
- (a)(5)(cxxix) Answer filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.*
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- (a)(5)(cxlili) Text of press release issued by Parent on September 9, 2004.*
- (a)(5)(cxliv) Text of press release issued by Parent on September 9, 2004.*
- (a)(5)(cxlv) Text of press release issued by Parent on September 9, 2004.*
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- (a)(5)(cliii) PeopleSoft Customer Commitment posted on Parent's website September 9, 2004.*
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- (a)(5)(clv) Case Study posted on Parent's website September 9, 2004.*
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- (a)(5)(clxvi) Text of press release issued by Parent, dated October 7, 2004.*
- (a)(5)(clxvii) Text of press release issued by Parent, dated October 21, 2004.*
- (a)(5)(clxviii) Text of press release issued by Parent, dated November 1, 2004.
- (a)(5)(clxix) Letter to PeopleSoft Board of Directors, dated October 31, 2004.
- (a)(5)(clxx) Text of press release issued by Parent, dated November 1, 2004.
- (a)(5)(clxxi) Transcript of conference call held by Parent on November 1, 2004.
- (b)(1) Commitment letter described in Section 10, "Source and Amount of Funds" of the Offer to Purchase (the Commitment Letter).*
- (b)(2) Side Letter to the Commitment Letter.*

- (b)(3) 364-Day Revolving Credit Agreement described in Section 10, Source and Amount of Funds of the Offer to Purchase.*
- (b)(4) Corrected Schedule 2 to 364-Day Revolving Credit Agreement.*
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed

SIGNATURE

After due 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: November 2, 2004

ORACLE CORPORATION

By: /s/ SAFRA CATZ

Name: Safra Catz
Title: President

PEPPER ACQUISITION CORP.

By: /s/ SAFRA CATZ

Name: Safra Catz
Title: President

EXHIBIT INDEX

<u>Index No.</u>	
(a)(1)(i)	Offer to Purchase dated June 9, 2003.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.*
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(vii)	Form of summary advertisement dated June 9, 2003.*
(a)(1)(viii)	Amended and Restated Offer to Purchase dated July 24, 2003.*
(a)(1)(ix)	Form of Amended and Restated Letter of Transmittal.*
(a)(1)(x)	Form of Amended and Restated Notice of Guaranteed Delivery.*
(a)(1)(xi)	Amended and Restated Offer to Purchase dated February 12, 2004.*
(a)(1)(xii)	Form of Amended and Restated Letter of Transmittal.*
(a)(1)(xiii)	Form of Amended and Restated Notice of Guaranteed Delivery.*
(a)(1)(xiv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(xv)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(5)(i)	Text of press release issued by Parent, dated June 6, 2003.*
(a)(5)(ii)	Text of press release issued by Parent, dated June 9, 2003.*
(a)(5)(iii)	Text of information on Parent's website, posted June 10, 2003.*
(a)(5)(iv)	Text of press release issued by Parent, dated June 10, 2003.*
(a)(5)(v)	Slide presentation by Parent, dated June 13, 2003.*
(a)(5)(vi)	Text of press release issued by Parent, dated June 13, 2003.*
(a)(5)(vii)	Complaint and Jury Demand filed in the District Court for the City and County of Denver, Colorado on June 12, 2003.*
(a)(5)(viii)	Complaint filed in the Superior Court of the State of California, County of San Mateo on June 12, 2003.*
(a)(5)(ix)	Advertisement placed by Parent on June 16, 2003.*
(a)(5)(x)	Text of press release issued by Parent, dated June 16, 2003.*
(a)(5)(xi)	Complaint filed in the Superior Court of the State of California, County of Alameda on June 13, 2003.*
(a)(5)(xii)	Advertisement placed by Parent on June 16, 2003.*
(a)(5)(xiii)	Text of press release issued by Parent, dated June 16, 2003.*
(a)(5)(xiv)	Text of information on Parent's website, posted June 16, 2003.*
(a)(5)(xv)	Text of press release issued by Parent, dated June 18, 2003.*
(a)(5)(xvi)	Complaint filed in the Court of Chancery of the State of Delaware, New Castle County, on June 18, 2003.*
(a)(5)(xvii)	Transcript of Conference Call held by Parent on June 18, 2003.*
(a)(5)(xviii)	Investor presentation by Parent, dated June 18, 2003.*

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(a)(5)(xix)	Complaint filed in the United States District Court for the District of Connecticut on June 18, 2003.*
(a)(5)(xx)	Advertisement placed by Parent on June 19, 2003.*
(a)(5)(xxi)	Email statement to press issued by Parent, dated June 18, 2003.*
(a)(5)(xxii)	Text of press release issued by Parent, dated June 20, 2003.*
(a)(5)(xxiii)	Advertisement placed by Parent on June 23, 2003.*
(a)(5)(xxiv)	Text of press release issued by Parent, dated June 24, 2003.*
(a)(5)(xxv)	Advertisement placed by Parent on June 27, 2003.*
(a)(5)(xxvi)	Text of email message to Parent employees dated June 26, 2003.*
(a)(5)(xxvii)	Email statement to press issued by Parent, dated June 29, 2003.*
(a)(5)(xxviii)	Text of press release issued by Parent, dated June 30, 2003.*
(a)(5)(xxix)	Text of information on Parent's website, posted June 30, 2003.*
(a)(5)(xxx)	Letter to PeopleSoft customers, dated June 30, 2003.*
(a)(5)(xxxi)	Case study dated June 30, 2003.*
(a)(5)(xxxii)	Information regarding Parent customer support dated June 30, 2003.*
(a)(5)(xxxiii)	Text of press release issued by Parent, dated June 30, 2003.*
(a)(5)(xxxiv)	Text of press release issued by Parent, dated July 1, 2003.*
(a)(5)(xxxv)	Text of press release issued by Parent, dated July 2, 2003.*
(a)(5)(xxxvi)	Text of press release issued by Parent, dated July 3, 2003.*
(a)(5)(xxxvii)	Amended text of information on Parent's internal website, posted July 9, 2003.*
(a)(5)(xxxviii)	Text of material prepared for presentation to analysts, dated July 9, 2003.*
(a)(5)(xxxix)	Transcript of portion of webcast presentation to analysts pertaining to the tender offer, dated July 9, 2003.*
(a)(5)(xxxx)	Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.*
(a)(5)(xxxxi)	Advertisement placed by Parent on July 11, 2003.*
(a)(5)(xxxxii)	Text of press release issued by Parent, dated July 14, 2003.*
(a)(5)(xxxxiii)	Text of letter to partners, sent July 14, 2003.*
(a)(5)(xxxxiv)	Questions and answers for PeopleSoft customers, dated July 14, 2003.*
(a)(5)(xxxxv)	Text of press release issued by Parent, dated July 15, 2003.*
(a)(5)(xxxxvi)	Advertisement placed by Parent on July 15, 2003.*
(a)(5)(xxxxvii)	Transcript of town hall presentation to PeopleSoft customers, dated July 17, 2003.*
(a)(5)(xxxxviii)	Advertisement placed by Parent on July 2, 2003.*
(a)(5)(il)	Advertisement placed by Parent on June 30, 2003.*
(a)(5)(l)	Text of press release issued by Parent, dated July 17, 2003.*
(a)(5)(li)	Transcript of Oracle Beat presentation to Parent employees, dated July 17, 2003.*
(a)(5)(lii)	Text of press release issued by Parent, dated July 24, 2003.*
(a)(5)(liii)	Text of press release issued by Parent, dated August 8, 2003.*
(a)(5)(liv)	Transcript of portion of webcast comments pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.*
(a)(5)(lv)	Transcript of portion of webcast Q&A session pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.*

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(a)(5)(lvi)	Text of portion of slide presentation pertaining to the tender offer, prepared for CIBC World Markets Enterprise Software Conference on August 6, 2003.*
(a)(5)(lvii)	Text of press release issued by Parent on August 12, 2003.*
(a)(5)(lviii)	Text of information on Parent's website, posted August 15, 2003.*
(a)(5)(lix)	Text of letter to customers, sent August 22, 2003.*
(a)(5)(lx)	Notice of town hall meeting, sent August 22, 2003.*
(a)(5)(lxi)	Comments by Parent spokesman, provided August 26, 2003.*
(a)(5)(lxii)	Text of press release issued by Parent, dated August 27, 2003.*
(a)(5)(lxiii)	Transcript of town hall presentation to PeopleSoft customers, dated September 3, 2003.*
(a)(5)(lxiv)	Text of press release issued by Parent, dated September 4, 2003.*
(a)(5)(lxv)	Text of employee announcement on Parent's internal website, dated September 10, 2003.*
(a)(5)(lxvi)	Stipulation and Order Dismissing Case Without Prejudice filed in the Superior Court of the State of California, County of San Mateo on August 15, 2003.*
(a)(5)(lxvii)	Order Granting Stipulation Dismissing Case Without Prejudice, issued by the District Court for the City and County of Denver, Colorado on August 18, 2003.*
(a)(5)(lxviii)	First Amended Complaint filed in the Superior Court of the State of California, County of Alameda on August 12, 2003.*
(a)(5)(lxix)	Demurrer filed in the Superior Court of the State of California, County of Alameda on September 11, 2003.*
(a)(5)(lxx)	Amended Complaint filed in the United States District Court for the District of Connecticut on August 4, 2003.*
(a)(5)(lxxi)	Defendant's Motion to Dismiss and related documents filed in the United States District Court for the District of Connecticut on August 18, 2003.*
(a)(5)(lxxii)	Transcript of portion of earnings conference call pertaining to tender offer, held September 12, 2003.*
(a)(5)(lxxiii)	Text of press release issued by Parent on October 10, 2003.*
(a)(5)(lxxiv)	Transcript of portion of annual meeting pertaining to tender offer, held October 13, 2003.*
(a)(5)(lxxv)	Redacted slide presentation from annual meeting held October 13, 2003.*
(a)(5)(lxxvi)	Amended text of information on Parent's internal website dated September 4, 2003.*
(a)(5)(lxxvii)	Order entered by the Superior Court of the State of California, County of Alameda on November 5, 2003.*
(a)(5)(lxxviii)	Text of email message to analysts, dated October 27, 2003.*
(a)(5)(lxxix)	Text of press release issued by Parent on November 7, 2003.*
(a)(5)(lxxx)	Motion to Expedite Proceedings (redacted) filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
(a)(5)(lxxxi)	Notice of Motion, Motion for Preliminary Injunction and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
(a)(5)(lxxxii)	Notice of Motion, Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
(a)(5)(lxxxiii)	Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*
(a)(5)(lxxxiv)	Transcript of portion of presentation to Goldman Sachs Software Retreat pertaining to tender offer, held November 13, 2003.*

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(a)(5)(lxxxv)	Text of email message to present employees, dated November 17, 2003.*
(a)(5)(lxxxvi)	Text of press release issued by Parent on November 24, 2003.*
(a)(5)(lxxxvii)	Transcript of conference call held by Parent on November 24, 2003.*
(a)(5)(lxxxviii)	Text of information on Parent's website, posted November 25, 2003.*
(a)(5)(lxxxix)	Notice of Motion, Revised Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.*
(a)(5)(lxxxx)	Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.*
(a)(5)(lxxxxi)	Second Amended Complaint (Redacted) filed in the Superior Court of the State of California, County of Alameda on December 12, 2003.*
(a)(5)(lxxxxii)	Text of press release issued by Parent on December 19, 2003.*
(a)(5)(lxxxxiii)	Transcript of portion of presentation to Soundview Investor Bus Tour pertaining to tender offer, held January 7, 2004.*
(a)(5)(lxxxxiv)	Text of press release issued by Parent on January 23, 2004.*
(a)(5)(lxxxxv)	Text of press release issued by Parent on February 4, 2004.*
(a)(5)(lxxxxvi)	Text of communication to customers dated February 4, 2004*
(a)(5)(lxxxxvii)	Text of information on Parent's website, posted February 4, 2004*
(a)(5)(lxxxxviii)	Form of summary advertisement dated February 5, 2004.*
(a)(5)(lxxxxix)	Demurrer filed in the Superior Court of the State of California, County of Alameda on January 20, 2004.*
(a)(5)(c)	Transcript of portion of Corporate Q&A at AppsWorld Financial Analyst Day pertaining to the tender offer, held January 28, 2004.*
(a)(5)(ci)	Text of press release issued by Parent on February 9, 2004.*
(a)(5)(cii)	Text of press release issued by Parent on February 10, 2004.*
(a)(5)(ciii)	Transcript of portion of comments to Merrill Lynch Computer Services and Software: CEO Conference 2004, held February 11, 2004.*
(a)(5)(civ)	Text of letter to PeopleSoft Stockholder dated February 17, 2004.*
(a)(5)(cv)	Text of letter to PeopleSoft Stockholder dated February 12, 2004; first distributed February 17, 2004.*
(a)(5)(cvi)	Investor Presentation by Parent, dated February 17, 2004.*
(a)(5)(cvii)	Text of press release issued by Parent on February 17, 2004.*
(a)(5)(cviii)	Text of information on Parent's website, posted February 17, 2004.*
(a)(5)(cix)	Investor Presentation by Parent, dated February 25, 2004.*
(a)(5)(cx)	Text of Editorial in The Wall Street Journal, published February 23, 2004; redistributed by Parent on February 25, 2004.*
(a)(5)(cxi)	Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.*
(a)(5)(cxii)	Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.*
(a)(5)(cxiii)	Text of press release by Parent, dated February 26, 2004.*
(a)(5)(cxiv)	Text of press release by Parent, dated February 26, 2004.*

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- (a)(5)(cxv) Complaint filed in the United States District Court for the Northern District of California, San Francisco Division on February 26, 2004.*
- (a)(5)(cxvi) Transcript of presentation to Quest User Group, held March 1, 2004.*
- (a)(5)(cxvii) Text of letter to J.D. Edwards customers, dated March 1, 2004.*
- (a)(5)(cxviii) Text of letter to J.D. Edwards customers, dated March 1, 2004.*
- (a)(5)(cxviii) Answer by Parent filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.*
- (a)(5)(cxix) Text of email message to Parent employees dated March 5, 2004.*
- (a)(5)(cxx) Email statement to press issued by Parent, dated March 12, 2004.*
- (a)(5)(cxxi) Text of press release by Parent, dated April 15, 2004.*
- (a)(5)(cxxii) Transcript of portion of comments to JP Morgan Technology & Telecom Conference pertaining to the tender offer, held May 4, 2004.*
- (a)(5)(cxxiii) Text of press release issued by Parent on May 14, 2004.*
- (a)(5)(cxxiv) Transcript of portion of presentation to Merrill Lynch European Roadshow Conference pertaining to the tender offer, held April 27, 2004.*
- (a)(5)(cxxv) Text of information on Parent's website, revised June 7, 2004.*
- (a)(5)(cxxvi) Text of information on Parent's website, revised June 4, 2004.*
- (a)(5)(cxxvii) Text of information on Parent's website, revised June 4, 2004.*
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(a)(5)(cxlvii)	Text of information on Parent's website, posted September 9, 2004.*
(a)(5)(cxlviii)	Text of letter to PeopleSoft Board of Directors, delivered September 9, 2004.*
(a)(5)(cxlix)	Partner Benefits Statement posted on Parent's website September 9, 2004.*
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(b)(2)	Side Letter to the Commitment Letter.*
(b)(3)	364-Day Revolving Credit Agreement described in Section 10, Source and Amount of Funds of the Offer to Purchase.*
(b)(4)	Corrected Schedule 2 to 364-Day Revolving Credit Agreement.*
(c)	Not applicable.
(d)	Not applicable.
(e)	Not applicable.
(f)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed