

OPOWER, INC.  
Form SC TO-T/A  
May 18, 2016

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

**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 1)**

**OPOWER, INC.**  
**(Name of Subject Company (Issuer))**  
**OLYMPUS II ACQUISITION CORPORATION**  
**(Offeror)**  
**a subsidiary of**  
**OC ACQUISITION LLC**  
**(Parent of Offeror)**  
**a subsidiary of**  
**ORACLE CORPORATION**  
**(Parent of Offeror)**  
**(Names of Filing Persons)**

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**Common Stock, Par Value \$0.000005 Per Share**

**(Title of Class of Securities)**

**68375Y109**

**(CUSIP Number of Class of Securities)**

**Brian S. Higgins**

**Vice President and Associate General Counsel**

**Oracle Corporation**

**500 Oracle Parkway**

**Redwood City, California 94065**

**Telephone: (650) 506-7000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

*Copies to:*

**Keith A. Flaum**

**James R. Griffin**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood Shores, California 94065**

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

#### **CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$623,137,491.11

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

\$62,749.95

\* Estimated solely for purposes of calculating the filing fee. This calculation is based on the offer to purchase all of the issued and outstanding shares of common stock, par value \$0.000005 per share, of Opower, Inc. (the Company), at a purchase price of \$10.30 per share, net to the seller in cash, without interest thereon and subject

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to any required tax withholding. Such shares consist of: (i) 53,592,014 shares of common stock of the Company that were issued and outstanding as of May 11, 2016; (ii) 2,750,499 shares common stock of the Company potentially issuable upon exercise of outstanding exercisable in-the-money stock options as of May 11, 2016; (iii) 5,391,108 shares of common stock of the Company issuable upon the settlement of outstanding restricted stock units as of May 11, 2016; and (iv) 22,917 shares of common stock of the Company issuable upon the settlement of outstanding restricted stock awards as of May 11, 2016. The foregoing figures have been provided by the issuer to the offeror and are as of May 11, 2016, the most recent practicable date.

\*\* The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2016, issued August 27, 2015, by multiplying the transaction value by 0.00010070.

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: \$62,749.95

Filing Party: Olympus II  
Acquisition Corporation, OC  
Acquisition LLC and Oracle  
Corporation

Form or Registration No.: Schedule TO

Date Filed: May 16, 2016

.. 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 ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross Border Third Party Tender Offer)

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments and supplements thereto, the Schedule TO), filed with the Securities and Exchange Commission on May 16, 2016 by Olympus II Acquisition Corporation, a Delaware corporation (Purchaser), a subsidiary of OC Acquisition LLC, a Delaware limited liability company (Parent), which is a subsidiary of Oracle Corporation, a Delaware corporation (Oracle). The Schedule TO relates to the offer by Purchaser to purchase all of the issued and outstanding shares of common stock, par value, \$0.000005 per share (the Shares), of Opower, Inc., a Delaware corporation (the Company), at a purchase price of \$10.30 per Share, net to the seller in cash, without interest thereon and subject to any required tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 16, 2016 (the Offer to Purchase) and in the related Letter of Transmittal (which, together with the Offer to Purchase, as they may be amended or supplemented from time to time, collectively constitute the Offer), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

***Items 4 and 11.***

The Offer to Purchase and Items 4 and 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended by:

*Amending and supplementing the second paragraph in Section 16 Certain Legal Matters; Regulatory Approvals Antitrust Compliance on page 36 of the Offer to Purchase to add at the end of such paragraph the following:*

On May 17, 2016, the FTC granted early termination of the waiting period applicable to the Offer under the HSR Act. As a result, the Antitrust Condition has been satisfied inasmuch as the waiting period applicable to the Offer under the HSR Act has terminated.

**SIGNATURES**

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

Date: May 18, 2016

**Olympus II Acquisition Corporation**

By: /s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President & Secretary

**OC Acquisition LLC**

By: /s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

**Oracle Corporation**

By: /s/ Brian S. Higgins  
Name: Brian S. Higgins  
Title: Vice President

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**EXHIBIT INDEX**
**Exhibit**

No.	Description
(a)(1)(A)	Offer to Purchase, dated May 16, 2016.*
(a)(1)(B)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement dated May 16, 2016.*
(a)(5)(A)	Press Release issued by Oracle Corporation on May 2, 2016 (incorporated by reference to the Schedule TO filed by Oracle Corporation on May 3, 2016).
(a)(5)(B)	General Presentation issued by Oracle Corporation on May 2, 2016 (incorporated by reference to the Schedule TO filed by Oracle Corporation on May 3, 2016).
(a)(5)(C)	FAQ issued by Oracle Corporation on May 2, 2016 (incorporated by reference to the Schedule TO filed by Oracle Corporation on May 3, 2016).
(a)(5)(D)	Customer and Partner Letter issued by Oracle Corporation on May 2, 2016 (incorporated by reference to the Schedule TO filed by Oracle Corporation on May 3, 2016).
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of May 1, 2016, by and among Opower, Inc., OC Acquisition LLC, Olympus II Acquisition Corporation and (solely with respect to performance of its obligations set forth in certain specified sections thereof) Oracle Corporation (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Opower, Inc. with the SEC on May 2, 2016).
(d)(2)	Form of Tender and Support Agreement (incorporated by reference to Exhibit (e)(4) to the Schedule 14D-9 filed by Opower, Inc. on May 16, 2016).
(d)(3)	Confidentiality Agreement, dated as of April 11, 2016, between Oracle Corporation and Opower, Inc. (incorporated by reference to Exhibit (e)(2) to the Schedule 14D-9 filed by Opower, Inc. on May 16, 2016).
(d)(4)	Exclusivity Agreement, dated as of April 16, 2016, between Opower, Inc. and Oracle Corporation (incorporated by reference to Exhibit (e)(3) to the Schedule 14D-9 filed by Opower, Inc. on May 16, 2016).
(g)	Not applicable.
(h)	Not applicable.

\* Filed previously