

PEOPLESOFT INC
Form SC TO-T/A
December 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 85

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*
\$9,957,280,051

Amount of Filing Fee**
\$1,171,972

* Estimated for purposes of calculating the amount of filing fee only. Transaction value derived by multiplying 375,746,417 (the number of shares of common stock of the subject company outstanding as of November 4, 2004 (according to the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by the subject company on November 9, 2004) by \$26.50 (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 December 13, 2004, equals 0.00011770% of the transaction valuation based on Fee Rate Advisory #6 for Fiscal Year 2005 issued by the Securities and Exchange Commission on December 9, 2004, (ii) 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 (iii) 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:	\$314,438	Filing Party:	Oracle Corporation
Form or Registration No.:	SC TO-T/A	Date Filed:	December 13, 2004
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. 85 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 \$26.50 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 December 15, 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.

Items 4 and 8. Terms of the Offer; Interest in Securities of PeopleSoft, Inc.

The initial offering period of the Offer expired at 12:00 midnight, New York City time, on Tuesday, December 28, 2004. Parent's preliminary calculations indicate that approximately 298,834,574 million shares were validly tendered and not withdrawn as of the Expiration Date of the Offer, representing approximately 75% of the outstanding shares of common stock of the Company. Purchaser has accepted for payment all tendered shares.

Parent and Purchaser announced a subsequent offering period commencing on Wednesday, December 29, 2004 and expiring on Tuesday, January 4, 2005 at 8 p.m., New York City time. During the subsequent offering period, Purchaser will accept for payment and promptly pay for shares of the Company as they are tendered. Stockholders who tender shares during such period will be paid the same \$26.50 per share cash consideration paid during the initial offering period. Shares tendered during the subsequent offering period may not be withdrawn. Purchaser may extend the subsequent offering period. If the subsequent offering period is extended, Purchaser will notify the depositary for the offer and issue a press release prior to 9:00 a.m. New York City time on the first business day following the date the subsequent offering period was scheduled to expire.

Pursuant to the terms and conditions of the Agreement and Plan of Merger dated as of December 12, 2004 among the Company, Parent and Purchaser, Purchaser will be merged with and into the Company (the Merger), and each outstanding share of Company Common Stock not tendered into the Offer (other than shares held by the Company, Parent, Purchaser or stockholders who properly perfect appraisal rights under Delaware law) will be converted into the right to receive \$26.50 per share in cash, without interest. Following the consummation of the Merger, the Company will continue as the surviving corporation and a wholly-owned subsidiary of Parent. Assuming Purchaser has acquired at least 90% of the outstanding Company Common Stock following the expiration of the subsequent offering period, the Merger is expected to occur promptly thereafter.

The press release announcing the expiration of the initial offering period and the commencement of the subsequent offering period is attached hereto as Exhibit (a)(5)(clxlviii).

Item 7. Source and Amount of Funds.

On December 28, 2004, Parent entered into a 364-Day Term Loan Agreement (the Credit Agreement) among Parent; the lenders named in the Credit Agreement; Wachovia Bank, National Association, as Administrative Agent (Wachovia); Credit Suisse First Boston and ABN AMRO

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Bank N.V., as Syndication Agents; Bank of America, N.A. and Deutsche Bank Securities, Inc., as Documentation Agents; and Wachovia Capital Markets, LLC and Credit Suisse First Boston, as Joint Lead Arrangers and Joint Bookrunners.

The Offer to Purchase is 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 \$26.50 per share, net to seller in cash, without interest, or \$9.96 billion based on the outstanding shares of PeopleSoft, Inc. as of November 4, 2004. We will need up to approximately \$10.5 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 November 30, 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 364-Day Term Loan Agreement with Wachovia Bank, National Association, Credit Suisse First Boston (an affiliate of Credit Suisse First Boston LLC), ABN AMRO Bank N.V., Bank of America N.A., Deutsche Bank Securities Inc., and certain other syndicated lenders, providing for a 364-day senior loan facility to Oracle Corporation in the aggregate amount of \$9.5 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 November 30, 2004, cash generated since that date, borrowings under the term loan agreement, 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 .

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 \$26.50 per Share, net to seller in cash, without interest, or \$9.96 billion based on the outstanding shares of PeopleSoft, Inc. as of November 4, 2004. We will need up to approximately \$10.5 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 November 30, 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 Term Loan Agreement (the "Credit Agreement") among Parent; the lenders named in the Credit Agreement; Wachovia Bank, National Association, as Administrative Agent ("Wachovia"); Credit Suisse First Boston (an affiliate of Credit Suisse First Boston LLC) and ABN AMRO Bank N.V., as Syndication Agents; Bank of America, N.A. and Deutsche Bank Securities, Inc., as Documentation Agents; and Wachovia Capital Markets, LLC and Credit Suisse First Boston, as Joint Lead Arrangers and Joint Bookrunners. The Credit Agreement provides a 364-day senior loan facility to Parent in the aggregate amount of \$9.5 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 November 30, 2004, cash generated since that date, borrowings under the Credit Agreement, 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 Credit Agreement provides for an unsecured 364-day term loan to Parent for the acquisition of PeopleSoft, Inc. and related costs, fees and expenses, for working capital purposes and for other general corporate purposes. Parent may borrow up to \$9,500,000,000, including an initial advance of not less than \$6,000,000,000 and additional advances on up to four separate business days until February 28, 2005. Amounts borrowed and prepaid as described below may not be reborrowed. All amounts under the Credit Agreement are due on the earlier of December 27, 2005 and the date such amounts are accelerated if an event of default described below occurs.

Any borrowings will bear interest at a rate per annum equal to, at the option of Parent, (i) the higher of Wachovia's prime rate and the rate equal to the federal funds effective rate plus ½ of 1% (a "Base Rate Borrowing") or (ii) a rate based on the London interbank offered rate from time to time plus a margin which fluctuates based upon the ratings assigned from time to time by Moody's Investors Service, Inc. and Standard & Poor's Ratings Services to Parent's senior unsecured long-term debt (a "Eurodollar Rate Borrowing").

Parent may prepay at any time, at its option, in whole or in part (but not less than \$25,000,000 at any time) any outstanding borrowings plus accrued interest upon up to three business days' notice to Wachovia. Parent is required to pay any related breakage costs in connection with prepaying any Eurodollar Rate Borrowing.

If Parent or any of its subsidiaries receives net proceeds in excess of \$50,000,000 from the issuance in the capital markets of any debt or equity securities, Parent is required to use such net proceeds to prepay any outstanding borrowings under the Credit Agreement. If Parent has previously made such a mandatory prepayment, Parent is not required to make a further mandatory prepayment until the net proceeds of any such capital markets offerings again exceed \$50,000,000.

The Credit Agreement contains representations and warranties customary for credit facilities of this nature, including accuracy of financial statements; enforceability of the Credit Agreement documentation; no material adverse change since the date of Parent's last Annual Report on Form 10-K; absence of material litigation; no violation of laws or material agreements; no required governmental or third party approvals; use of proceeds; and material accuracy of information.

The Credit Agreement also contains certain covenants, including use of proceeds; limitations on liens (with exclusions to the extent necessary to comply with margin lending regulations and certain other exceptions); limitations on mergers, consolidations and sales of all or substantially all assets; limitations on subsidiary indebtedness; and limitations on transactions with related parties. In addition, the Credit Agreement contains a total net debt to total capitalization ratio limit of 40%.

The Credit Agreement also contains certain events of default customary for credit facilities of this nature, including nonpayment of principal or interest when due; breach of covenants; material incorrectness of representations and warranties when made; bankruptcy and insolvency; change of control; and cross-acceleration or payment default of other material indebtedness. If any of these events of default occur and are not cured within applicable grace periods or waived, Wachovia shall at the request, or may with the consent, of the lenders owed a majority of the then aggregate unpaid principal amount of the borrowings declare all amounts under the Credit Agreement immediately due and payable.

Parent delivered a notice of borrowing and conversion to Wachovia requesting an initial Base Rate Borrowing in the amount of \$9,200,000,000 to be funded on December 29, 2004. Such initial Base Rate Borrowing will convert to a Eurodollar Rate Borrowing on or about December 31, 2004.

It is anticipated that the borrowings described above will be refinanced or repaid from funds generated internally by Parent (including, after consummation of the merger with the Company, existing cash balances of and funds generated by the Company) and other sources, including the issuance of debt securities. Parent may also sell other securities to refinance or repay the borrowings described above, although no decision on such sale has been made. Decisions regarding the sale of securities will be made based on Parent's review from time to time of the advisability of selling particular securities as well as on interest rates and other economic conditions.

A copy of the Credit Agreement is filed as Exhibit (b)(5) to our tender offer statement on Schedule TO filed by Parent and us pursuant to Rule 14d-3 under the Exchange Act with the SEC in connection with the Offer. Reference is made to such exhibit for a more complete description of the terms and conditions of the Acquisition Facility.

The Offer is not conditioned upon any financing arrangements.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

- (a)(1)(i) Offer to Purchase dated June 9, 2003.*
- (a)(1)(ii) Form of Letter of Transmittal.*

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- (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)(1)(xvi) Amended and Restated Offer to Purchase dated November 3, 2004.*
- (a)(1)(xvii) Form of Amended and Restated Letter of Transmittal.*
- (a)(1)(xviii) Form of Amended and Restated Notice of Guaranteed Delivery.*
- (a)(1)(xix) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(xx) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(xxi) Amended and Restated Offer to Purchase dated December 15, 2004.*
- (a)(1)(xxii) Form of Amended and Restated Letter of Transmittal.*
- (a)(1)(xxiii) Form of Amended and Restated Notice of Guaranteed Delivery.*
- (a)(1)(xxiv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(xxv) 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.*

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(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)(xxx1)	Case study dated June 30, 2003.*
(a)(5)(xxx2)	Information regarding Parent customer support dated June 30, 2003.*
(a)(5)(xxx3)	Text of press release issued by Parent, dated June 30, 2003.*
(a)(5)(xxx4)	Text of press release issued by Parent, dated July 1, 2003.*
(a)(5)(xxx5)	Text of press release issued by Parent, dated July 2, 2003.*
(a)(5)(xxx6)	Text of press release issued by Parent, dated July 3, 2003.*
(a)(5)(xxx7)	Amended text of information on Parent's internal website, posted July 9, 2003.*
(a)(5)(xxx8)	Text of material prepared for presentation to analysts, dated July 9, 2003.*
(a)(5)(xxx9)	Transcript of portion of webcast presentation to analysts pertaining to the tender offer, dated July 9, 2003.*
(a)(5)(xxx0)	Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.*
(a)(5)(xxx1)	Advertisement placed by Parent on July 11, 2003.*
(a)(5)(xxx2)	Text of press release issued by Parent, dated July 14, 2003.*
(a)(5)(xxx3)	Text of letter to partners, sent July 14, 2003.*
(a)(5)(xxx4)	Questions and answers for PeopleSoft customers, dated July 14, 2003.*
(a)(5)(xxx5)	Text of press release issued by Parent, dated July 15, 2003.*
(a)(5)(xxx6)	Advertisement placed by Parent on July 15, 2003.*
(a)(5)(xxx7)	Transcript of town hall presentation to PeopleSoft customers, dated July 17, 2003.*
(a)(5)(xxx8)	Advertisement placed by Parent on July 2, 2003.*

- (a)(5)(il) Advertisement placed by Parent on June 30, 2003.*
- (a)(5)(I) Text of press release issued by Parent, dated July 17, 2003.*
- (a)(5)(Ii) Transcript of Oracle Beat presentation to Parent employees, dated July 17, 2003.*
- (a)(5)(Iii) Text of press release issued by Parent, dated July 24, 2003.*
- (a)(5)(Iiii) Text of press release issued by Parent, dated August 8, 2003.*
- (a)(5)(Iiv) Transcript of portion of webcast comments pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.*
- (a)(5)(Iv) 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)(Ivi) 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)(Ivii) Text of press release issued by Parent on August 12, 2003.*
- (a)(5)(Iviii) Text of information on Parent's website, posted August 15, 2003.*
- (a)(5)(Iix) Text of letter to customers, sent August 22, 2003.*
- (a)(5)(Iix) Notice of town hall meeting, sent August 22, 2003.*
- (a)(5)(Ixi) Comments by Parent spokesman, provided August 26, 2003.*
- (a)(5)(Ixii) Text of press release issued by Parent, dated August 27, 2003.*
- (a)(5)(Ixiii) Transcript of town hall presentation to PeopleSoft customers, dated September 3, 2003.*
- (a)(5)(Ixiv) Text of press release issued by Parent, dated September 4, 2003.*
- (a)(5)(I xv) Text of employee announcement on Parent's internal website, dated September 10, 2003.*
- (a)(5)(I xvi) 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)(I xvii) 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)(I xviii) First Amended Complaint filed in the Superior Court of the State of California, County of Alameda on August 12, 2003.*
- (a)(5)(I xix) Demurrer filed in the Superior Court of the State of California, County of Alameda on September 11, 2003.*
- (a)(5)(I xx) Amended Complaint filed in the United States District Court for the District of Connecticut on August 4, 2003.*
- (a)(5)(I xxi) 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)(I xxii) Transcript of portion of earnings conference call pertaining to tender offer, held September 12, 2003.*
- (a)(5)(I xxiii) Text of press release issued by Parent on October 10, 2003.*
- (a)(5)(I xxiv) Transcript of portion of annual meeting pertaining to tender offer, held October 13, 2003.*
- (a)(5)(I xxv) Redacted slide presentation from annual meeting held October 13, 2003.*
- (a)(5)(I xxvi) Amended text of information on Parent's internal website dated September 4, 2003.*
- (a)(5)(I xxvii) Order entered by the Superior Court of the State of California, County of Alameda on November 5, 2003.*
- (a)(5)(I xxviii) Text of email message to analysts, dated October 27, 2003.*
- (a)(5)(I xxix) Text of press release issued by Parent on November 7, 2003.*

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- (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.*
- (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)(ciiii) 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.*

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- (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.*
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- (a)(5)(cxxxii) List of witnesses intended to be called at trial, delivered March 22, 2004.*
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- (a)(5)(cxxxix) Transcript of portion of Goldman Sachs Investor Dinner pertaining to tender offer, held July 26, 2004.*

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- (a)(5)(cxxxxi) Transcript of portion of CIBC World Markets Annual Enterprise Software Conference presentation pertaining to tender offer, held August 12, 2004.*
- (a)(5)(cxxxxii) Text of press release issued by Parent on August 26, 2004.*
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- (a)(5)(cl) Oracle Acquisition Success Story posted on Parent's website September 9, 2004.*
- (a)(5)(cli) Letter to PeopleSoft Customers posted on Parent's website September 9, 2004.*
- (a)(5)(clii) Oracle Support Statement posted on Parent's website September 9, 2004.*
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- (a)(5)(clvi) Text of email to Parent employees, sent September 9, 2004.*
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- (a)(5)(clix) Text of email to Parent employees, sent September 9, 2004.*
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- (a)(5)(clxxvii) Text of press release issued by Parent, dated November 10, 2004.*
 - (a)(5)(clxxviii) Revised investor presentation by Parent, posted November 12, 2004.*
 - (a)(5)(clxxix) Text of information on Parent's website, posted November 15, 2004.*
 - (a)(5)(clxxx) Text of press release issued by Parent, dated November 16, 2004.*
 - (a)(5)(clxxxi) Transcript of conference call held by Glass, Lewis & Co., November 15, 2004.*
 - (a)(5)(clxxxii) Advertisement placed by Parent on November 16, 2004.*
 - (a)(5)(clxxxiii) Revised information posted on Parent's website, posted November 17, 2004.*
 - (a)(5)(clxxxiv) Text of press release issued by Parent, dated November 18, 2004.*
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 - (a)(5)(clxxxvi) Text of press release issued by Parent, dated November 19, 2004.*
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 - (a)(5)(clxxxix) Text of press release issued by Parent, dated November 24, 2004.*
 - (a)(5)(clxl) Transcript of presentation at Oracle Open World, held December 7, 2004.*
 - (a)(5)(clxli) Text of press release issued by Parent, dated December 13, 2004.*
 - (a)(5)(clxlii) Transcript of portion of Oracle Earnings Conference Call, held December 13, 2004.*
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 - (a)(5)(clxliv) Advertisement placed by Parent on December 15, 2004.*
 - (a)(5)(clxlv) Letter to PeopleSoft stockholders, dated December 15, 2004.*
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 - (a)(5)(clxlvii) Text of email to PeopleSoft employees from Parent sent December 15, 2004.*
 - (a)(5)(clxlviii) Text of press release issued by Parent, dated December 29, 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.*
 - (b)(5) 364-Day Term Loan Agreement described in Section 10, Source and Amount of Funds of the Offer to Purchase.
 - (c) Not applicable.
 - (d)(1) Agreement and Plan of Merger dated as of December 12, 2004 among PeopleSoft, Inc., Oracle Corporation and Pepper Acquisition Corp.*
 - (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: December 29, 2004

ORACLE CORPORATION

By: /s/ SAFRA CATZ

Name: Safra Catz
Title: President

PEPPER ACQUISITION CORP.

By: /s/ SAFRA CATZ

Name: Safra Catz
Title: President

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(a)(5)(xxxxi)	Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.*
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(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.*
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(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.*
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(a)(5)(lxx)	Amended Complaint filed in the United States District Court for the District of Connecticut on August 4, 2003.*
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(a)(5)(lxxx1)	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)(lxxx2)	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)(lxxx3)	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)(lxxx4)	Transcript of portion of presentation to Goldman Sachs Software Retreat pertaining to tender offer, held November 13, 2003.*
(a)(5)(lxxx5)	Text of email message to present employees, dated November 17, 2003.*
(a)(5)(lxxx6)	Text of press release issued by Parent on November 24, 2003.*
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(a)(5)(lxxx8)	Text of information on Parent's website, posted November 25, 2003.*
(a)(5)(lxxx9)	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)(lxxxx1)	Second Amended Complaint (Redacted) filed in the Superior Court of the State of California, County of Alameda on December 12, 2003.*
(a)(5)(lxxxx2)	Text of press release issued by Parent on December 19, 2003.*
(a)(5)(lxxxx3)	Transcript of portion of presentation to Soundview Investor Bus Tour pertaining to tender offer, held January 7, 2004.*
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(a)(5)(lxxxx8)	Form of summary advertisement dated February 5, 2004.*
(a)(5)(lxxxx9)	Demurrer filed in the Superior Court of the State of California, County of Alameda on January 20, 2004.*
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(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.*

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(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.*
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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.*
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(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.*
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(a)(5)(cxxiv)	Transcript of portion of presentation to Merrill Lynch European Roadshow Conference pertaining to the tender offer, held April 27, 2004.*
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(a)(5)(clxxvii)	Text of press release issued by Parent, dated November 10, 2004.*
(a)(5)(clxxviii)	Revised investor presentation by Parent, posted November 12, 2004.*
(a)(5)(clxxix)	Text of information on Parent's website, posted November 15, 2004.*
(a)(5)(clxxx)	Text of press release issued by Parent, dated November 16, 2004.*
(a)(5)(clxxxi)	Transcript of conference call held by Glass, Lewis & Co., November 15, 2004.*
(a)(5)(clxxxii)	Advertisement placed by Parent on November 16, 2004.*
(a)(5)(clxxxiii)	Revised information posted on Parent's website, posted November 17, 2004.*
(a)(5)(clxxxiv)	Text of press release issued by Parent, dated November 18, 2004.*
(a)(5)(clxxxv)	Text of press release issued by Parent, dated November 19, 2004.*
(a)(5)(clxxxvi)	Text of press release issued by Parent, dated November 19, 2004.*
(a)(5)(clxxxvii)	Letter to PeopleSoft Board of Directors, dated November 19, 2004.*
(a)(5)(clxxxviii)	Letter to PeopleSoft Board of Directors, dated November 21, 2004.*
(a)(5)(clxxxix)	Text of press release issued by Parent, dated November 24, 2004.*
(a)(5)(clxl)	Transcript of presentation at Oracle Open World, held December 7, 2004.*
(a)(5)(clxli)	Text of press release issued by Parent, dated December 13, 2004.*
(a)(5)(clxlii)	Transcript of portion of Oracle Earnings Conference Call, held December 13, 2004.*
(a)(5)(clxliii)	Text of letter to PeopleSoft employees from Parent sent December 13, 2004.*
(a)(5)(clxliv)	Advertisement placed by Parent on December 15, 2004.*
(a)(5)(clxlv)	Letter to PeopleSoft stockholders, dated December 15, 2004.*
(a)(5)(clxlvi)	Text of email to Oracle employees from Parent sent December 15, 2004.*
(a)(5)(clxlvii)	Text of email to PeopleSoft employees from Parent sent December 15, 2004.*
(a)(5)(clxlviii)	Text of press release issued by Parent, dated December 29, 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.*
(b)(5)	364-Day Term Loan Agreement described in Section 10, "Source and Amount of Funds" of the Offer to Purchase.
(c)	Not applicable.
(d)(1)	Agreement and Plan of Merger dated as of December 12, 2004 among PeopleSoft, Inc., Oracle Corporation and Pepper Acquisition Corp.*
(e)	Not applicable.
(f)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed