

Tschira Klaus
Form SC 13G/A
February 04, 2011

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

SAP AG

(f/k/a SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung)

(Name of Issuer)

ORDINARY SHARES, WITHOUT NOMINAL VALUE

(Title of Class of Securities)

803054204

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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CUSIP No. 803054204

13G/A

NAME OF REPORTING PERSON

1

Dr. h.c. Klaus Tschira

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

NUMBER OF 2,738,000

SHARES SHARED VOTING POWER
 BENEFICIALLY OWNED BY **6** 100,691,595¹

EACH SOLE DISPOSITIVE POWER
 REPORTING **7**
 PERSON 2,738,000

WITH SHARED DISPOSITIVE POWER
8
 100,691,595²

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 103,429,595³

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ This amount includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers over the ordinary shares held by such entities.

² This amount includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers over the ordinary shares held by such entities.

³ This amount excludes 8,996,360 ordinary shares that are owned by Dr. Tschira's immediate family.

CUSIP No. 803054204

13G/A

NAME OF REPORTING PERSON

1

Dr. h.c. Tschira Beteiligungs GmbH & Co. KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

NUMBER OF 32,830,640

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 32,830,640

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,830,640

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 803054204

13G/A

NAME OF REPORTING PERSON

1

Dr. h.c. Tschira Verwaltungs GmbH

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

32,830,640¹

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

32,830,640²

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,830,640

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

¹ This amount includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

² This amount includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

CUSIP No. 803054204

13G/A

1 NAME OF REPORTING PERSON
Klaus Tschira Stiftung gGmbH

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Federal Republic of Germany

5 SOLE VOTING POWER
NUMBER OF 67,860,955

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 67,860,955

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
67,860,955

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1(a) Name of Issuer:

The name of the issuer is SAP AG (f/k/a SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung) (the Company).

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at Dietmar-Hopp-Allee 16, 69190 Walldorf, Federal Republic of Germany.

Item 2(a) Name of Person Filing:

This Amendment No. 3 to Schedule 13G is filed on behalf of the following persons with respect to ordinary shares without nominal value of the Company beneficially held by such persons (collectively, the Shares):

- (i) Dr. h.c. Klaus Tschira, with respect to Shares beneficially owned by him and with respect to Shares beneficially owned by Klaus Tschira Stiftung gGmbH and Dr. h.c. Tschira Beteiligungs GmbH & Co. KG.
- (ii) Dr. h.c. Tschira Beteiligungs GmbH & Co. KG, with respect to Shares beneficially owned by it.
- (iii) Dr. h.c. Tschira Verwaltungs GmbH, with respect to Shares beneficially owned by it and Dr. h.c. Tschira Beteiligungs GmbH & Co. KG.
- (iv) Klaus Tschira Stiftung gGmbH, with respect to Shares beneficially owned by it.

The foregoing entities are hereinafter referred to collectively as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is Schloss-Wolfsbrunnenweg 33, 69118 Heidelberg, Federal Republic of Germany.

Item 2(c) Citizenship:

- (i) Dr. h.c. Klaus Tschira is a citizen of the Federal Republic of Germany.
- (ii) Dr. h.c. Tschira Beteiligungs GmbH & Co. KG is a limited partnership organized under the laws of the Federal Republic of Germany.
- (iii) Dr. h.c. Tschira Verwaltungs GmbH is a limited liability company organized under the laws of the Federal Republic of Germany.
- (iv) Klaus Tschira Stiftung gGmbH is a corporation organized under the laws of the Federal Republic of Germany.

Item 2(d) Title of Class of Securities:

Ordinary Shares without nominal value.

Item 2(e) CUSIP Number:

803054204

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: ____.

Item 4 Ownership.

The percentages used herein and in the rest of Item 4 are calculated based on information obtained from the Company to the effect that there were 1,187,656,056 ordinary shares without nominal value of the Company (excluding 39,166,641 treasury shares) issued and outstanding as of December 31, 2010.¹

As of December 31, 2010, each Reporting Person's ownership was as follows:

(A) Dr. h.c. Klaus Tschira:

- (1) Amount beneficially owned: 103,429,595²
- (2) Percent of class: 8.7%
- (3) (i) Sole power to vote or direct the vote: 2,738,000

¹ The information about the number of ordinary shares issued and outstanding and the number of treasury shares as of December 31, 2010 was obtained from the Company on January 14, 2011.

² This amount excludes 8,996,360 ordinary shares that are owned by Dr. Tschira's immediate family.

- (ii) Shared power to vote or direct the vote: 100,691,595³
- (iii) Sole power to dispose or direct the disposition: 2,738,000
- (iv) Shared power to dispose or direct the disposition: 100,691,595⁴
- (B) Dr. h.c. Tschira Beteiligungs GmbH & Co. KG:
 - (1) Amount beneficially owned: 32,830,640
 - (2) Percent of class: 2.8%
 - (3) (i) Sole power to vote or direct the vote: 32,830,640
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 32,830,640
 - (iv) Shared power to dispose or direct the disposition: 0
- (C) Dr. h.c. Tschira Verwaltungs GmbH:
 - (1) Amount beneficially owned: 32,830,640
 - (2) Percent of class: 2.8%
 - (3) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 32,830,640⁵
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 32,830,640⁶
- (D) Klaus Tschira Stiftung gGmbH:
 - (1) Amount beneficially owned: 67,860,955
 - (2) Percent of class: 5.7%
 - (3) (i) Sole power to vote or direct the vote: 67,860,955
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 67,860,955

³ This amount includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers of the ordinary shares held by such entities.

⁴ This amount includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers of the ordinary shares held by such entities.

⁵ This amount includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

- ⁶ This amount includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

(iv) Shared power to dispose or direct the disposition: 0

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certifications.

Not Applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G/A is true, complete and correct.

Dated: February 4, 2011

/s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira

DR. H.C. TSCHIRA BETEILIGUNGS GMBH & CO. KG
By: Dr. h.c. Tschira Verwaltungs GmbH, as general partner

By: /s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira
Title: Managing Director

DR. H.C. TSCHIRA VERWALTUNGS GMBH

By: /s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira
Title: Managing Director

KLAUS TSCHIRA STIFTUNG GGMBH

By: /s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira
Title: Managing Director

Exhibit Index

| Exhibit No. | Exhibit Description |
|-------------|---|
| 99.1 | Joint Filing Agreement dated July 30, 2004 (incorporated herein by reference Exhibit 99.1 to the reporting persons Schedule 13G filed on July 30, 2004) |