

OPNET TECHNOLOGIES INC

Form 425

October 29, 2012

test

1

Q&A

What was announced today?

What is the timing?

As an OPNET employee, what does this mean for me?

Filed under Rule 425 under the Securities Act of 1933

and deemed filed under Rule 14a-12 of the
Securities Exchange Act of 1934

Filing by:

OPNET Technologies, Inc.

Subject Company:

OPNET Technologies, Inc.

SEC File No.:

000-30931

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

2

Q&A

Does Riverbed plan to make any headcount reductions at
OPNET?

Will

I

still
have
my
job?

What are Riverbed's plans for the OPNET offices?

Will my compensation change?

Will my reporting relationships change?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

3

Q&A

Can you provide a little background on Riverbed?

Why is Riverbed buying OPNET? How does Riverbed benefit from the acquisition?

What does the acquisition bring to OPNET?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

4

Q&A

Will my benefits change?

Will my payroll dates change?

Do I still benefit from my tenure with OPNET?

What happens to my unused vacation hours when the acquisition completes?

I work from a home/remote office. What is the Riverbed policy for remote work?

What happens to staff on H1-Bs or waiting for Green Cards? Will there be any impact on travel?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

5

Q&A

Are there any restrictions to buying and selling OPNET or Riverbed shares?

I participate in the OPNET ESPP, how does this affect

me?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

6

Q&A

I am on support and the customer is asking about this. What should I say?

If an organization is considering a Riverbed Cascade or OPNET product purchase today, should they wait until the companies are better integrated?

Will the features customers have asked for still show up in OPNET products?

Will OPNET products be merged with Riverbed Cascade products, and if so, when?

I am in the middle of competing with Cascade in a sales case
what should I
do?

Will OPNET staff be involved in selling non-OPNET products after the merger is complete?

An OPNET partner is asking about this. What should I say?

What if my questions are not answered?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

7

The exchange offer for the outstanding common stock of OPNET Technologies, Inc. (OPNET) referred to in this communication has not yet commenced.

This announcement is

neither
an
offer
to
purchase
nor
a
solicitation
of
an
offer
to
sell
shares
of
OPNET.
OPNET

stockholders are urged to read the relevant exchange offer documents when they become available because they will contain information that stockholders should consider before making any decision regarding tendering their shares.

At
the
time
the
offer
is

commenced, Riverbed Technology, Inc. (Riverbed) will file exchange offer materials with the U.S. Securities and Exchange Commission and OPNET will file a Solicitation/Recommendation Statement with respect to the offer.

The exchange offer materials (including a Prospectus and certain other offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully before any decision is

made
with
respect
to
the
exchange
offer.

The
Prospectus
and
certain
other
offer
documents,

as
well
as
the
Solicitation/Recommendation
Statement,
will

be
made
available
to
all
shareholders

of
OPNET
at
no
expense
to
them.

The
exchange
offer
materials

and
the
Solicitation/Recommendation
Statement

will
be
made
available
for
free
at
the

Securities
and
Exchange
Commission's
web
site
at
www.sec.gov.
Free
copies
of
the
Offer
to
Purchase,
the
related
Letter
of
Transmittal
and
certain
other
offering
documents
will
be
made
available
by
Riverbed
by
mail
to
Riverbed
Technologies,
Inc.,
199
Fremont
Street,
San
Francisco,
CA
94105,
attention:
Investor
Relations,
and
free
copies

of
the
Solicitation/Recommendation
Statement
will
be
made
available
by
OPNET
by
mail
to
OPNET
Technologies,
Inc.,
7255
Woodmont
Avenue,
Bethesda,
Maryland
20814-7900,
attention:
Investor
Relations.

Additional Information and Where to Find It

Interests of Certain Persons in the Offer and the Merger

Riverbed will be, and certain other persons may be, soliciting OPNET stockholders to tender their shares into the exchange offer.

The directors and executive officers of Riverbed and the directors and executive officers of OPNET may be deemed to be participants in Riverbed's solicitation of OPNET's stockholders to tender their shares into the exchange offer.

Investors
and
shareholders
may
obtain
more
detailed
information
regarding
the
names,
affiliations
and
interests
of
the
directors
and

officers of Riverbed and OPNET in the exchange offer by reading the Prospectus and certain other offer documents, as well as Solicitation/Recommendation Statement, when they become available.

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn