

SYBASE INC  
Form 4  
July 30, 2010

**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  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

DIETMAR-HOPP-ALLEE 16

(Street)

D69190 WALLDORF, 2M

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SYBASE INC [SY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/29/2010

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 <sup>(1)</sup><br><sub>(2)</sub> | 07/29/2010                              |                                                             | P                                    | 58,282,484<br><sub>(3)</sub>                                            | A \$ 65 139,212,201<br><sub>(4)</sub>                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                                  | 07/29/2010                              |                                                             | J                                    | 7,047,261<br><sub>(5)</sub>                                             | A \$ 65 100 <sub>(6)</sub>                                                                                         | 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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: SYBASE INC - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| SAP AG<br>DIETMAR-HOPP-ALLEE 16<br>D69190 WALLDORF, 2M                  |               | X         |         |       |
| SAP America, Inc.<br>3999 WEST CHESTER PIKE<br>NEWTOWN SQUARE, PA 19073 |               | X         |         |       |

## Signatures

|                                                                |            |
|----------------------------------------------------------------|------------|
| /s/ Dr. Werner Brandt, CFO of SAP AG                           | 07/30/2010 |
| __Signature of Reporting Person                                | Date       |
| /s/ Michael Junge, General Counsel of SAP AG                   | 07/30/2010 |
| __Signature of Reporting Person                                | Date       |
| /s/ Brad C. Brubaker, Corporate Secretary of SAP America, Inc. | 07/30/2010 |
| __Signature of Reporting Person                                | Date       |
| /s/ Brad C. Brubaker, President of Sheffield Acquisition Corp. | 07/30/2010 |
| __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, SAP America, Inc, a wholly owned subsidiary of SAP AG ("SAP America"), and Sheffield Acquisition Corp., an indirectly wholly-owned subsidiary of SAG AG (the "Purchaser").

## Edgar Filing: SYBASE INC - Form 4

(2) This Form 4 relates to shares of common stock, par value \$0.001 per share (the "Common Stock"), including the associated rights to purchase shares of Series A Participating Preferred Stock issued pursuant to the Preferred Stock Rights Agreement, dated as of July 31, 2002, as amended, by and between Sybase, Inc., a Delaware corporation ("Sybase"), and American Stock Transfer and Trust Company (together with the Common Stock, the "Shares"), of Sybase.

(3) Reflects Shares of Sybase that were acquired by the Purchaser upon the exercise of the "top-up option" described in the Tender Offer Statement on Schedule TO, as amended or supplemented, initially filed with the Securities and Exchange Commission on May 26, 2010 by SAP AG, SAP America and the Purchaser (the "Schedule TO").

(4) Amount includes 7,354,298 Shares tendered through guaranteed delivery procedures. Following the exercise of the "top-up option", Sybase was merged with and into the Purchaser with Sybase surviving the merger as a wholly-owned subsidiary of SAP America pursuant to 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.

(5) Reflects all of the outstanding shares of Sybase not tendered in the offer, which may be deemed to have been acquired by SAP AG, SAP America and the Purchaser pursuant to the consummation of the Merger. At the effective time of the Merger, these Shares were cancelled and ceased to exist.

(6) Prior to the Merger, SAP America held 100 shares of the common stock, no par value 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 the Merger, each Purchaser Share was converted into one share of common stock of Sybase, as the surviving corporation of the Merger, and as a result SAP America acquired 100% of the equity interest of Sybase.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.