

SYBASE INC  
Form SC TO-C  
May 13, 2010

**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**

**Sybase, Inc.**

(Name of Subject Company)

**Sheffield Acquisition Corp.**

**a wholly-owned subsidiary of**

**SAP America, Inc.**

**a wholly-owned subsidiary of**

**SAP AG**

(Name of Filing Persons, Offerors)

**Common Stock, par value \$0.001 per share,**

**Associated Preferred Stock Purchase Rights**

(Title of Class of Securities)

**871130100**

(CUSIP Number of Class of Securities)

**Michael Junge**

**General Counsel**

**SAP AG**

**Dietmar-Hopp-Allee 16**

**D-69190 Walldorf**

**Federal Republic of Germany**

**+49 6227 74 7474**

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

*Copy to:*

**Daniel R. Mitz, Esq.**

**Jonn R. Beeson, Esq.**

**Kevin B. Espinola, Esq.**

**Jones Day**

**1755 Embarcadero Road**

**Palo Alto, CA 94303**

**Telephone: (650) 739-3939**

**Calculation of Filing Fee**

**Transaction Valuation**

Not applicable

**Amount of Filing Fee**

Not applicable

- o Check the 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 date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

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Form or Registration No.: N/A

Date Filed: N/A

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:

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:

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SCHEDULE TO

This Tender Offer Statement on Schedule TO is being filed by SAP AG, an Aktiengesellschaft organized under the laws of Germany, SAP America, Inc., a Delaware corporation ( SAP America ), and Sheffield Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of SAP America, pursuant to General Instruction D to Schedule TO.

**Additional Information**

This announcement is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer for the outstanding shares of the Company's common stock described in this announcement has not commenced. At the time the offers are commenced, a subsidiary of SAP AG ( Purchaser ) will file a Schedule TO Tender Offer Statement, with the Securities and Exchange Commission, and Sybase, Inc. will file a Schedule 14D-9 Solicitation/Recommendation Statement, with respect to the offer. The Tender Offer Statement (including an offer to purchase, a related letter of transmittal and 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 Tender Offer. Those materials and all other documents filed by SAP AG or Purchaser with the SEC will be available at no charge on the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov). The Schedule TO Tender Offer Statement and related materials may be obtained for free by directing such requests to SAP AG, Attention: Stefan Gruber, Dietmar-Hopp-Allee 16, 69190 Walldorf, Germany, Telephone: +49 6227 744872. The Schedule 14D-9 Solicitation/Recommendation Statement and such other documents may be obtained for free by directing such requests to Sybase, Inc., Attention: Dan Cohen, One Sybase Drive, Dublin, CA 94568, Telephone: +1-925-236-5000.

ITEM 12. EXHIBITS

(a)(5)(A) Joint press release issued by SAP AG and Sybase, Inc. dated May 12, 2009

(a)(5)(B) Ad hoc disclosure issued by SAP AG dated May 12, 2009

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EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| (a)(5)(A)          | Joint press release issued by SAP AG and Sybase, Inc. dated May 12, 2009 |
| (a)(5)(B)          | Ad hoc disclosure issued by SAP AG dated May 12, 2009                    |