

SuccessFactors, Inc.  
Form 4  
February 23, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SAP AG

(Last) (First) (Middle)

DIETMAR-HOPP-ALLEE 16

(Street)

WALLDORF, 2M 69190

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SuccessFactors, Inc. [NYSE: SFSF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock (1) (2)               | 02/21/2012                              |   | P                                    | Amount<br>(3)<br>965,074  | A \$ 40 77,227,139<br>(4)  | D   |   |
| Common<br>Stock                       | 02/22/2012                              |   | P                                    | Amount<br>(5)<br>3,796,704  | A \$ 40 81,023,843<br>(6)  | D   |   |
| Common<br>Stock                       | 02/22/2012                              |   | J                                    | Amount<br>(7)<br>4,519,348  | A \$ 40 1,000 (8)  | D   |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SAP AG<br>DIETMAR-HOPP-ALLEE 16<br>WALLDORF, 2M 69190                   |               | X         |         |       |
| SAP America, Inc.<br>3999 WEST CHESTER PIKE<br>NEWTOWN SQUARE, PA 19073 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Michael Ploetner, Authorized Signatory of SAP AG          | 02/23/2012 |
| **Signature of Reporting Person                               | Date       |
| /s/ Wendy Boufford, Authorized Signatory of SAP AG            | 02/23/2012 |
| **Signature of Reporting Person                               | Date       |
| /s/ Wendy Boufford, Authorized Signatory of SAP America, Inc. | 02/23/2012 |
| **Signature of Reporting Person                               | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This form is a joint filing by SAP AG and SAP America, Inc., a wholly-owned subsidiary of SAP AG ("SAP America").

This Form 4 relates to shares of common stock of SuccessFactors, Inc. ("SuccessFactors"), par value \$0.001 per share (the "Shares").

Through a wholly-owned subsidiary, Saturn Expansion Corporation (the "Purchaser"), SAP AG and SAP America commenced a tender

(2) offer for all of the issued and outstanding Shares (the "Offer") pursuant to the Tender Offer Statement on Schedule TO, as amended or supplemented, initially filed with the U.S. Securities and Exchange Commission on December 16, 2011 by SAP AG, SAP America and the Purchaser (the "Schedule TO").

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- (3) Reflects Shares tendered pursuant to notices of guaranteed delivery for which payment was settled on February 21, 2012.
  - (4) Reflects the sum of (a) tendered Shares that were accepted for payment following the expiration of the Offer (excluding shares subject to guaranteed delivery procedures), and (b) the Shares referenced in (3) above.
  - (5) Reflects Shares tendered pursuant to notices of guaranteed delivery for which payment was settled on February 22, 2012.
  - (6) Reflects the sum of the Shares referenced in (4) and (5) above.
- Reflects all of the outstanding Shares not tendered in the Offer, which may be deemed to have been acquired by SAP AG and SAP America pursuant to the consummation of a "short-form merger" under Delaware law as described in the Schedule TO (the "Merger"). At the effective time of the Merger, these Shares were cancelled and ceased to exist.
- Prior to the Merger, SAP America held 1000 shares of the common stock, par value \$0.01 per share, of the Purchaser (the "Purchaser Shares"), which represented all of the issued and outstanding capital stock of the Purchaser. At the effective time of, and as a result of, the Merger, SAP America became the owner of 100% of the equity interest in SuccessFactors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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