VERITAS SOFTWARE CORP /DE/
Form POS AM
June 02, 2003

Table of Contents

As filed with the Securities and Exchange Commission on June 2, 2003

Registration No. 333-103911

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1
to

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VERITAS SOFTWARE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**7372**	**77-0507675**
(State or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

350 Ellis Street

Mountain View, California 94043
(650) 527-8000
(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Gary L. Bloom
Chairman of the Board, President and Chief Executive Officer
VERITAS Software Corporation
350 Ellis Street
Mountain View, California 94043
(650) 527-8000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael J. Kennedy, Esq. **Michael S. Dorf, Esq.** **Michelle L. Whipkey, Esq.** **Wilson Sonsini Goodrich & Rosati** **Professional Corporation** **One Market, Spear Tower** **San Francisco, California 94105** **(415) 947-2000**	**Shimon Alon** **Chief Executive Officer** **Precise Software Solutions, Inc.** **690 Canton Street** **Westwood, Massachusetts 02090** **(781) 461-0700**	**Anthony H. Rickert, Esq.** **Marjorie Sybul Adams, Esq.** **Piper Rudnick LLP** **1200 Nineteenth Street, NW** **Washington, D.C. 20036** **(202) 861-3900**

Approximate date of commencement of proposed sale to the public: Upon completion of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Table of Contents

Dear Precise Software Solutions Ltd. Shareholders:

I am writing to you today about the proposed merger of Precise Software Solutions Ltd. with a subsidiary of VERITAS Software Corporation. You are cordially invited to attend the extraordinary meeting of shareholders of Precise to be held on June 28, 2003 at 10:30 p.m., local time, at Precise s U.S. offices at 690 Canton Street, Westwood, Massachusetts 02090. At the extraordinary meeting, you will be asked to vote on the merger and the other matters described in the attached proxy statement/prospectus.

In the merger, you will receive, at your election, for each ordinary share of Precise that you own either (1) $16.50 in cash, or (2) a combination of $12.375 in cash plus 0.2365 of a share of VERITAS common stock. Precise shareholders who are Israeli holders, as defined in the enclosed election form, and who properly and timely elect to receive the mixed cash and stock consideration, will not be entitled to receive any shares of VERITAS common stock, but instead will receive an amount of cash equal to $12.375 plus 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect.

If all Precise shareholders were to receive the mixed cash and stock consideration, including, for this purpose, Israeli holders, and assuming for this purpose the exercise of all vested Precise share options and warrants prior to completion of the merger, VERITAS would issue approximately 8.4 million shares of its common stock in the merger. VERITAS common stock is traded on The Nasdaq National Market under the trading symbol VRTS. The closing price of VERITAS common stock on May 29, 2003 was $27.24 per share.

Under Israeli law, holders of Precise ordinary shares are not entitled to statutory dissenters rights.

Only holders of record of Precise ordinary shares at the close of business on May 27, 2003 are entitled to attend and to vote at the extraordinary meeting or any adjournment thereof. Directors, each in his or her capacity as a shareholder, officers and other affiliated shareholders of Precise that beneficially own approximately 6.7% in the aggregate of Precise s outstanding ordinary shares as of May 27, 2003, the record date for the extraordinary meeting, have entered into undertakings to vote their ordinary shares in favor of approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement.

The Precise audit committee and board of directors have (1) reviewed and considered the terms and conditions of the merger agreement, (2) unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Precise and its shareholders and that, considering the financial position of the merging companies, no reasonable concern exists that Precise, as the surviving company in the merger, will be unable to fulfill its obligations to its creditors, and (3) unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. **The Precise audit committee and board of directors unanimously recommend that you vote FOR the proposal to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement.**

You also will be asked to vote upon (1) an amendment to Precise s articles of association with respect to insurance and indemnification of directors and office holders, (2) specified modifications to the vesting terms of, and exercise period for, share options held by members of the Precise board of directors and (3) any motion to adjourn a meeting at which a quorum is present to solicit additional votes. The merger is not conditioned on shareholder approval of the amendment of Precise s articles of association, the modifications of the terms of Precise s director share options or approval of any such adjournment. **The Precise board of directors unanimously recommends that you vote FOR the proposal to amend Precise s articles of association, FOR the proposal to modify the terms of Precise s director share options and FOR the proposal to approve any adjournment to solicit additional votes if a quorum is present at the meeting.**

The attached proxy statement/ prospectus provides you with detailed information about VERITAS, Precise, the merger agreement, the merger and the other transactions contemplated by the merger agreement, the proposed amendment of Precise s articles of association, the proposed modifications to the terms of Precise s director share options and the proposal to approve any adjournment of a meeting at which a quorum is present to solicit additional votes. We encourage you to read the entire proxy statement/prospectus carefully, including the Risk Factors section beginning on page 37.

Yours sincerely,

Shimon Alon

Chief Executive Officer

Precise Software Solutions Ltd.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of VERITAS common stock to be issued under the attached proxy statement/ prospectus or determined if the attached proxy statement/ prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The attached proxy statement/prospectus is dated June 2, 2003, and is first being mailed to Precise shareholders on or about June 2, 2003.

Table of Contents

PRECISE SOFTWARE SOLUTIONS LTD.

10 Hata asiya Street
Or-Yehuda, Israel 60408
+972 (3) 735-2222

SUPPLEMENT TO
NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS
To Be Held On June 28, 2003

A notice of an extraordinary meeting of the shareholders of Precise Software Solutions Ltd., a company incorporated under the laws of the State of Israel, was mailed to all shareholders on or about December 27, 2002 in accordance with the requirements of the Israeli Companies Law, 1999. Notifications regarding a change in the meeting date and applicable record date were mailed to all shareholders on or about February 26, 2003 and May 21, 2003, including a notice regarding the addition of the fourth proposal described below. You are hereby notified that the meeting date and applicable record date have been postponed to the dates specified below. The attached proxy statement/ prospectus is intended to supplement the information in the notice and the notifications distributed to Precise shareholders.

An extraordinary meeting of shareholders of Precise will be held at Precise s U.S. offices at 690 Canton Street, Westwood, Massachusetts 02090, on June 28, 2003 at 10:30 p.m., local time, to consider and act upon each of the following matters:

1. To approve the Agreement and Plan of Merger dated as of December 19, 2002, as amended, by and among VERITAS Software Corporation, a Delaware corporation, Argon Merger Sub Ltd., an Israeli company and an indirect wholly-owned subsidiary of VERITAS, and Precise, the merger of Argon Merger Sub Ltd. with and into Precise and the other transactions contemplated by the merger agreement, as described in the attached proxy statement/prospectus.

2. To approve the amendment of Article 74 (Insurance and Indemnity) of Precise s articles of association, which amendment is intended to allow for insurance and indemnification of directors and office holders to the maximum extent permitted by Israeli law.

3. To approve the acceleration of the vesting schedule of options to purchase Precise ordinary shares held by members of Precise s board of directors immediately after the completion of the merger, and the extension of the period during which such options may be exercised.

4. To consider and vote upon any motion to adjourn a meeting at which a quorum is present to a later time to permit further solicitation of proxies if necessary to obtain additional votes in favor of any of the foregoing items.

We describe these proposals more fully in the attached proxy statement/ prospectus, which we urge you to read in its entirety, including the matters discussed under Risk Factors beginning on page 37.

Only Precise holders of record at the close of business on May 27, 2003, the record date for the extraordinary meeting, are entitled to attend and to vote at the extraordinary meeting or any adjournment thereof.

Your vote is important. Whether or not you plan to attend the extraordinary meeting, please take the time to vote by completing and mailing the enclosed proxy card. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement and FOR each of the other proposals to be presented at the extraordinary meeting. Returning your proxy card will not affect your right to vote in person, should you choose to attend the extraordinary meeting.

You should notify Precise before voting at the meeting or indicate on the proxy card, whether or not you indicate how you want to vote, whether or not you are: (1) a person or entity holding, directly or indirectly, 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary; (2) a person or entity acting on behalf of VERITAS, the merger subsidiary or a person or entity described in (1); or (3) a family member of, or an entity controlled by, VERITAS, the merger subsidiary or any of the foregoing. If you do not notify Precise as aforesaid, you will not be entitled to vote on the merger and your vote will not be counted with respect to Proposal No. 1.

By Authorization of the Board of Directors

DROR ELKAYAM
Secretary

Or-Yehuda, Israel
June 2, 2003

TABLE OF CONTENTS

SUPPLEMENT TO NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS
QUESTIONS AND ANSWERS ABOUT THE MERGER
SUMMARY
The Companies
Recommendation of Precise s Audit Committee and Board of Directors
Opinion of Precise s Financial Advisor
The Merger
Precise s Reasons for the Merger
VERITAS Reasons for the Merger
Completion and Effectiveness of the Merger
Interests of Precise s Directors and Executive Officers in the Merger
Structure of the Transaction
Material U.S. Federal Income Tax Consequences of the Merger
Material Israeli Tax Consequences of the Merger
Accounting Treatment of the Merger
Regulatory Filings and Approvals
Material Terms of the Merger Agreement
Conditions to Completion of the Merger
Termination of the Merger Agreement
Payment of Termination Fee
No Other Negotiations Involving Precise
Agreements Related to the Merger Agreement
Voting Undertakings
Affiliate Agreements
Employment Agreements
Required Vote for the Merger
Other Proposals to be Presented at the Precise Extraordinary Meeting
SELECTED HISTORICAL AND PRO FORMA COMBINED FINANCIAL DATA
Selected Historical Consolidated Financial Data of VERITAS
Selected Historical Consolidated Financial Data of Precise
Unaudited Pro Forma Condensed Combined Financial Information
Comparative Historical and Pro Forma Per Share Data
Comparative Per Share Market Price Data
Dividend Policy
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION
RISK FACTORS
Risks Related to the Merger
Risks Related to VERITAS and the Combined Company
Risks Related to Precise s Operations in Israel
EXTRAORDINARY MEETING OF PRECISE SHAREHOLDERS
General
Date, Time and Place
Record Date
Vote of Precise Shareholders Required
Quorum
Abstentions; Broker Non-Votes
Voting of Proxies
Availability of Accountants
PROPOSAL NO. 1 THE MERGER

Background of the Merger
Precise s Reasons for the Merger
VERITAS Reasons for the Merger
Recommendation of Precise s Audit Committee and Board of Directors
Opinion of Precise s Financial Advisor
Interests of Precise s Directors and Executive Officers in the Merger
Completion and Effectiveness of the Merger
Structure of the Merger and Conversion of Precise Ordinary Shares
Election and Exchange Procedures
Material U.S. Federal and Israeli Income Tax Consequences to Precise Shareholders
Accounting Treatment of the Merger
Regulatory Filings and Approvals Required to Complete the Merger
Other Approvals
Restrictions on Sales of Shares by Affiliates of Precise and VERITAS
Nasdaq Listing of VERITAS Common Stock to be Issued in the Merger
Delisting and Deregistration of Precise Ordinary Shares after the Merger
Operations After the Merger
THE MERGER AGREEMENT
Conditions to Completion of the Merger
Representations and Warranties
Precise s Conduct of Business Before Completion of the Merger
No Other Negotiations Involving Precise
Other Matters Related to the Merger
Termination of the Merger Agreement
Payment of Termination Fee
Extension, Waiver and Amendment of the Merger Agreement
Voting Undertakings
Affiliate Agreements
PROPOSAL NO. 2 AMENDMENT OF ARTICLES OF ASSOCIATION
PROPOSAL NO. 3 MODIFICATION OF DIRECTOR SHARE OPTIONS
SHARE OWNERSHIP BY PRINCIPAL SHAREHOLDERS, MANAGEMENT AND DIRECTORS OF PRECISE
DESCRIPTION OF VERITAS CAPITAL STOCK
COMPARISON OF RIGHTS OF HOLDERS OF VERITAS COMMON STOCK AND PRECISE ORDINARY SHARES
Authorized and Outstanding Capital Stock
Dividends
Voting Rights
Classification of Directors
Removal of Directors
Limitations on Directors Liability; Indemnification of Officers and Directors
Call of Special Meetings
Action of Shareholders Without a Meeting
Amendment to Memorandum of Association and Charter
Amendment to Articles of Association and Bylaws
Conflict of Interest; Fiduciary Duty
Business Combinations; Anti-Takeover Effects
Dissenters Rights
Derivative Actions
VERITAS Shareholder Rights Plan
EXPERTS

LEGAL MATTERS
FUTURE PRECISE SHAREHOLDER PROPOSALS
WHERE YOU CAN FIND MORE INFORMATION
ANNEX A -- Agreement and Plan of Merger
ANNEX AA -- Amendment No. 1 to Agreement and Plan of Merger
ANNEX B -- Form of Voting Undertaking
ANNEX C   Form of Affiliate Agreement
ANNEX D -- Opinion of Goldman, Sachs & Co.
ANNEX E -- Form of Amendment to Articles of Association
ANNEX F -- Form of Indemnification Letter
PART II INFORMATION NOT REQUIRED IN PROSPECTUS
Item 20. Indemnification of Officers and Directors
Item 21. Exhibits and Financial Statement Schedules
Item 22. Undertakings
SIGNATURES
EXHIBIT INDEX
EXHIBIT 23.1
EXHIBIT 23.2
EXHIBIT 23.3

Table of Contents

TABLE OF CONTENTS

	Page
QUESTIONS AND ANSWERS ABOUT THE MERGER	1
SUMMARY	8
The Companies	8
Recommendation of Precise s Audit Committee and Board of Directors	8
Opinion of Precise s Financial Advisor	9
The Merger	9
Precise s Reasons for the Merger	9
VERITAS Reasons for the Merger	10
Completion and Effectiveness of the Merger	10
Interests of Precise s Directors and Executive Officers in the Merger	10
Structure of the Transaction	11
Material U.S. Federal Income Tax Consequences of the Merger	11
Material Israeli Tax Consequences of the Merger	11
Accounting Treatment of the Merger	11
Regulatory Filings and Approvals	11
Material Terms of the Merger Agreement	11
Conditions to Completion of the Merger	12
Termination of the Merger Agreement	12
Payment of Termination Fee	12
No Other Negotiations Involving Precise	13
Agreements Related to the Merger Agreement	13
Voting Undertakings	13
Affiliate Agreements	13
Employment Agreements	13
Required Vote for the Merger	13
Other Proposals to be Presented at the Precise Extraordinary Meeting	14
SELECTED HISTORICAL AND PRO FORMA COMBINED FINANCIAL DATA	15
Selected Historical Consolidated Financial Data of VERITAS	15
Selected Historical Consolidated Financial Data of Precise	19
Unaudited Pro Forma Condensed Combined Financial Information	24
Comparative Historical and Pro Forma Per Share Data	34
Comparative Per Share Market Price Data	35
Dividend Policy	35
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION	36
RISK FACTORS	37
Risks Related to the Merger	37
Risks Related to VERITAS and the Combined Company	40
Risks Related to Precise s Operations in Israel	51
EXTRAORDINARY MEETING OF PRECISE SHAREHOLDERS	54
General	54
Date, Time and Place	54
Record Date	54

Table of Contents

	Page
Vote of Precise Shareholders Required	54
Quorum	55
Abstentions; Brokers Non-Votes	55
Voting of Proxies	55
Availability of Accountants	56
PROPOSAL NO. 1: THE MERGER	57
Background of the Merger	57
Precise s Reasons for the Merger	63
VERITAS Reasons for the Merger	64
Recommendation of Precise s Audit Committee and Board of Directors	65
Opinion of Precise s Financial Advisor	65
Interests of Precise s Directors and Executive Officers in the Merger	71
Completion and Effectiveness of the Merger	75
Structure of the Merger and Conversion of Precise Ordinary Shares	75
Election and Exchange Procedures	76
Material U.S. Federal and Israeli Income Tax Consequences to Precise Shareholders	77
Accounting Treatment of the Merger	80
Regulatory Filings and Approvals Required to Complete the Merger	80
Other Approvals	81
Restrictions on Sales of Shares by Affiliates of Precise and VERITAS	81
Nasdaq Listing of VERITAS Common Stock to be Issued in the Merger	82
Delisting and Deregistration of Precise Ordinary Shares after the Merger	82
Operations After the Merger	82
THE MERGER AGREEMENT	83
Conditions to Completion of the Merger	83
Representations and Warranties	84
Precise s Conduct of Business Before Completion of the Merger	86
No Other Negotiations Involving Precise	88
Other Matters Related to the Merger	90
Termination of the Merger Agreement	91
Payment of Termination Fee	93
Extension, Waiver and Amendment of the Merger Agreement	93
Voting Undertakings	93
Affiliate Agreements	94
PROPOSAL NO. 2: AMENDMENT OF ARTICLES OF ASSOCIATION	95
PROPOSAL NO. 3: MODIFICATION OF DIRECTOR SHARE OPTIONS	97
PROPOSAL NO. 4: ADJOURNMENT TO SOLICIT ADDITIONAL VOTES	98
SHARE OWNERSHIP BY PRINCIPAL SHAREHOLDERS, MANAGEMENT AND DIRECTORS OF PRECISE	99
DESCRIPTION OF VERITAS CAPITAL STOCK	101
Common Stock	101
Preferred Stock	101

Table of Contents

	Page
COMPARISON OF RIGHTS OF HOLDERS OF VERITAS COMMON STOCK AND PRECISE ORDINARY SHARES	101
Authorized and Outstanding Capital Stock	101
Dividends	101
Voting Rights	102
Number of Directors; Vacancies	102
Classification of Directors	103
Removal of Directors	103
Limitations on Directors Liability; Indemnification of Officers and Directors	103
Call of Special Meetings	105
Action of Shareholders Without a Meeting	105
Amendment to Memorandum of Association and Charter	105
Amendment to Articles of Association and Bylaws	106
Conflict of Interest; Fiduciary Duty	106
Business Combinations; Anti-Takeover Effects	107
Dissenters Rights	108
Derivative Actions	108
VERITAS Shareholder Rights Plan	108
EXPERTS	111
LEGAL MATTERS	112
FUTURE PRECISE SHAREHOLDER PROPOSALS	112
WHERE YOU CAN FIND MORE INFORMATION	112
LIST OF ANNEXES	
ANNEX A Agreement and Plan of Merger	A-1
ANNEX AA Amendment No. 1 to Agreement and Plan of Merger	AA-1
ANNEX B Form of Voting Undertaking	B-1
ANNEX C Form of Affiliate Agreement	C-1
ANNEX D Opinion of Goldman, Sachs & Co.	D-1
ANNEX E Form of Amendment to Articles of Association	E-1
ANNEX F Form of Indemnification Letter	F-1

Table of Contents

This proxy statement/ prospectus incorporates important business and financial information about VERITAS and Precise from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this proxy statement/ prospectus. For a listing of documents incorporated by reference into this proxy statement/ prospectus, please see the section titled Where You Can Find More Information beginning on page 112 of this proxy statement/ prospectus.

VERITAS will provide you with copies of this information relating to VERITAS, without charge, upon written or oral request to:

VERITAS Software Corporation
350 Ellis Street
Mountain View, California 94043
Attention: Investor Relations
Telephone Number: (650) 527-2508

In addition, you may obtain copies of this information by making a request through the investor relations section of VERITAS website, http://www.veritas.com, or by sending an e-mail to invrel@veritas.com.

Precise will provide you with copies of this information relating to Precise, without charge, upon written or oral request to:

Precise Software Solutions, Inc.
690 Canton Street
Westwood, Massachusetts 02090
Attention: Investor Relations
Telephone Number: (800) 310-4777

In addition, you may obtain copies of this information by making a request through the investor relations section of Precise s website, http://www.precise.com/company/IR/, or by sending an e-mail to krudden@precise.com.

For you to receive timely delivery of the documents before the Precise extraordinary meeting, VERITAS or Precise should receive your request no later than June 23, 2003.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER

Q. Why am I receiving this proxy statement/ prospectus?

A: Precise has entered into a merger agreement with VERITAS and one of its subsidiaries. The terms of the merger agreement are described in this proxy statement/ prospectus. The merger agreement and amendment no. 1 to the merger agreement are attached to this proxy statement/prospectus as Annex A and Annex AA, respectively. Upon completion of the merger, Precise will become an indirect wholly-owned subsidiary of VERITAS.

To complete the merger, Precise shareholders must approve the merger agreement, the merger and the other transactions contemplated by the merger agreement. Precise will hold an extraordinary meeting of its shareholders to obtain this approval. The merger is not conditioned upon obtaining shareholder approval for the other proposals to be presented at the Precise extraordinary meeting that relate to an amendment of Precise s articles of association, specified modifications to the terms of share options held by members of Precise s board of directors and an adjournment to solicit additional votes if a quorum is present. This proxy statement/ prospectus contains important information about the Precise extraordinary meeting, the merger and the other proposals to be presented at the extraordinary meeting, and you should read it carefully.

Q. When is the Precise extraordinary meeting relating to the merger and what specific proposals will I be asked to consider? (see page 54)

A: The Precise extraordinary meeting will take place on June 28, 2003 at 10:30 p.m., local time. At the extraordinary meeting, you will be asked to:

- approve the merger agreement, the merger and the following other customary transactions contemplated by the merger agreement (Proposal No. 1):
  - VERITAS agreement to assume the obligations of Precise pursuant to any existing indemnification agreements and to enter into new indemnification agreements in favor of current and former Precise directors and specified Precise officers (see page 74);
  - VERITAS agreement to effect the amendment to Precise s articles of association relating to indemnification of directors and officers, if it is not passed at the extraordinary meeting (see page 74);
  - the purchase by Precise of tail or runoff insurance (see page 75); and
  - the employment agreement between VERITAS and Shimon Alon, Precise s chief executive officer and a Precise director (see page 71).
- approve the amendment of Article 74 (Insurance and Indemnity) of Precise s articles of association, which clarifies the circumstances under which (1) indemnification may be granted by Precise for specified liabilities or expenses imposed on its office holders (directors and other managers specified by the Israeli Companies Law, 1999) and (2) insurance may be obtained by Precise for the liability of its office holders. The amendment of article 74 is intended to allow for insurance and indemnification of directors and specified officers to the maximum extent permitted by Israeli law. (Proposal No. 2).
- approve the acceleration of the vesting schedule of all share options held by members of the Precise board of directors immediately after the completion of the proposed merger and the extension of the period during which options held by these directors may be exercised (Proposal No. 3).
- approve any motion to adjourn a meeting at which a quorum is present to a later time to permit further solicitation of proxies if necessary to obtain additional votes in favor of Proposal No. 1, Proposal No. 2 or Proposal No. 3 (Proposal No. 4).

Each of the above proposals is separate and independent from one another. Proposal No. 1 is not conditioned upon obtaining Precise shareholder approval of Proposal No. 2, Proposal No. 3 or Proposal

No. 4 and Proposal No. 2, Proposal No. 3 and Proposal No. 4 are not conditioned upon approval of each other or upon obtaining Precise shareholder approval of Proposal No. 1.

Q: What will I receive in the merger? (see page 75)

A: If the merger is completed, you will receive, at your election and subject to the election procedures described in this proxy statement/prospectus, for each ordinary share of Precise that you own either:

the cash consideration, which consists of $16.50 in cash;

or

the mixed consideration, which consists of (1) $12.375 in cash, plus (2) 0.2365 of a share of VERITAS common stock.

Precise shareholders who are Israeli holders, as defined in the merger agreement, and who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive (1) $12.375 in cash, plus (2) an amount of cash equal to 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect.

The consideration for your Precise ordinary shares, including the exchange ratio for the VERITAS common stock component of the mixed consideration, will not change even if the market prices of Precise ordinary shares or VERITAS common stock fluctuate. However, if you elect to receive the mixed consideration, the value of the VERITAS shares (or, for Israeli holders, the corresponding portion of cash) included in the mixed consideration will fluctuate up or down with fluctuations in the market price of VERITAS common stock.

Neither Precise nor VERITAS is making any recommendation as to whether Precise shareholders should elect to receive the cash consideration or the mixed consideration in connection with the merger.

Q: What is the aggregate value of the consideration to be paid by VERITAS for all of the outstanding Precise ordinary shares?

A: The aggregate value of the consideration to be paid by VERITAS to the Precise shareholders will depend on the number of Precise shareholders electing to receive the cash consideration and the mixed consideration and the value of VERITAS common stock at the closing of the merger. The following table presents the aggregate value of the consideration that would be paid to holders of Precise ordinary shares as of May 27, 2003, assuming the exercise of all vested options and warrants to purchase Precise ordinary shares, (1) if all Precise shareholders elected to receive the per share cash consideration of $16.50 or (2) if all Precise shareholders elected to receive the per share mixed consideration of $12.375 in cash plus 0.2365 of a share of VERITAS common stock.

Date	Closing Price of VERITAS Common Stock	Number of Precise Ordinary Shares	All Cash Consideration	All Mixed Consideration
May 29, 2003	$27.24	33,062,761	$545,535,556	$622,150,570

The actual amount of the aggregate consideration to be paid by VERITAS to holders of Precise ordinary shares will not be determined until the time of the merger.

Q: Why am I being asked to indicate on the proxy card whether or not I am an Israeli holder? Why will Precise shareholders who declare that they are Israeli holders and who elect to receive the mixed consideration receive, instead of VERITAS common stock, the cash equivalent of the value of VERITAS common stock on the trading day immediately prior to the date the merger takes effect?

A: To comply with Israeli securities laws, Israeli holders who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive $12.375 in cash, plus an amount of cash equal to 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect. For this reason, you are being asked to declare whether or not you are an Israeli holder. You will be deemed to be an Israeli holder if (1) you have provided Precise or the broker through which you hold Precise ordinary shares with an address in the State of Israel for the purpose of sending notices or (2) the center of your vital interests, as evidenced by family, economic and social ties, is in Israel. In addition, you will be asked to indicate whether or not you are an Israeli resident, as defined in the Israeli Income Tax Ordinance [New Version], 1961, for Israeli tax purposes. This information may be of importance in determining whether any Israeli withholding tax obligation applies to the consideration for your Precise ordinary shares.

Q: Why can t Israeli holders of Precise shares elect to receive the mixed consideration, including shares of VERITAS common stock?

A: Israeli law would have imposed burdensome prospectus publication and periodic reporting requirements in Israel on VERITAS if it offered its common stock directly to Israeli holders as part of the mixed consideration. As a result, VERITAS determined that it could not offer shares of its common stock to Israeli holders. VERITAS is instead providing Israeli holders with the opportunity to receive in cash the economic value equivalent to that received by non-Israeli holders that elect to receive the per share mixed consideration. Israeli shareholders who desire to have a continuing economic interest in VERITAS may use the cash consideration they receive to buy VERITAS common stock on The Nasdaq National Market.

Q: Will I be able to trade any VERITAS common stock that I receive in the merger? (see page 81)

A: The VERITAS common stock you will receive if you properly make a timely election to receive the mixed consideration and are not an Israeli holder will be freely tradeable, unless you are an affiliate of VERITAS or Precise. VERITAS common stock is listed on The Nasdaq National Market under the symbol VRTS.

Q: What do I need to do now? (see page 55)

A: After you review this proxy statement/ prospectus in its entirety, you should mail your completed and signed proxy card in the enclosed return envelope or as indicated on the proxy card as soon as possible so that your ordinary shares can be voted at the extraordinary meeting of Precise shareholders. You may also send your completed and signed proxy card to Precise at 10 Hata asiya Street, Or-Yehuda 60408, Israel or 690 Canton Street, Westwood, MA 02090 or to Precise s transfer agent, American Stock Transfer and Trust Company, at 59 Maiden Lane, Plaza Level, New York, NY 10038, Attention: Karen Lazar. In order to be counted, your properly completed and signed proxy card must be received at least 24 hours before the start of the extraordinary meeting. You do not need to mail your proxy card and election form at the same time. Even if you intend to wait to send your election form until as close to the meeting date as possible, you should still mail your proxy card as soon as possible.

Q: What happens if I return a signed proxy card but do not indicate how to vote my proxy? (see page 55)

A: If you do not include instructions on how to vote your properly signed and dated proxy card, your shares will be voted FOR the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement (Proposal No. 1) and FOR the approval of each of the other proposals to be presented at the extraordinary meeting. If you do not indicate on your proxy card whether you are (1) a person or entity holding, directly or indirectly, 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary; (2) a person or entity acting on behalf of VERITAS, the merger subsidiary or a person or entity described in (1); or (3) a family member of, or entity controlled by, VERITAS, the merger subsidiary or any of the foregoing, your vote will not be counted with respect to Proposal No. 1.

Q: What happens if I do not vote? (see page 55)

A: Approval of the proposals to be presented at the extraordinary meeting requires the affirmative vote of specified percentages of the Precise ordinary shares present and voting at the meeting at which a quorum

Table of Contents

is present. If a quorum is present at the meeting and you do not return your proxy card or vote in person at the meeting, then fewer shares will be present and voting at the meeting and, as a result, fewer shares will constitute the 75% vote necessary to approve Proposal No. 1 and the majority votes necessary to approve the other proposals to be presented at the extraordinary meeting. The presence in person or by proxy of at least one-third of Precise s outstanding ordinary shares is required to constitute a quorum at the extraordinary meeting. If you do not vote, Precise may be unable to obtain a quorum at the extraordinary meeting.

Q: If my broker holds my shares in street name, will my broker vote my shares without any instructions from me? (see page 55)

A: No. Your broker will not be able to vote your shares without instructions from you. Precise will treat broker non-votes as shares that are present for the purpose of determining the presence of a quorum, however, for the purpose of determining the outcome of any matter, Precise will treat broker non-votes as not voting with respect to that matter. Therefore, if you do not provide your broker with voting instructions, it will have the effect of reducing the number of votes required to obtain the 75% vote necessary to approve Proposal No. 1 and the majority votes necessary to approve the other proposals to be presented at the extraordinary meeting.

Q: Can I change my vote after I have mailed my signed proxy card? (see page 55)

A: Yes. You can change your vote at any time before your proxy is voted at the extraordinary meeting. You can do this in one of three ways:

- you can send a written notice stating that you would like to revoke your proxy, provided such notice is received at least 24 hours prior to the time set for the extraordinary meeting or is presented at the extraordinary meeting to the chairman of the meeting;

- you can complete and submit a new proxy card dated later than the first proxy card, provided such new proxy card is received at least 24 hours prior to the time set for the extraordinary meeting or is presented at the extraordinary meeting to the chairman of the meeting; or

- you can attend the extraordinary meeting, file a written or make an oral notice of revocation of your proxy with the chairman of the meeting and vote in person.

Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow your broker s directions to change those instructions.

Q: Why am I being asked to indicate on the proxy card whether or not I am related to VERITAS or the merger subsidiary?

A: Under Israeli law, if VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary, holds shares in Precise, then there is an additional requirement for the approval of Proposal No. 1. The additional requirement is that a majority of the shareholders who are present at the extraordinary meeting, excluding VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary, or anyone acting on their behalf, including their family members or entities under their control, shall not have voted against the merger. For these purposes, abstentions and broker non-votes are not considered to be votes against the merger.

Q: How do I elect to receive the cash consideration or the mixed consideration for my Precise ordinary shares? (see page 76)

A: A form for making an election is enclosed with this proxy statement/ prospectus. Additional copies of the election form may be obtained from the exchange agent. For your election to be effective, your properly completed election form, along with your Precise share certificates or an appropriate guarantee of delivery, must be sent to and received by Mellon Investor Services LLC, the exchange agent, on or before 5:00 p.m., New York City time, on June 27, 2003. **Do not send your election form or share certificates**

Table of Contents

together with your proxy card. Instead, use the separate envelope specifically provided for the election form and your share certificates. Please read this proxy statement/ prospectus carefully for more information about the procedures for electing to receive the cash consideration or the mixed consideration.

If you do not properly and timely send in your completed election form, along with your Precise share certificates or an appropriate guarantee of delivery, you will be deemed to have elected the cash consideration and will receive $16.50 in cash for each ordinary share of Precise you own if the merger is completed even if the value of the mixed consideration is higher than $16.50. The exchange agent will send you written instructions for surrendering your Precise ordinary shares for the cash consideration after the merger is completed.

Neither Precise nor VERITAS is making any recommendation as to whether Precise shareholders should elect to receive the cash consideration or the mixed consideration in connection with the merger.

Q: Should I send in my share certificates now?

A: **Do not send your election form or share certificates together with your proxy card.** However, if you want to elect to receive the mixed consideration in exchange for your Precise ordinary shares, you must send your Precise share certificates, or an appropriate guarantee of delivery, and your completed election form indicating your election of the mixed consideration to the exchange agent in the separate envelope specifically provided for the election form and share certificates.

Q: Can I elect to receive the cash consideration for some of my Precise ordinary shares and the mixed consideration for some of my Precise ordinary shares? (see page 75)

A: No. You may only elect to receive one consideration alternative for all of your Precise ordinary shares. A holder of record of Precise ordinary shares who holds such ordinary shares as a nominee, trustee or in another representative capacity may submit multiple election forms, provided that such record holder certifies that each such election form covers all the Precise ordinary shares held by such record holder for a particular beneficial owner.

Q. What is the value of the consideration I will receive if I elect to receive the mixed consideration?

A. If you properly and timely elect to receive the mixed consideration, the value of the consideration you will receive will depend in part upon the value of VERITAS common stock, which may fluctuate. The following table illustrates the effect of changes in the value of VERITAS common stock on the value of the mixed consideration.

Price Per Share of VERITAS Common Stock	Cash Value Per Precise Ordinary Share	
	Mixed Election	Cash Election
$ 16.50	$16.277	$16.50
$ 17.442[1]	$ 16.50	$16.50
$ 27.24[2]	$18.817	$16.50
$ 28.00	$18.997	$16.50

1) The price per share of VERITAS common stock at which the value of the mixed consideration is equal to the value of the cash consideration.

2) The closing price per share of VERITAS common stock on The Nasdaq National Market on May 29, 2003.

Historically, the price of VERITAS common stock has fluctuated significantly and if you elect to receive the mixed consideration in exchange for your Precise ordinary shares, the value of the VERITAS shares will fluctuate up and down with fluctuations in the market price of VERITAS common stock. The value

of the consideration you receive in the merger if you properly and timely elect to receive the mixed consideration may be more or less than the $16.50 that you would have received if you elected to receive the cash consideration. In addition, the trading price of VERITAS common stock on the date you receive the cash consideration or the mixed consideration in exchange for your Precise ordinary shares could be more or less than the trading price of VERITAS common stock on the date you make your election to receive either the cash consideration or the mixed consideration. This means that the then-current value of the mixed consideration that you would receive for each Precise ordinary share if you properly and timely elect to receive the mixed consideration could be more or less than the value of the mixed consideration on the date you make your election to receive either the cash consideration or the mixed consideration. Precise s non-U.S. shareholders may call (201) 373-5213 and Precise s U.S. shareholders may call (888) 689-2681, to learn the most recent closing price of VERITAS common stock on The Nasdaq National Market and the value of the mixed consideration based on that closing price.

Q. Can I sell my Precise ordinary shares after the record date for the Precise extraordinary meeting?

A. If you have not already made an election with respect to your Precise ordinary shares, you can sell them and you will still be entitled to vote those shares at the extraordinary meeting because you were the holder of record on the record date.

However, if you have already made an effective election with respect to your Precise ordinary shares by delivering an election form and your share certificates or a guarantee of delivery to the exchange agent, you may not sell your Precise ordinary shares until you have effectively revoked your election and have received your share certificates from the exchange agent.

Q. If I want to change or revoke my election, what should I do?

A. You may change your election at any time prior to 5:00 p.m., New York City time, on June 27, 2003, by written notice accompanied by a properly completed and signed later-dated election form received by the exchange agent prior to that time. You may revoke your election at any time prior to 5:00 p.m., New York City time, on June 27, 2003 by withdrawing your share certificates by written notice received by the exchange agent prior to that time. All elections will be revoked automatically if the merger agreement is terminated.

Q. I purchased Precise ordinary shares after the record date. Can I vote these shares at the Precise extraordinary meeting? How do I make an election with respect to these shares?

A. You cannot vote shares purchased after the record date at the extraordinary meeting because you were not the record holder of those shares on the record date. However, you are entitled to make an election with respect to those shares at any time prior to 5:00 p.m., New York City time, on June 27, 2003. You may obtain an election form from the exchange agent by calling Mellon Investor Services LLC at (888) 689-2681 from within the U.S. or at (201) 373-5213 from outside the U.S. If you do not make an election with respect to your shares, you will be deemed to have elected to receive the cash consideration of $16.50 for each ordinary share of Precise that you own even if the value of the mixed consideration is higher than $16.50.

Q: What happens if the merger is completed and I have not properly made a timely election to receive either the cash consideration or the mixed consideration for my Precise ordinary shares? (see page 75)

A: If you do not properly make a timely election pursuant to the election procedures described in this proxy statement/ prospectus:

you will be deemed to have elected to receive the cash consideration of $16.50 for each ordinary share of Precise that you own even if the value of the mixed consideration is higher than $16.50; and

the exchange agent will send you written instructions for surrendering your Precise ordinary shares for the cash consideration after the merger is completed.

Q: What do the Precise audit committee and board of directors recommend? (see page 65)

A: The Precise audit committee and board of directors have unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement (Proposal No. 1) and recommend that you vote FOR Proposal No. 1. The Precise board of directors also unanimously recommends that you vote FOR each of the other proposals to be presented at the extraordinary meeting. The Precise board of directors makes no recommendation as to whether you should elect to receive the cash consideration or the mixed consideration.

Q: When do you expect the merger to be completed? (see page 75)

A: We are working towards completing the merger as quickly as reasonably possible. Several conditions must be satisfied or waived before the merger is completed. See the section of this proxy statement/ prospectus titled The Merger Agreement Conditions to Completion of the Merger for a summary description of these conditions. We hope to complete the merger promptly after the Precise extraordinary meeting to be held on June 28, 2003.

Q: Will I recognize gain or loss for tax purposes? (see page 77)

A: Gain or loss will be recognized for U.S. federal income tax purposes and, subject to certain exceptions, for Israeli tax purposes. See the section of this proxy statement/ prospectus titled The Merger Material U.S. Federal and Israeli Income Tax Consequences to Precise Shareholders for a summary discussion of material U.S. federal income tax consequences of the merger to U.S. holders and material Israeli tax considerations in connection with the merger.

You should consult your tax advisor about the particular tax consequences of the merger to you.

Q: Am I entitled to dissenters rights?

A: No. Under Israeli law, holders of Precise ordinary shares are not entitled to statutory dissenters rights in connection with the merger.

Q: If I elect to receive the mixed consideration, will my rights as a Precise shareholder change as a result of the merger? (see page 101)

A: Yes. Precise and VERITAS are incorporated in different jurisdictions having different corporate laws. In addition, the governing documents of each company vary. As a result, a Precise shareholder receiving shares of VERITAS common stock in connection with the merger will have different rights as a VERITAS shareholder than as a Precise shareholder. If you elect, or fail to properly make a timely election and are deemed to have elected, to receive the cash consideration for your Precise ordinary shares, you will not be entitled to receive any VERITAS common stock and you will not have an investment in the combined company following the merger.

Q: Is VERITAS stockholder approval required to complete the merger?

A: No.

Q: Who can help answer my questions?

A: You can write or call Mellon Investor Services LLC, 44 Wall Street, 7th Floor, New York, New York 10005, telephone (888) 689-2681 from within the U.S., or (201) 373-5213 from outside the U.S., with any questions about the merger agreement, the merger, the other transactions contemplated by the merger agreement or any of the other proposals to be presented at the extraordinary meeting.

SUMMARY

This summary, together with the matters discussed under Questions and Answers About the Merger, summarizes all of the material terms of the merger and the other proposals to be voted on at the extraordinary meeting. This summary may not contain all of the information that is important to you. For a more complete description of the merger and the other proposals to be voted on at the Precise extraordinary meeting, we encourage you to read carefully this entire proxy statement/ prospectus, including the attached annexes. In addition, we encourage you to read the information incorporated by reference into this proxy statement/ prospectus, which includes important business and financial information about VERITAS and Precise. You may obtain the information incorporated by reference into this proxy statement/ prospectus without charge by following the instructions in the section titled Where You Can Find More Information beginning on page 112 of this proxy statement/ prospectus.

The Companies

VERITAS Software Corporation

350 Ellis Street
Mountain View, California 94043
(650) 527-8000

VERITAS is a leading independent supplier of storage software products and services. Storage software includes storage management and data protection software as well as clustering, replication and storage area networking or network attached storage software. VERITAS develops and sells products for most popular operating systems, including various versions of Windows, UNIX and Linux. VERITAS also develops and sells products that support a wide variety of servers, storage devices, databases, applications and network solutions. VERITAS also provides a full range of services to assist its customers in assessing, architecting and implementing their storage software solutions.

Precise Software Solutions Ltd.

10 Hata asiya Street, P.O. Box 1066
Or-Yehuda, Israel 60408
972 (3) 735-2222

Precise is a provider of software that assists organizations in monitoring and optimizing the performance of their Information Technology infrastructure. This IT infrastructure consists of networks, operating systems, servers, applications, databases and storage devices that help manage traditional and electronic business activities. Precise s software allows an organization to continuously monitor its infrastructure performance and be alerted when performance parameters exceed user-established thresholds. When Precise s software detects a performance problem, it also provides technology support personnel with a thorough set of diagnostic data that pinpoints the specific cause of performance degradation and offers suggested alternatives to alleviate the problem. Precise s software serves businesses that rely on enterprise applications or have implemented e-business applications to cut costs and improve efficiencies. Businesses have become increasingly reliant on the proper functioning of their Information Technology infrastructure and Precise s software assists them in achieving this goal.

Argon Merger Sub Ltd.

22 Rivlin Street
Jerusalem, Israel 94263

Argon Merger Sub Ltd. is a newly-formed, wholly-owned indirect subsidiary of VERITAS. VERITAS formed this subsidiary as an Israeli corporation solely to effect the merger, and this subsidiary has not conducted and will not conduct any business during any period of its existence. We refer to this subsidiary throughout this proxy statement/ prospectus as the merger subsidiary.

Recommendation of Precise s Audit Committee and Board of Directors (see page 65)

After careful consideration, the Precise audit committee and board of directors have unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Precise and its shareholders, and they unanimously recommend that you vote FOR approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Precise board of directors makes no recommendation as to whether you should elect to receive the cash consideration or the mixed consideration.

The Precise board of directors also unanimously recommends that you vote FOR the proposal to amend Precise s articles of association, FOR the proposal to modify the terms of Precise s director share options and FOR the proposal to approve any adjournment to solicit additional votes if a quorum is present at the meeting.

Opinion of Precise s Financial Advisor (see page 65)

Goldman, Sachs & Co. delivered its opinion to the Precise board of directors, that, as of December 19, 2002 and based upon and subject to the factors and assumptions set forth in the opinion, the aggregate merger consideration to be received by all holders of Precise ordinary shares was fair from a financial point of view to such holders, in the aggregate. Goldman Sachs provided its opinion for the information and assistance of the Precise board of directors in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of Precise ordinary shares should vote with respect to the merger or whether to elect to receive the cash consideration or the mixed consideration in connection with the merger and was not intended to address the propriety of every individual decision to elect to receive the per share cash consideration or the per share mixed consideration.

The full text of the written opinion of Goldman Sachs, dated December 19, 2002, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex D to this proxy statement/ prospectus. Precise shareholders should read such opinion in its entirety. Goldman Sachs is entitled to receive a transaction fee from Precise payable upon completion of the merger.

The Merger

Precise s Reasons for the Merger (see page 63)

The Precise board of directors reasons for recommending the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement included the following:

- The consideration to be received by Precise shareholders in the merger represented a significant premium over recent trading prices of Precise s ordinary shares.

- The written opinion of Precise s financial advisor, Goldman, Sachs & Co., that as of December 19, 2002 and based upon and subject to the factors and assumptions set forth in the opinion, the aggregate merger consideration to be received by all holders of Precise ordinary shares pursuant to the merger agreement was fair from a financial point of view to such holders, in the aggregate.

- Considering the financial position of the merging companies, no reasonable concern exists that Precise, as the surviving corporation in the merger, will be unable to fulfill the obligations of Precise to its creditors.

In addition, the Precise board of directors also considered, among others, the following factors:

- The terms and conditions of the merger.

- The ability of Precise to leverage VERITAS global distribution channels, proven brand recognition and existing customer, partner and strategic relationships and accelerate Precise s market penetration.

- The ability to benefit from VERITAS greater corporate resources and increase its competitiveness through synergies and internal economies of scale.

- The other positive and negative factors described in the section titled The Merger Precise s Reasons for the Merger.

The foregoing discussion of the information and factors considered by the board of directors of Precise is not intended to be exhaustive. In view of the variety of factors considered and qualitative judgments made with respect to such factors in connection with its evaluation of the proposed merger, the board of directors did not find it practicable to quantify, analyze or assign relative weights to each individual factor to reach its determination.

VERITAS Reasons for the Merger (see page 64)

VERITAS believes it will derive a number of potential benefits from the merger, including:

- enhancing VERITAS ability to reach certain of its strategic and business objectives, which include extending VERITAS product and service offerings to include Precise s products, enabling VERITAS to bridge across storage, databases and application management;
- enabling VERITAS to leverage its distribution channels, international presence, customer base, and brand recognition to accelerate Precise s market penetration and growth;
- enabling VERITAS to enhance its position in areas where VERITAS is already strong by offering complementary products and services developed by Precise;
- enhancing its product offerings in a variety of its core product areas; and
- providing an end-to-end solution for application performance and availability stretching from the end-user through the underlying data layers.

Completion and Effectiveness of the Merger (see page 75)

The merger will become effective as promptly as practicable after all of the conditions to completion of the merger set forth in the merger agreement are satisfied or waived. VERITAS and Precise are working towards completing the merger as quickly as reasonably possible and hope to complete the merger promptly after the Precise extraordinary meeting of shareholders to be held on June 28, 2003.

Interests of Precise s Directors and Executive Officers in the Merger (see page 71)

Precise s directors and executive officers, as well as several other members of Precise s senior management, have a personal interest in the merger as employees or directors that is different from, or in addition to, your interests as shareholders, including:

- VERITAS assumption of Precise share options in the merger;
- acceleration of vesting of Precise director share options immediately after the merger and the extension of the period for exercise of the share options, in the event that Precise shareholders approve Proposal No. 3 at the Precise extraordinary meeting;
- acceleration of vesting of specified share options of executive officers immediately prior to the merger;
- severance compensation and additional accelerated option vesting under existing and new employment agreements if the executive officer s employment is terminated by VERITAS without cause or, in the case of Messrs. Nye and Ratner, by the executive for good reason;
- annual retention awards payable under new employee agreements with Mr. Schwartz and two other employees if the employee continues to be employed by VERITAS through the end of the year;
- VERITAS agreement to assume the obligations of Precise pursuant to any existing indemnification agreements and to enter into new indemnification agreements in favor of current and former Precise directors and specified Precise officers; and
- acquisition of tail or runoff insurance coverage that will continue to cover Precise s existing directors and officers liability insurance for seven years and provide coverage for Precise s directors and officers with respect to claims that may arise with respect to events occurring prior to completion of the merger.

The Precise audit committee and board of directors knew about these personal interests and considered them, among other factors, when they approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Structure of the Transaction (see page 75)

The merger subsidiary will merge with and into Precise, and Precise will become a wholly-owned indirect subsidiary of VERITAS. Based on the number of VERITAS and Precise shares outstanding as of May 27, 2003 and, assuming that all Precise shareholders receive the mixed consideration (including, for this purpose, Israeli holders) and assuming exercise of all outstanding Precise options and warrants, shareholders of Precise will own approximately 2.15% of VERITAS common stock after the merger.

Material U.S. Federal Income Tax Consequences of the Merger (see page 77)

If you are subject to U.S. federal income tax, your receipt of cash and, if you so elect, VERITAS common stock in exchange for your Precise ordinary shares will be a taxable transaction for U.S. federal income tax purposes and may also be a taxable transaction under applicable state, local or foreign tax laws. If you hold your Precise ordinary shares as capital assets, you will be required to recognize capital gain or loss equal to the excess of the amount of cash you receive, plus, if you elect to receive VERITAS common stock, the fair market value of those shares, over your adjusted tax basis in your Precise ordinary shares. You may be subject to the U.S. backup withholding tax, which is currently 30%, unless you provide your correct taxpayer identification number and comply with certain certification requirements. **You should consult your tax advisor about the particular tax consequences of the merger to you.**

Material Israeli Tax Consequences of the Merger (see page 78)

Israeli law imposes a capital gains tax on the sale of capital assets located in Israel, including shares in Israeli resident companies, by both residents and non-residents of Israel. Nevertheless, holders of Precise ordinary shares who acquired their shares at the time of Precise s initial public offering or at any time thereafter in the public markets, will not be subject to Israeli capital gains tax in connection with the transfer of Precise shares to VERITAS pursuant to the merger, with respect to gains accrued before January 1, 2003, unless they are in the business of trading in securities or they are companies incorporated in Israel. This exemption is contingent upon Precise s status as an Industrial Company as defined under Israeli law. In any event, U.S. residents who hold shares representing less than 10% of the voting power of Precise will not, in most circumstances, be liable for Israeli capital gains tax in connection with the transfer of their Precise shares in the merger. **You should consult your tax advisor about the particular tax consequences of the merger to you.**

Accounting Treatment of the Merger

The merger will be accounted for as a purchase transaction under generally accepted accounting principles in the U.S.

Regulatory Filings and Approvals (see page 80)

The merger is subject to U.S. and foreign antitrust laws and receipt of various Israeli governmental approvals. On January 17, 2003, VERITAS and Precise received early termination of the statutory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and on February 10, 2003, VERITAS received clearance to complete the merger from the German Federal Cartel Office. However, either the U.S. Department of Justice or the U.S. Federal Trade Commission as well as a foreign regulatory agency or government, state or private person, may challenge the merger at any time before its completion. The Office of the Chief Scientist of Israel s Ministry of Industry and Trade consented to the merger on February 19, 2003. On January 26, 2003, the Investment Center of Israel s Ministry of Industry and Trade consented to the change of ownership of Precise resulting from the merger. In addition, the merger will only take effect after the making of certain filings with the Israel Registrar of Companies regarding the provision of notices to creditors and the receipt of shareholder approval of the merger from each of the merging companies. Some of these filings have been made and the remaining filings will be made promptly after the extraordinary meeting.

Material Terms of the Merger Agreement

The following is a summary of the material terms of the merger agreement. The merger agreement and amendment no. 1 to the merger agreement are attached to this proxy statement/prospectus as Annex A and Annex AA, respectively, and we encourage you to read them carefully in their entirety for a more complete understanding of the merger agreement.

Conditions to Completion of the Merger (see page 83)

VERITAS and Precise s respective obligations to complete the merger are subject to the prior satisfaction or waiver of conditions specified in the merger agreement, including the following:

Both VERITAS and Precise s obligations to complete the merger depend on the satisfaction of several conditions, including receipt of the required Precise shareholder approval, the expiration or early termination of waiting periods under applicable antitrust laws and obtaining governmental approvals required under Israeli law.

Precise s obligation to complete the merger is also subject to VERITAS performance of its obligations under the merger agreement and the accuracy of VERITAS representations to Precise in the merger agreement.

VERITAS obligation to complete the merger is also subject to the satisfaction of several conditions, including Precise s performance of its obligations under the merger agreement, the accuracy of Precise s representations to VERITAS in the merger agreement, no written or oral indication from Israeli tax authorities that the merger would cause an adverse change in the Israeli tax status and benefits of Precise and the approval of Israeli antitrust authorities.

Termination of the Merger Agreement (see page 91)

VERITAS and Precise may terminate the merger agreement by mutual written consent. In addition, either VERITAS or Precise may terminate the merger agreement under circumstances specified in the merger agreement. Subject to specified exceptions, these circumstances generally include if:

the merger notice is not filed with the Israeli Companies Registrar by July 10, 2003;

a final, non-appealable order or other action of a court or other governmental entity has the effect of permanently restraining, enjoining or otherwise prohibiting the merger;

Precise s shareholders do not approve by the required vote the merger agreement, the merger and the transactions contemplated by the merger agreement at the Precise extraordinary meeting;

a representation, warranty, covenant or agreement of the other party in the merger agreement has been breached or becomes inaccurate, which would prevent the conditions to completion of the merger from being satisfied and which cannot be cured through commercially reasonable efforts or is not cured within a specified period; or

something has occurred having a materially adverse effect on the business, assets, financial condition or results of operations of the other party which cannot be cured through commercially reasonable efforts or is not cured within a specified period.

VERITAS may terminate the merger agreement if (1) Precise or its board of directors takes any of the actions in opposition to the merger described as a triggering event in the merger agreement, or (2) VERITAS determines, in its reasonable judgment based on advice of patent counsel, that Precise and/or its intellectual property is infringing one or more specified patents in a manner that could lead to any injunction regarding one or more of Precise s products or services, material damages, material royalties or similar payments. For purposes of the merger agreement, material damages means damages in excess of $2.5 million and material royalties means royalties in excess of $2.5 million.

Precise may terminate the merger agreement to enter into a binding definitive agreement providing for a superior proposal if Precise complies with specified conditions set forth in the merger agreement.

Payment of Termination Fee (see page 93)

Precise will pay VERITAS a termination fee of $16.2 million if the merger agreement is terminated:

by VERITAS, because of the occurrence of a triggering event (see page 92);

by Precise, in order to enter into a binding definitive agreement providing for a superior proposal (see page 89); or

12

by Precise or Veritas as a result of the Precise shareholders failure to approve the merger agreement or the failure by Precise and VERITAS to file the merger notice with the Israeli Companies Registrar on or before July 10, 2003 and, (1) prior to such termination, (a) there shall exist, or have been publicly proposed and not publicly definitively withdrawn at least five business days prior to such termination, an acquisition proposal, or (b) one or more board members shall have changed their recommendation that Precise s shareholders approve the merger agreement, the merger and the other transactions contemplated by the merger agreement and such change was publicly known; and (2) within 12 months following the termination of the merger agreement a company acquisition is consummated, or Precise enters into an agreement providing for a company acquisition.

No Other Negotiations Involving Precise (see page 88)

Precise has agreed, subject to specific exceptions, not to solicit, initiate, engage or participate in discussions or negotiations with any party other than VERITAS about any offer or proposal relating to an acquisition proposal, as defined in the merger agreement, involving Precise while the merger is pending.

Agreements Related to the Merger Agreement

The following is a summary of the voting undertakings, affiliate agreements and employment agreements that have been entered into in connection with the merger agreement. The forms of voting undertaking and affiliate agreement are attached to this proxy statement/ prospectus as Annexes B and C, respectively. You are urged to read these annexes in their entirety.

Voting Undertakings (see page 93)

Precise s directors, each in his or her capacity as a shareholder, officers and other affiliated shareholders who collectively beneficially own approximately 6.7% of Precise s outstanding ordinary shares as of May 27, 2003, the record date for the extraordinary meeting, have entered into voting undertakings, and have granted VERITAS irrevocable proxies, to vote their shares in favor of approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement. These Precise shareholders were not paid additional consideration in connection with the voting undertakings and the irrevocable proxies.

Affiliate Agreements (see page 94)

Each member of Precise s board of directors, in his or her capacity as a shareholder, and specified officers and affiliated shareholders of Precise, executed affiliate agreements. By executing the affiliate agreements, these persons have acknowledged the resale restrictions imposed by Rule 145 under the Securities Act on shares of VERITAS common stock that may be received by them in the merger. Under the affiliate agreements, VERITAS will be entitled to place appropriate legends on the certificates evidencing any VERITAS common stock to be received by each of the persons who have entered into an affiliate agreement and to issue stop transfer instructions to the transfer agent for VERITAS common stock. The form of affiliate agreement is attached to this proxy statement/ prospectus as Annex C and you are urged to read it in its entirety.

Employment Agreements (see page 71)

In connection with the merger, four executive officers of Precise, Shimon Alon, Precise s chief executive officer; Itzhak (Aki) Ratner, Precise s president; Benjamin H. Nye, Precise s chief operating officer; and Rami Schwartz, Precise s executive vice president, research and development, have entered into employment agreements with either VERITAS or Precise. These agreements generally provide for compensation arrangements following the merger, severance in the event the executive officers employment with VERITAS or Precise is terminated under specified circumstances following the merger, and non-competition terms.

Required Vote for the Merger (see page 54)

In general, the affirmative vote of 75% of the ordinary shares of Precise present and voting at a meeting at which a quorum is present will be required for the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement. However, under Israeli law, if VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary, holds shares in Precise, then there is an additional requirement for the approval of Proposal No. 1. The additional requirement is that a majority of the shareholders who are present at the extraordinary meeting, excluding VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary, or anyone acting on their behalf, including their family members or entities under their control, shall not have voted against the merger. For these purposes, abstentions and broker non-votes are not considered to be votes against the merger.

Each ordinary share of Precise has one vote. Directors, each in his or her capacity as a shareholder, officers and other affiliated shareholders of Precise that collectively beneficially own approximately 6.7% of the Precise outstanding ordinary shares as of May 27, 2003, the record date for the extraordinary meeting, have entered into undertakings to vote their shares in favor of approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement. These Precise shareholders were not paid additional consideration in connection with the voting undertakings.

Other Proposals to be Presented at the Precise Extraordinary Meeting (see pages 95, 97 and 98)

In addition to approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement, you also will be asked to vote upon an amendment to Precise s articles of association, specified modifications to the terms of share options held by members of Precise s board of directors and upon any motion to adjourn the meeting to solicit additional votes.

The board of directors of Precise approved a resolution to recommend to the shareholders the amendment of Precise s articles of association with respect to indemnification and insurance matters. A copy of the proposed amendment is attached to this proxy statement/ prospectus as Annex E. This amendment requires the approval of a majority of the ordinary shares of Precise present and voting at a meeting at which a quorum is present.

The board of directors of Precise, following the approval and recommendation of the audit committee, approved a modification to accelerate the vesting of Precise share options held by members of the Precise board of directors immediately after the proposed merger, subject to shareholder approval. The period during which share options held by those directors may be exercised following the merger would be extended to the original term of the share option, which is 10 years. Under Israeli law, these modifications of the director share options require the approval of a majority of the ordinary shares of Precise present and voting at a meeting at which a quorum is present.

In addition, the board of directors of Precise determined to recommend to the shareholders approval of any motion to adjourn a meeting at which a quorum is present to a later time to permit further solicitation of proxies if necessary to obtain additional votes in favor of Proposal No. 1, Proposal No. 2 or Proposal No. 3. Such adjournment will require the approval of a majority of the ordinary shares of Precise present and voting on the question of adjournment.

The merger is not contingent on shareholder approval of the amendment of Precise s articles of association, the modifications of the terms of Precise s director share options or approval of any adjournment to solicit additional votes if a quorum is present at the meeting.

The Precise board of directors unanimously recommends that you vote **FOR** the proposal to amend Precise s articles of association, **FOR** the proposal to modify the terms of Precise s director share options and **FOR** the proposal to approve any adjournment to solicit additional votes if a quorum is present at the meeting.

Table of Contents

SELECTED HISTORICAL AND PRO FORMA COMBINED FINANCIAL DATA

VERITAS and Precise have provided the following selected historical financial data and selected pro forma combined financial data to aid you in analyzing the financial aspects of the proposed merger. This information is only a summary. You should read it together with VERITAS and Precise s financial statements and other financial information contained in the most recent annual and quarterly reports filed by VERITAS and Precise. See the section titled Where You Can Find More Information beginning on page 112 of this proxy statement/ prospectus.

Selected Historical Consolidated Financial Data of VERITAS

You should read the following table in conjunction with VERITAS consolidated financial statements and related notes and VERITAS Management s Discussion and Analysis of Financial Condition and Results of Operations, all of which are incorporated by reference in this proxy statement/ prospectus. The selected consolidated balance sheet data as of March 31, 2003 and the selected consolidated statement of operations data for the three months ended March 31, 2003 and 2002 have been derived from unaudited financial statements incorporated by reference in this proxy statement/prospectus. The selected consolidated balance sheet data as of December 31, 2002 and 2001 and the selected consolidated statement of operations data for the fiscal years ended December 31, 2002, 2001 and 2000 have been derived from audited financial statements incorporated by reference in this proxy statement/ prospectus. The selected consolidated balance sheet data as of December 31, 2000, 1999 and 1998 and the selected consolidated statement of operations data for the fiscal year ended December 31, 1999 and 1998 have been derived from audited financial statements not incorporated by reference in this proxy statement/ prospectus.

	Three Months Ended March 31,	
	2003	2002
	(in thousands, except per share amounts)	
Consolidated Statement of Operations Data:		
Total net revenue	$394,386	$370,449
Amortization of developed technology	14,782	16,903
Amortization of goodwill and other intangibles	18,191	18,016
In-process research and development	4,100	
Income from operations	66,523	59,921
Net income	$ 42,526	$ 44,466
Net income per share basic	$ 0.10	$ 0.11
Net income per share diluted	$ 0.10	$ 0.11
Weighted average number of shares used in computing per share amounts basic	412,916	406,086
Weighted average number of shares used in computing per share amounts diluted	419,380	421,709

Table of Contents

	Years Ended December 31,				
	2002	2001	2000	1999	1998
		(As restated)	(As restated)		
	(in thousands, except per share amounts)				
Consolidated Statement of Operations Data:					
Total net revenue	$1,506,555	$1,491,928	$1,187,441	$ 596,112	$210,865
Amortization of developed technology	66,917	63,086	62,054	35,659	
Amortization of goodwill and other intangibles	72,064	886,651	879,032	510,943	
Stock-based compensation		8,949			
Acquisition and restructuring costs (reversals)	100,263	(5,000)	(4,260)	11,000	
In-process research and development				104,200	600
Income (loss) from operations	128,305	(548,053)	(567,100)	(475,237)	53,668
Net income (loss)	$ 57,376	$ (642,329)	$ (628,385)	$(502,958)	$ 51,648
Net income (loss) per share basic	$ 0.14	$ (1.61)	$ (1.57)	$ (1.59)	$ 0.24
Net income (loss) per share diluted	$ 0.14	$ (1.61)	$ (1.57)	$ (1.59)	$ 0.22
Weighted average number of shares used in computing per share amounts basic	409,523	399,016	400,034	316,892	211,558
Weighted average number of shares used in computing per share amounts diluted	418,959	399,016	400,034	316,892	232,519

	As of March 31, 2003	As of December 31, 2002	2001	2000	1999	1998
			(As restated)	(As restated)		
			(in thousands)			
Consolidated Balance Sheet Data:						
Cash, cash equivalents and short-term investments	$ 2,394,107	$ 2,241,321	$ 1,694,860	$ 1,119,449	$ 692,381	$211,126
Working capital	1,935,888	1,880,586	1,545,276	916,084	630,440	198,842
Total assets	4,271,405	4,199,633	3,798,376	4,073,278	4,233,277	349,117
Convertible subordinated notes	464,497	460,252	444,408	429,176	451,044	100,000
Accumulated deficit	(1,703,186)	(1,745,712)	(1,803,088)	(1,160,759)	(532,374)	(29,416)
Stockholders equity	2,947,579	2,883,767	2,723,893	2,973,978	3,393,061	169,854

Table of Contents

On January 1, 2002, VERITAS adopted Statement of Financial Accounting Standard (SFAS) 142, *Goodwill and Other Intangible Assets*. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead be tested for impairment at least annually. In the second quarter of 2002, VERITAS completed the transitional goodwill impairment test required by SFAS 142 and did not record an impairment charge upon completion of the test.

The following tables set forth the adjusted net income (loss) and the adjusted basic and diluted net income (loss) per share excluding amortization of goodwill as if VERITAS had adopted the provisions of SFAS 142, on January 1, 1998.

	Three Months Ended March 31,	
	2003	2002
	(in thousands, except per share amounts)	
Net income	$ 42,526	$ 44,466
Add back: Goodwill amortization		
Adjusted net income	$ 42,526	$ 44,466
Basic net income per share:		
Reported net income	$ 0.10	$ 0.11
Adjusted net income	$ 0.10	$ 0.11
Diluted net income per share:		
Reported net income	$ 0.10	$ 0.11
Adjusted net income	$ 0.10	$ 0.11
Weighted average number of shares used in computing reported per share and adjusted per share amounts:		
Basic	412,916	406,086
Diluted	419,380	421,709

Table of Contents

	Year Ended December 31,				
	2002	2001	2000	1999	1998
		(As restated)	(As restated)		
	(in thousands, except per share amounts)				
Net income (loss)	$ 57,376	$ (642,329)	$ (628,385)	$ (502,958)	$ 51,648
Add back: Goodwill amortization		814,390	807,137	469,103	
Adjusted net income (loss)	$ 57,376	$ 172,061	$ 178,752	$ (33,855)	$ 51,648
Basic net income (loss) per share:					
Reported net income (loss)	$ 0.14	$ (1.61)	$ (1.57)	$ (1.59)	$ 0.24
Adjusted net income (loss)	$ 0.14	$ 0.43	$ 0.45	$ (0.11)	$ 0.24
Diluted net income (loss) per share:					
Reported net income (loss)	$ 0.14	$ (1.61)	$ (1.57)	$ (1.59)	$ 0.22
Adjusted net income (loss)	$ 0.14	$ 0.41	$ 0.41	$ (0.11)	$ 0.22
Weighted average number of shares used in computing reported per share amounts:					
Basic	409,523	399,016	400,034	316,892	211,558
Diluted	418,959	399,016	400,034	316,892	232,519
Weighted average number of shares used in computing adjusted per share amounts:					
Basic	409,523	399,016	400,034	316,892	211,558
Diluted	418,959	420,206	436,801	316,892	232,519

Table of Contents

Selected Historical Consolidated Financial Data of Precise

You should read the following table in conjunction with Precise s consolidated financial statements and related notes and Precise s Management s Discussion and Analysis of Financial Condition and Results of Operations, all of which are incorporated by reference in this proxy statement/ prospectus. The selected consolidated balance sheet data as of March 31, 2003 and the selected consolidated statement of operations data for the three months ended March 31, 2003 and 2002 have been derived from unaudited financial statements incorporated by reference in this proxy statement/prospectus. The selected consolidated balance sheet data as of December 31, 2002 and 2001 and the selected consolidated statement of operations data for the fiscal years ended December 31, 2002, 2001 and 2000 have been derived from audited financial statements incorporated by reference in this proxy statement/ prospectus. These financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The selected consolidated balance sheet data as of December 31, 2000, 1999 and 1998 and the selected consolidated statement of operations data for the fiscal years ended December 31, 1999 and 1998 have been derived from audited financial statements not incorporated by reference in this proxy statement/ prospectus.

	Three Months Ended March 31,	
	2003	**2002**
	(in thousands, except per share amounts)	
Consolidated Statements of Operations Data:		
Revenues:		
Software licenses	$ 15,294	$ 12,402
Services	6,861	4,692
Total revenues	22,155	17,094
Cost of revenues:		
Software licenses	259	132
Services	2,101	1,065
Amortization of acquired technology	553	463
Total cost of revenues	2,913	1,660
Gross profit	19,242	15,434
Operating expense:		
Research and development, net	3,381	3,250
Sales and marketing, net	12,200	9,810
General and administrative	2,362	2,165
Amortization of deferred stock compensation, goodwill and intangible assets	484	490
Acquisition related expenses	739	
Total operating expenses	19,166	15,715
Operating income (loss)	76	(281)
Financial income and other, net	779	1,003
Income before income taxes	855	722
Income taxes	308	72
Net income	$ 547	$ 650

Table of Contents

	Three Months Ended March 31,	
	2003	2002
	(in thousands, except per share amounts)	
Net earnings per share:		
Basic net earnings per share	$ 0.02	$ 0.02
Diluted net earnings per share	$ 0.02	$ 0.02
Weighted average number of shares used in computing basic net earnings per share	30,128	28,240
Weighted average number of shares used in computing diluted net earnings per share	32,557	31,668

	Year Ended December 31,				
	2002	2001	2000	1999	1998
	(in thousands, except per share amounts)				
Consolidated Statement of Operations Data:					
Revenues:					
Software licenses	$52,672	$43,903	$22,968	$ 9,770	$5,331
Services	23,328	11,694	4,580	1,844	858
Total revenues	76,000	55,597	27,548	11,614	6,189
Cost of revenues:					
Software licenses	628	362	742	741	522
Services	6,395	3,143	1,693	906	198
Amortization of acquired technology	2,107	1,109	8		
Total cost of revenues	9,130	4,614	2,443	1,647	720
Gross profit	66,870	50,983	25,105	9,967	5,469
Operating expenses:					
Research and development, net	12,793	10,924	4,987	2,891	2,214
Sales and marketing, net	43,611	34,675	20,749	7,913	5,739
General and administrative	8,668	7,046	3,923	1,598	1,272
Amortization of deferred stock compensation, goodwill and intangible assets	1,887	3,861	6,242	234	300
In-process research and development write-off		86	2,200		
Acquisition related expenses	131				
Total operating expenses	$67,090	$56,592	$38,101	$12,636	$9,525

Table of Contents

	Year Ended December 31,				
	2002	2001	2000	1999	1998
	(in thousands, except per share amounts)				
Operating loss	$ (220)	$ (5,609)	$ (12,996)	$ (2,669)	$ (4,056)
Financial income and other, net	4,021	6,565	3,091	71	34
Income (loss) before income taxes	3,801	956	(9,905)	(2,598)	(4,022)
Income taxes	210	33			
Net income (loss)	$ 3,591	$ 923	$ (9,905)	$ (2,598)	$ (4,022)
Net earnings (loss) per share:					
Basic net earnings (loss) per share	$ 0.12	$ 0.03	$ (0.77)	$ (0.79)	$ (1.31)
Diluted net earnings (loss) per share	$ 0.12	$ 0.03	$ (0.77)	$ (0.79)	$ (1.31)
Weighted average number of shares used in computing basic net earnings (loss) per share	28,843	26,745	12,901	3,299	3,077
Weighted average number of shares used in computing diluted net earnings (loss) per share	31,210	29,971	12,901	3,299	3,077

	As of March 31, 2003	As of December 31,				
		2002	2001	2000	1999	1998
		(in thousands)				
Consolidated Balance Sheet Data:						
Cash, cash equivalents, and short-term investments	$ 87,419	$ 85,624	$ 74,896	$ 121,479	$ 7,581	$ 844
Working capital	91,387	86,521	73,904	120,147	7,709	242
Total assets	229,510	227,018	203,183	178,681	12,986	4,333
Shareholders equity	207,357	205,444	185,659	166,876	8,293	742

Table of Contents

On January 1, 2002, Precise adopted Statement of Financial Accounting Standard (SFAS) 142, *Goodwill and Other Intangible Assets*. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead be tested for impairment at least annually. In the second quarter of 2002, Precise completed the transitional goodwill impairment test required by SFAS 142 and did not record an impairment charge upon completion of the test.

The following tables set forth the adjusted net income (loss) and the adjusted basic and diluted net income(loss) per share excluding amortization of goodwill as if Precise had adopted the provisions of SFAS 142 on January 1, 1998.

	Three Months Ended March 31,	
	2003	**2002**
	(in thousands, except per share amounts)	
Net income	$ 547	$ 650
Add back: Goodwill amortization		
Adjusted net income	$ 547	$ 650
Basic net earnings per share:		
Reported net earnings	$ 0.02	$ 0.02
Adjusted net earnings	$ 0.02	$ 0.02
Diluted net income per share:		
Reported net earnings	$ 0.02	$ 0.02
Adjusted net earnings	$ 0.02	$ 0.02
Weighted average number of shares used in computing reported per share and adjusted per share amounts:		
Basic	30,128	28,240
Diluted	32,557	31,668

Table of Contents

	Year Ended December 31,				
	2002	**2001**	**2000**	**1999**	**1998**
	(in thousands, except per share amounts)				
Net income (loss)	$ 3,591	$ 923	$ (9,905)	$ (2,598)	$ (4,022)
Add back: Goodwill amortization		1,234	70		
Adjusted net income (loss)	$ 3,591	$ 2,157	$ (9,835)	$ (2,598)	$ (4,022)
Basic net earnings (loss) per share:					
Reported net earnings (loss)	$ 0.12	$ 0.03	$ (0.77)	$ (0.79)	$ (1.31)
Adjusted net earnings (loss)	$ 0.12	$ 0.08	$ (0.76)	$ (0.79)	$ (1.31)
Diluted net earnings (loss) per share:					
Reported net earnings (loss)	$ 0.12	$ 0.03	$ (0.77)	$ (0.79)	$ (1.31)
Adjusted net earnings (loss)	$ 0.12	$ 0.07	$ (0.76)	$ (0.79)	$ (1.31)
Number of shares used in computing reported per share and adjusted per share amounts:					
Basic	28,843	26,745	12,901	3,299	3,077
Diluted	31,210	29,971	12,901	3,299	3,077

Table of Contents

Unaudited Pro Forma Condensed Combined Financial Information

Introduction

The following unaudited pro forma condensed combined financial information gives effect to the proposed merger between VERITAS and Precise using the purchase method of accounting. This information is only a summary and should be read together with VERITAS and Precise s historical financial statements. VERITAS historical consolidated financial statements and related notes are contained in VERITAS Annual Report on Form 10-K for the year ended December 31, 2002, which are incorporated by reference into this proxy statement/ prospectus. Precise s historical consolidated financial statements and related notes are contained in Precise s Annual Report on Form 10-K for the year ended December 31, 2002, which are incorporated by reference into this proxy statement/ prospectus. VERITAS historical unaudited consolidated financial statements and related notes as of and for the three months ended March 31, 2003 are contained in VERITAS Form 10-Q for the period ended March 31, 2003, which are incorporated by reference into this proxy statement/prospectus. Precise s historical unaudited consolidated financial statements and related notes as of and for the three months ended March 31, 2003 are contained in Precise s Form 10-Q for the period ended March 31, 2003, which are incorporated by reference into this proxy statement/prospectus. See the section titled Where You Can Find More Information beginning on page 112 of this proxy statement/ prospectus.

This pro forma information assumes that all Precise shareholders (including, for this purpose, Israeli holders) will receive the mixed consideration of 0.2365 of a share of VERITAS common stock plus $12.375 in cash for each ordinary share of Precise outstanding as of April 30, 2003. The actual number of shares of VERITAS common stock to be issued in the proposed merger and the total purchase price cannot be determined until the closing date of the merger.

The unaudited pro forma condensed combined balance sheet is based on the historical balance sheets of VERITAS and Precise and has been prepared to reflect the merger as if it had been consummated on March 31, 2003. The unaudited pro forma condensed combined statements of operations combine the results of operations of VERITAS and Precise for the three months ended March 31, 2003 and the year ended December 31, 2002 as if the merger had occurred on January 1, 2002.

The pro forma adjustments are based on preliminary estimates, available information and certain assumptions and may be revised as additional information becomes available. The unaudited pro forma condensed combined financial information is not intended to represent what VERITAS financial position or results of operations would actually have been if the merger had occurred on those dates or to project VERITAS financial position or results of operations for any future period. Since VERITAS and Precise were not under common control or management for any period presented, the unaudited pro forma condensed combined financial results may not be comparable to, or indicative of, future performance.

Reclassifications have been made to Precise s historical balance sheet and statements of operations data previously reported by Precise to conform to VERITAS presentation.

We cannot assure you that VERITAS and Precise will not incur charges in excess of those included in the pro forma preliminary purchase price related to the merger or that management will be successful in its efforts to integrate the operations of the companies.

The unaudited pro forma condensed combined financial information included in this proxy statement/ prospectus does not include any adjustments for liabilities resulting from integration planning. Management of VERITAS is assessing the costs associated with integration and estimates of related costs are not yet known.

Table of Contents

VERITAS Software Corporation

Unaudited Pro Forma Condensed Combined Balance Sheet

	March 31, 2003			
	Historical			
	VERITAS Software	Historical Precise	Pro Forma Adjustments	Pro Forma Combined
	(in thousands)			
Assets				
Current assets:				
Cash and cash equivalents	$1,031,404	$ 17,445	$(374,290)(a)	$ 674,559
Short-term investments	1,362,703	69,974		1,432,677
Accounts receivables; net	78,277	21,218		99,495
Other current assets	75,230	3,576		78,806
Deferred income taxes	60,070			60,070
Total current assets	2,607,684	112,213	(374,290)	2,345,607
Marketable securities, non current		51,912		51,912
Property and equipment, net	222,844	4,384		227,228
Other intangibles, net	49,766	11,785	(11,785)(b)	115,066
			65,300 (c)	
Goodwill, net	1,239,909	44,656	(44,656)(b)	1,604,561
			364,652 (c)	
Other non-current assets	14,311	4,560		18,871
Deferred income taxes	136,891		(24,161)(d)	112,730
Total assets	$4,271,405	$229,510	$ (24,940)	$4,475,975
Liabilities and Stockholders Equity				
Current liabilities				
Accounts payable	$ 32,738	$ 1,045	$	$ 33,783
Accrued compensation and benefits	66,957	5,534		72,491
Accrued acquisition and restructuring costs	38,843		7,756 (e)	46,599
Other accrued liabilities	79,856	3,865		83,721
Income tax payable	155,285			155,285
Deferred revenue	298,117	10,382	(10,382)(f)	301,335
			3,218 (g)	
Total Current liabilities	671,796	20,826	592	693,214
Convertible subordinated notes	464,497			464,497
Accrued acquisition and restructuring costs	74,433			74,433
Other income taxes	113,100			113,100
Other long term liabilities		1,327		1,327
Total liabilities	$1,323,826	$ 22,153	$ 592	$1,346,571

See accompanying notes to Unaudited Pro Forma Condensed Combined Financial Information.

Table of Contents

	March 31, 2003			
	Historical			
	VERITAS Software	Historical Precise	Pro Forma Adjustments	Pro Forma Combined
	(in thousands)			
Commitments and contingencies				
Stockholders equity				
Common stock	$ 432	$ 236	$ (236)(h)	$ 439
			7 (i)	
Additional paid-in capital	6,357,619	227,382	(227,382)(h)	6,566,839
			209,220 (i)	
Accumulated deficit	(1,703,186)	(21,286)	21,286 (h)	(1,719,386)
			(16,200)(i)	
Deferred stock compensation	(4,939)	(55)	55 (h)	(16,141)
			(11,202)(i)	
Accumulated other comprehensive loss	(283)	1,080	(1,080)(h)	(283)
Treasury stock	(1,702,064)			(1,702,064)
Total stockholders equity	2,947,579	207,357	(25,532)	3,129,404
Total liabilities and stockholders equity	$ 4,271,405	$ 229,510	$ (24,940)	$ 4,475,975

See accompanying notes to Unaudited Pro Forma Condensed Combined Financial Information.

Table of Contents

VERITAS Software Corporation

Unaudited Pro Forma Condensed Combined Statement of Operations

	Three Months Ended March 31, 2003			
	Historical			
	VERITAS Software	Historical Precise	Pro Forma Adjustments	Pro Forma Combined
	(in thousands, except per share amounts)			
Net Revenues:				
User license fees	$254,564	$15,294	$	$269,858
Services	139,822	6,861		146,683
Total net revenues	394,386	22,155		416,541
Cost of Revenues				
User license fees	11,418	259		11,677
Services	47,789	2,101	52(l)	49,942
Amortization of developed technology	14,782	553	(553)(j)	17,276
			2,494(k)	
Total cost of revenues	73,989	2,913	1,993	78,895
Gross profits	320,397	19,242	(1,993)	337,646
Operating Expenses				
Selling and marketing	122,047	12,200	530(l)	134,777
Research and development	71,383	3,381	375(l)	75,139
General and administrative	38,153	2,362	178(l)	40,693
Amortization of other intangibles	18,191	466	(466)(j)	20,797
			2,606(k)	
In-process research and development	4,100			4,100
Acquisition and restructuring costs		739		739
Stock-based compensation		18		18
Total operating expenses	253,874	19,166	3,223	276,263
Income from operations	66,523	76	(5,216)	61,383
Interest and other income, net	8,395	779	(1,871)(m)	7,303
Interest expenses	(7,738)			(7,738)
Loss on strategic investments	(3,518)			(3,518)
Income before income taxes	63,662	855	(7,087)	57,430
Provision for income taxes	21,136	308	(2,268)(n)	19,176
Net income	$ 42,526	$ 547	$(4,819)	$ 38,254
Net income per share:				
Basic	$ 0.10	$ 0.02		$ 0.09
Diluted	$ 0.10	$ 0.02		$ 0.09

Weighted average shares:

Basic	412,916	30,128	420,069
Diluted	419,380	32,557	428,402

See accompanying notes on Unaudited Pro Forma Condensed Combined Financial Information.

Table of Contents

VERITAS Software Corporation

Unaudited Pro Forma Condensed Combined Statement of Operations

	Year Ended December 31, 2002			
	Historical			
	VERITAS Software	Historical Precise	Pro Forma Adjustments	Pro Forma Combined
	(in thousands, except per share amounts)			
Net Revenues:				
User license fees	$ 1,006,713	$ 52,672	$	$ 1,059,385
Services	499,842	23,328		523,170
Total net revenues	1,506,555	76,000		1,582,555
Cost of Revenues				
User license fees	37,107	628		37,735
Services(1)	179,100	6,395	198(l)	185,693
Amortization of developed technology	66,917	2,107	(2,107)(j)	76,892
			9,975(k)	
Total cost of revenues	283,124	9,130	8,066	300,320
Gross profits	1,223,431	66,870	(8,066)	1,282,235
Operating Expenses				
Selling and marketing(2)	505,039	43,611	2,006(l)	550,656
Research and development(3)	273,192	12,793	1,365(l)	287,350
General and administrative(4)	141,446	8,668	679(l)	150,793
Amortization of other intangibles	72,064	1,533	(1,533)(j)	82,489
			10,425(k)	
Loss on disposal of assets	3,122			3,122
Acquisition and restructuring costs	100,263	131		100,394
Stock-based compensation		354		354
Total operating expenses	1,095,126	67,090	12,942	1,175,158
Income (loss) from operations	128,305	(220)	(21,008)	107,077
Interest and other income net	42,509	4,021	(7,486)(m)	39,044
Interest expenses	(30,770)			(30,770)
Loss on strategic investments	(11,799)			(11,799)
Income before income taxes	128,245	3,801	(28,494)	103,552
Provision for income taxes	70,869	210	(9,118)(n)	61,961
Net income	$ 57,376	$ 3,591	$ (19,376)	$ 41,591
Net income per share:				
Basic	$ 0.14	$ 0.12		$ 0.10
Diluted	$ 0.14	$ 0.12		$ 0.10

Weighted average shares:

Basic	409,523	28,843	416,676
Diluted	418,959	31,210	428,691

(1) Historical Precise excludes $2 in amortization of deferred stock compensation

(2) Historical Precise excludes $170 in amortization of deferred stock compensation

(3) Historical Precise excludes $34 in amortization of deferred stock compensation

(4) Historical Precise excludes $148 in amortization of deferred stock compensation

See accompanying notes to Unaudited Pro Forma Condensed Combined Financial Information.

Table of Contents

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. Basis of pro forma presentation

The unaudited pro forma condensed combined balance sheet is based on the historical balance sheets of VERITAS and Precise and has been prepared to reflect the merger as if it had been consummated on March 31, 2003.

The unaudited pro forma condensed combined statements of operations combine the results of operations of VERITAS and Precise for the three months ended March 31, 2003 and the year ended December 31, 2002, as if the merger had occurred on January 1, 2002.

On a combined basis, there were no transactions between VERITAS and Precise during the period presented.

There are no material difference between the accounting policies of VERITAS and Precise.

The pro forma combined provision for income taxes may not represent the amounts that would have resulted had VERITAS and Precise filed consolidated income taxes during the periods presented.

2. Preliminary purchase price

The unaudited pro forma condensed combined financial statements reflect an estimated purchase price of approximately $591.3 million. The preliminary fair value of VERITAS common stock to be issued was determined using an average price of $17.30, which was the average trading price from December 17, 2002 through December 23, 2002, the five trading days surrounding the date the merger was announced. The preliminary fair value of VERITAS stock options to be issued was determined using Black-Scholes option pricing model. The following assumptions were used to determine the fair value of the options: estimated contractual life of three to five years, risk-free interest rate of 1.95% to 2.85%, expected volatility of 90% and no expected dividend yield.

The estimated purchase price assumes that all Precise shareholders (including, for this purpose, Israeli holders) will receive the mixed consideration of 0.2365 of a share of VERITAS common stock plus $12.375 in cash for each ordinary share of Precise outstanding as of April 30, 2003. There were 30,245,615 Precise shares outstanding as of April 30, 2003.

The estimated purchase price also assumes that all Precise share options outstanding as of April 30, 2003, will be exchanged on a one-to-one basis for VERITAS stock options. Pursuant to Section 5.11 of the merger agreement, the cash value of each outstanding ordinary share of Precise is fixed at a price of $16.50. Therefore VERITAS used $16.50 as the per share price in calculating the value of options using the Black-Scholes option pricing model and the intrinsic value calculation.

The actual number of shares of VERITAS common stock to be issued and Precise share options and warrants to be assumed will be based on the actual number of Precise ordinary shares and share options and warrants outstanding at the closing date and the number of Precise ordinary shares for which an election to receive the mixed consideration is made. The shareholders of Precise can also elect to receive $16.50 in cash and no VERITAS stock for each ordinary share of Precise outstanding as of the closing date and Precise shareholders who are Israeli holders, as defined in the merger agreement, and who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive (1) $12.375 in cash, plus (2) an amount of cash equal to 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect. Depending on the number of Precise shares which are subject to elections to receive the cash consideration or the mixed consideration, and the number of Precise ordinary shares which are held by Israeli holders, the number of VERITAS shares issued and Precise options and warrants to be assumed could vary significantly from the preliminary purchase price calculation below.

The estimated acquisition-related costs consist primarily of investment banking, legal and accounting fees, printing costs and other external costs directly related to the acquisition.

The final purchase price is dependent on the actual number of Precise ordinary shares exchanged, the actual number of shares of VERITAS common stock issued, the actual number of options and warrants

29

Table of Contents

issued, and actual merger costs. The final purchase price will be determined upon completion of the merger. The estimated total purchase price of the proposed Precise merger is as follows:

Preliminary purchase price (in thousands):

Cash consideration	$374,290
Fair value of VERITAS common stock to be issued	123,748
Estimated fair value of Precise options and warrants to be assumed, less $11,202 representing the portion of the intrinsic value of Precise s unvested options applicable to the remaining vesting period	85,479
Estimated acquisition-related costs	7,756
Aggregate preliminary purchase price	$591,273

3. Preliminary purchase price allocation

Under the purchase method of accounting, the total estimated purchase price will be allocated to Precise s net tangible and identifiable intangible assets based upon their estimated fair value as of the date of completion of the merger. Based upon the estimated purchase price and preliminary independent valuation, the following represents the preliminary allocation of the aggregate purchase price to the acquired net assets of Precise and is based on Precise s net assets as of March 31, 2003. This allocation is subject to change based on VERITAS final analysis.

	(in thousands):
Net tangible assets	$133,919
Goodwill	364,652
Identifiable intangible assets	65,300
Unearned stock-based compensation	11,202
In-process research and development	16,200
Aggregate preliminary purchase price	$591,273

The preliminary allocation of the purchase price was based upon a preliminary independent, third party appraisal prepared by Standard & Poor s Corporate Value Consulting, as described below, and VERITAS management s estimates and is subject to change upon the finalization of the appraisal.

Net tangible assets were valued at their respective carrying amounts as management believes that these amounts approximate their current fair values. Precise s net tangible assets were $133.9 million as of March 31, 2003, and exclude goodwill and other intangible assets of $56.4 million, as well as a reduction in deferred revenue of $7.2 million and deferred tax liability of $24.2 million.

Goodwill represents the excess of the purchase price over the fair value of tangible and identifiable intangible assets acquired. The unaudited pro forma condensed combined statement of operations does not reflect the amortization of goodwill acquired in the merger consistent with the guidance in SFAS 142, *Goodwill and Other Intangible Assets.*

VERITAS has not given effect in the pro forma statement of operations to the amortization of deferred revenue as an adjustment to revenue as the adjustment is directly related to the merger and the effect is non-recurring. Such adjustment will be reflected in the post-merger statement of operations of the combined entity.

The deferred revenue adjustment will have the effect of reducing the amount of revenue the combined company will recognize in periods subsequent to the merger compared to the amount of revenue Precise would have recognized in the same period absent the merger.

Table of Contents

VERITAS management valued the identifiable intangible assets to be acquired using a preliminary valuation performed by Standard & Poor s Corporate Value Consulting. Identifiable intangible assets consist of (in thousands):

Identifiable Intangible Asset	**Fair Value**	**Estimated Useful Life**	**Estimated Annual Amortization**
Developed technology	$28,400	4 yrs	$7,100
Customer contracts	16,100	4 yrs	4,025
Patented technology	11,500	4 yrs	2,875
Noncompete agreements	3,500	1 yr	3,500
Partner agreements	3,400	2 yrs	1,700
Tradenames and trademarks	2,400	2 yrs	1,200

In order to value purchased in-process research and development (IPR&D), research projects in areas for which technological feasibility had not been established were identified. The value of these projects was determined by estimating the expected cash flows from the projects once commercially viable and, discounting the net cash flows back to their present value, using the adjusted discount rates based on the percentage of completion of the completed research and development projects.

Net cash flows. The net cash flows from the identified projects are based on the appraiser s estimates of revenues, cost of sales, research and development costs, selling, general and administrative costs, royalty costs and income taxes from those projects. These revenue estimates are based on the assumptions mentioned below. The research and development costs included in the model reflect costs to sustain projects, but exclude costs to bring in-process projects to technological feasibility.

The estimated revenues are based on management projections of each in-process project and the business projections were compared and found to be in line with industry analysts forecasts of growth in substantially all of the relevant markets. Estimated total revenues from the IPR&D product areas are expected to peak in the year ending December 31, 2005 and decline from 2006 into 2007 as other new products are expected to become available.

These projections are based on VERITAS management estimates of market size and growth, expected trends in technology and the nature and expected timing of new project introductions by Precise.

Discount rate. Discounting the net cash flows back to their present value is based on the industry weighted average cost of capital (WACC). VERITAS believes the industry WACC is approximately 15%. The discount rate used in discounting the net cash flows from IPR&D is 30%. The discount rate used is higher than the industry WACC due to inherent uncertainties surrounding the successful development of the IPR&D, market acceptance of the technology, the useful life of such technology and the uncertainty of technological advances which could potentially impact the estimates described above.

Percentage of completion. The percentage of completion for Precise technology was determined using costs incurred to date on each project as compared to the remaining research and development to be completed as well as major milestones to bring each project to technological feasibility. The percentage of completion related to Precise technology was approximately 20-25%.

If the projects discussed above are not successfully developed, the sales and profitability of the combined company may be adversely affected in future periods.

VERITAS management has estimated that $16.2 million of the purchase price represents purchased in-process technology that has not yet reached technological feasibility and has no alternative future use. This amount will be expensed as a non-recurring, non-tax deductible charge upon consummation of the merger. This amount has been reflected as a reduction to shareholders equity and has not been included in the pro forma combined statement of operations due to its nonrecurring nature.

The value assigned to purchased in-process technology will be modified upon completion of the independent appraisal. The valuation methodology will incorporate a percentage of completion approach.

4. Pro forma net income (loss) per share

The VERITAS unaudited pro forma condensed combined statement of operations has been prepared as if the proposed merger had occurred at the beginning of the period presented. The pro forma basic and diluted income per share are based on the weighted average number of shares of VERITAS common stock outstanding during each period and the number of shares of VERITAS common stock assumed to be issued in connection with the merger, plus net Precise share options assumed in connection with the merger using an assumed conversion ratio of one VERITAS stock option for each Precise share option exchanged. This assumed conversion ratio is based on an assumed market value of $16.50 for each share of VERITAS common stock. If the average closing price of VERITAS common stock for the five trading days prior to the completion of the merger declined to $4 per share, Precise optionees would receive an option to purchase 4.13 shares of VERITAS common stock in exchange for each Precise share option. Alternatively, if the average closing price of VERITAS common stock for the five trading days prior to the completion of the merger increased to $33 per share, Precise optionees would receive an option to purchase 0.50 shares of VERITAS common stock in exchange for each Precise share option. The following table shows the adjusted pro forma combined basic and diluted shares at the end of the period presented (in thousands except conversion ratio):

	VERITAS Weighted Average Shares	Adjustments, New Equivalent VERITAS Shares	Pro Forma Combined Weighted Average Shares
Shares outstanding as of March 31, 2003:			
Basic	412,916	7,153(a)	420,069
Diluted	419,380	9,022(b)	428,402
Shares outstanding as of December 31, 2002:			
Basic	409,523	7,153(a)	416,676
Diluted	418,959	9,732(b)	428,691

(a) Assuming that all Precise shareholders (including, for this purpose, Israeli holders) were to receive the mixed consideration of 0.2365 shares of VERITAS common stock plus $12.375 in cash for each outstanding ordinary share of Precise as of April 30, 2003, the following shares of VERITAS would have been issued as of March 31, 2003 and December 31, 2002:

March 31, 2003	December 31, 2002	
30,245	30,245	Number of Precise outstanding ordinary shares
0.2365	0.2365	Conversion ratio
7,153	7,153	VERITAS shares to be issued for Precise outstanding ordinary shares

(b) Estimated impact of the Precise share options to be assumed as of March 31, 2003 and December 31, 2002:

March 31, 2003	December 31, 2002	
7,153	7,153	VERITAS shares to be issued for Precise outstanding ordinary shares
1,869	2,579	Potential common shares using the treasury method
9,022	9,732	Pro forma diluted share count for the three months ended March 31, 2003 and the year ended December 31, 2002

5. Pro forma adjustments

The measurement date to determine the final purchase price in the proposed merger has not occurred. The following pro forma adjustments are based on preliminary estimates which may change as additional information is obtained:

(a) To record cash paid related to the proposed merger.

(b) To eliminate Precise s existing capitalized intangible assets and goodwill.

(c) To record the intangible assets and goodwill related to the proposed merger.

(d) To record the adjustment for deferred tax liabilities associated with non-goodwill intangible assets recorded as part of this transaction. These liabilities were recorded using a statutory tax rate of 37%.

Table of Contents

(e) To accrue for acquisition costs related to investment banking, legal and accounting fees, printing costs, and other external costs.

(f) To eliminate Precise s deferred revenue.

(g) To record deferred revenue based on costs to perform the services related to Precise s deferred maintenance contracts.

(h) To eliminate Precise s stockholders equity accounts.

(i) To record stockholders equity related to the proposed merger including $16,200,000 related to IPR&D, research projects in areas for which technological feasibility has not been established were identified, and $11,202,000 related to the portion of the intrinsic value of Precise s unvested options applicable to the remaining vesting period. This preliminary purchase price assumes that all Precise shareholders (including, for this purpose, Israeli holders) will receive the mixed consideration of 0.2365 of a share of VERITAS common stock plus $12.375 in cash for each ordinary share of Precise outstanding as of April 30, 2003. There were 30,245,615 Precise shares outstanding as of April 30, 2003. Based on the above, the total purchase price would be $591,273,000 composed of $374,290,000 paid in cash, $123,748,000 in fair value of VERITAS common stock, $85,479,000 of estimated fair value of Precise share options to be assumed net of intrinsic value of unvested options, and $7,756,000 in estimated acquisition related costs.

If all Precise shareholders elect to receive the cash consideration of $16.50 per share for each ordinary share of Precise outstanding as of April 30, 2003, the total purchase price would be $592,288,000, composed of $499,053,000 paid in cash, $85,479,000 of estimated fair value of Precise share options to be assumed net of intrinsic value of unvested options, and $7,756,000 in estimated acquisition-related costs.

(j) To eliminate amortization of Precise s other intangible assets as all such intangible assets would have been eliminated had the acquisition occurred on January 1, 2002.

(k) To record the amortization expenses related to developed technology and other intangible assets to be acquired as part of the proposed merger.

(l) To record the amortization of stock-based compensation which is amortized over the remaining vesting period of the options as of the closing date of approximately one to four years.

(m) To reduce interest income as a result of cash paid related to the proposed merger, using an interest rate of 2%.

(n) To record income tax impact at a tax rate of 32% which represents VERITAS annual effective tax rate excluding the impact of the unbenefited foreign loss related to restructuring costs and the tax benefits of losses on strategic investments not realized.

Table of Contents

Comparative Historical and Pro Forma Per Share Data

The following tables set forth certain historical per share data of VERITAS and Precise and combined per share data on an unaudited pro forma basis after giving effect to the merger using the purchase method of accounting assuming that all Precise shareholders (including, for this purpose, Israeli holders) will receive the mixed consideration of 0.2365 of a share of VERITAS common stock plus $12.375 in cash for each ordinary share of Precise outstanding as of April 30, 2003. The following data should be read in conjunction with the separate historical consolidated financial statements of VERITAS and the historical consolidated financial statements of Precise incorporated by reference into this proxy statement/ prospectus. The unaudited pro forma combined per share data do not necessarily indicate the operating results that would have been achieved had the merger been completed as of the beginning of the earliest period presented and should not be taken as representative of future operations. No cash dividends have ever been declared or paid on VERITAS common stock or Precise ordinary shares.

	Three Months Ended March 31, 2003	Year Ended December 31, 2002
Historical VERITAS:		
Basic net income per common share	$0.10	$0.14
Diluted net income per common share	$0.10	$0.14
Book value per common share(1)	$7.12	$7.00
Historical Precise:		
Basic net income per common share	$0.02	$0.12
Diluted net income per common share	$0.02	$0.12
Book value per ordinary share(1)	$6.86	$6.86
Pro forma combined per share data:		
Basic net income per combined common share	$0.09	$0.10
Diluted net income per combined common share	$0.09	$0.10
Book value per combined common share(1)	$7.43	$7.31

(1) The historical book value per VERITAS common share is computed by dividing assets less liabilities by 413,814,000 and 412,093,000, the number of shares of VERITAS common stock outstanding at March 31, 2003 and December 31, 2002, respectively. The historical book value per Precise ordinary share is computed by dividing assets less liabilities by 30,239,000 and 29,970,000, the number of Precise ordinary shares outstanding at March 31, 2003 and December 31, 2002, respectively. The pro forma combined book value per common share is computed by dividing the pro forma assets less liabilities by 420,967,000 and 419,246,000, the pro forma number of shares of VERITAS common stock outstanding at March 31, 2003 and December 31, 2002, respectively, assuming the merger had occurred as of those dates.

Comparative Per Share Market Price Data

VERITAS common stock is traded on The Nasdaq National Market under the symbol VRTS. Precise ordinary shares are traded on The Nasdaq National Market under the symbol PRSE.

The following table shows the high and low per share sales prices of VERITAS common stock and Precise ordinary shares as reported on The Nasdaq National Market on (1) December 18, 2002, the last full trading day preceding public announcement that VERITAS and Precise had entered into the merger agreement, and (2) May 29, 2003, the last full trading day for which high and low sales prices were available as of the date of this proxy statement/ prospectus.

The table also includes the equivalent high and low sales prices per Precise ordinary share on those dates for (1) the cash consideration and (2) the mixed consideration. In the case of the cash consideration, these equivalent high and low sales prices per share reflect the $16.50 in cash that you would receive for each Precise ordinary share surrendered for the cash consideration. In the case of the mixed consideration, these equivalent high and low sales prices per share reflect the $12.375 in cash plus the fluctuating value of the 0.2365 of a share of VERITAS common stock that you would receive for each Precise ordinary share surrendered for the mixed consideration if the merger had been completed on either of these dates.

					Equivalent Price Per Share			
	VERITAS Common Stock		Precise Ordinary Shares		Cash Consideration		Mixed Consideration	
	High	Low	High	Low	High	Low	High	Low
December 18, 2002	$17.93	$17.11	$12.20	$11.49	$16.50	$16.50	$16.62	$16.42
May 29, 2003	$27.64	$25.86	$18.85	$18.33	$16.50	$16.50	$18.91	$18.49

The above table shows only historical comparisons. These comparisons may not provide meaningful information to you in determining whether to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement or whether to elect to receive the cash consideration or the mixed consideration for your Precise ordinary shares. If the merger is completed and you have properly made a timely election to receive the mixed consideration, the actual value of the consideration you will receive in the merger may be higher or lower than the amounts set forth above, depending on the actual value of VERITAS common stock. Precise s non-U.S. shareholders may call (201) 373-5213 and Precise s U.S. shareholders may call (888) 689-2681, to learn the most recent closing price of VERITAS common stock and the value of the per share mixed consideration based on that closing price. VERITAS and Precise urge you to obtain current market quotations for VERITAS common stock and Precise ordinary shares and to review carefully the information contained in this proxy statement/ prospectus or incorporated by reference into this proxy statement/ prospectus in considering whether to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement and whether to elect to receive the cash consideration or the mixed consideration for your Precise ordinary shares. See the section titled Where You Can Find More Information beginning on page 112 of this proxy statement/ prospectus.

Neither Precise nor VERITAS is making any recommendation as to whether you should elect to receive the cash consideration or the mixed consideration in connection with the merger.

Dividend Policy

Neither VERITAS nor Precise has declared any cash dividends. Each company currently intends to retain earnings for use in its business and does not anticipate paying any cash dividends in the foreseeable future.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This proxy statement/ prospectus and the documents incorporated by reference into this proxy statement/ prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to VERITAS and Precise s financial condition, results of operations and business, and the expected impact on VERITAS financial performance of the proposed merger with Precise. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including: any projections of earnings, revenues or synergies; any statements of plans, strategies and objectives for future operations, including the execution of integration plans; and any statements concerning proposed new products. In some cases, words such as anticipates, expects, intends, plans, believes, seeks, estimates, could, would, will, may, can and similar expressions identify forward-looking statements. Such forward-statements involve a number of risks and uncertainties, including: the risk that the merger is not completed or is delayed; the risk that the combined company will not successfully execute its product development and integration efforts; and the risk that the combined company will not gain market acceptance of its products and services. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results contemplated by any forward-looking statements. VERITAS and Precise are not under any obligation and do not intend to update their respective forward-looking statements. In evaluating the merger agreement, the merger and the other transactions contemplated by the merger agreement, you should carefully consider the risks and uncertainties that are described in the section titled Risk Factors which begins on the next page, and in the documents that are incorporated by reference into this proxy statement/ prospectus.

Table of Contents

RISK FACTORS

VERITAS and Precise operate in a market environment that cannot be predicted and that involves significant risks, many of which are beyond their control. In addition to the other information and risk factors contained in, or incorporated by reference into, this proxy statement/ prospectus, you should carefully consider the risks described below before deciding how to vote your Precise ordinary shares and before deciding whether to elect to receive the cash consideration or the mixed consideration for your Precise ordinary shares in the merger. If you properly make a timely election to receive the mixed consideration for your Precise ordinary shares in the merger and you are not an Israeli holder, you will be choosing to exchange your current investment in Precise ordinary shares for, in part, an investment in VERITAS common stock. An investment in VERITAS common stock involves a high degree of risk. VERITAS believes that the risks described below and incorporated by reference into this proxy statement/ prospectus are the most significant risks associated with investing in VERITAS common stock; however, additional risks and uncertainties not presently known to VERITAS or Precise or that are not currently believed to be important to you, if they materialize, also may adversely affect the merger, VERITAS, Precise, or VERITAS and Precise as a combined company.

Risks Related to the Merger

While VERITAS and Precise s share prices have been volatile in recent periods, the merger consideration, including the exchange ratio for the VERITAS common stock component of the mixed consideration, is fixed.

Upon completion of the merger, each ordinary share of Precise will be exchanged for either $16.50 in cash or a combination of $12.375 in cash and 0.2365 of a share of VERITAS common stock. Precise shareholders who are Israeli holders, as defined in the merger agreement, and who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive (1) $12.375 in cash, plus (2) an amount of cash equal to 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect. The merger consideration, including the exchange ratio for the VERITAS common stock component of the mixed consideration, will not change even if the market price of either or both the Precise ordinary shares and VERITAS common stock fluctuates. However, if you elect to receive the mixed consideration, the value of the VERITAS shares included in the mixed consideration will fluctuate up or down with fluctuations in the market price of VERITAS common stock.

Neither Precise nor VERITAS may withdraw from the merger, and Precise may not resolicit the vote of its shareholders, solely because of changes in the market price of Precise ordinary shares or VERITAS common stock. If you elect to receive the mixed consideration for your Precise ordinary shares in the merger, the specific dollar value of VERITAS common stock you will receive upon completion of the merger will depend on the market value of VERITAS common stock at that time, which may be different from the closing price of VERITAS common stock on the last full trading day preceding public announcement of the merger agreement, the last full trading day prior to the date of this proxy statement/ prospectus, the date you make your election or the date of the Precise extraordinary meeting. The mixed consideration may represent more or less value than the cash consideration, depending on fluctuations in VERITAS stock price.

If you are an Israeli holder or you elect, or fail to properly make a timely election and are deemed to have elected, to receive the cash consideration for your Precise ordinary shares, you will not receive any VERITAS common stock and you will not have an investment in the combined company following the merger.

You may only elect to receive either the cash consideration or the mixed consideration for all of your Precise ordinary shares. If the merger is completed and you are an Israeli holder or you elect to receive the cash consideration or you fail to properly make a timely election and are deemed to have elected to receive the cash consideration, you will not receive any VERITAS common stock and you will not have an investment in the combined company following the merger. The mixed consideration may represent greater or less value than the cash consideration, depending on fluctuations in the price of VERITAS common stock.

Table of Contents

VERITAS stock price may be volatile in the future, and if you elect to receive the mixed consideration in the merger, you could lose the value of your investment in VERITAS common stock.

The market price of VERITAS common stock has experienced significant fluctuations and may continue to fluctuate significantly, and if you elect to receive the mixed consideration in the merger, you could lose the value of your investment in VERITAS common stock. The market price of VERITAS common stock may be adversely affected by a number of factors, including:

- announcements of VERITAS quarterly operating results or those of its competitors or its original equipment manufacturer customers;
- rumors, announcements or press articles regarding changes in VERITAS management, organization, operations or prior financial statements;
- inquiries by the Securities and Exchange Commission, Nasdaq or regulatory bodies;
- changes in earnings estimates by securities analysts;
- announcements of planned acquisitions by VERITAS or by its competitors;
- the gain or loss of a significant customer;
- announcements of new products by VERITAS, its competitors or its original equipment manufacturer customers;
- the potential impact of the Severe Acute Respiratory Syndrome, or SARS, illness upon VERITAS ability to generate revenues, particularly in the Asia Pacific region; and
- acts of terrorism, the threat of war and economic slowdowns in general.

The stock market in general, and the market prices of stocks of other technology companies in particular, have experienced extreme price volatility, which has adversely affected and may continue to adversely affect the market price of VERITAS common stock for reasons unrelated to VERITAS business or operating results.

Although VERITAS and Precise expect that the merger will result in benefits to the combined company, those benefits may not occur because of integration and other challenges.

Achieving the expected benefits of the merger will depend in part on the integration of VERITAS and Precise s technology, operations and personnel in a timely and efficient manner, however, VERITAS and Precise cannot assure you that the integration will be completed as quickly as expected or that the merger will achieve the expected benefits. The challenges involved in this integration include:

- incorporating Precise s technology and products into VERITAS next generation of products;
- integrating Precise s products into VERITAS business because VERITAS does not currently sell Precise products and VERITAS sales personnel have no experience selling Precise s products;
- integrating Precise s technical team with VERITAS larger and more widely dispersed engineering organization;
- coordinating research and development activities to enhance introduction of new products, services and technologies;
- integrating Precise s international operations which are significantly less centralized than those of VERITAS;
- coordinating the efforts of the Precise sales organization with VERITAS larger and more widely dispersed sales organization;
- demonstrating to Precise customers that the merger will not result in adverse changes in client service standards or products support;

persuading our employees that our business cultures are compatible, maintaining employee morale and retaining key employees; and

timely release of products to market.

In addition, VERITAS sales personnel will require significant training in order to begin selling Precise s products to new and existing VERITAS customers. VERITAS has had difficulties in cross-selling products of acquired businesses to its customer base.

The integration of VERITAS and Precise will be complex, time consuming and expensive, may disrupt VERITAS and Precise s businesses and may result in the loss of customers or key employees or the diversion of the attention of management. Some of Precise s suppliers, distributors, customers and licensors are VERITAS competitors or work with VERITAS competitors and as a result may terminate their business relationships with Precise as a result of the merger. In addition, the integration process may strain the combined company s financial and managerial controls and reporting systems and procedures. This may result in the diversion of management and financial resources from the combined company s core business objectives. There can be no assurance that VERITAS and Precise will successfully integrate their businesses or that the combined company will realize any of the anticipated benefits of the merger.

The directors and executive officers of Precise have a personal interest that could have affected their decision to support or approve the merger.

The personal interest of the directors and executive officers of Precise in the merger and their participation in arrangements that are different from, or are in addition to, those of Precise shareholders generally could have affected their decision to support or to approve the merger. These interests include the following:

VERITAS assumption of Precise share options in the merger;

acceleration of vesting of Precise director share options immediately after the merger and the extension of the period for exercise of the share options, in the event that Precise shareholders approve Proposal No. 3 at the Precise extraordinary meeting;

acceleration of vesting of specified share options of executive officers immediately prior to the merger;

severance compensation and additional accelerated option vesting under existing and new employment agreements if the executive officer s employment is terminated by VERITAS without cause or, in the case of Messrs. Nye and Ratner, by the executive for good reason;

annual retention awards payable under new employment agreements with Mr. Schwartz and two other employees if the employee continues to be employed by VERITAS through the end of the year;

VERITAS agreement to assume the obligations of Precise pursuant to any existing indemnification agreements and to enter into new indemnification agreements in favor of current and former Precise directors and specified Precise officers; and

acquisition of tail or runoff insurance coverage that will continue to cover Precise s existing directors and officers liability insurance for seven years and provide coverage for Precise s directors and officers with respect to claims that may arise with respect to events occurring prior to completion of the merger.

As a result of these interests, these directors and executive officers may be more likely to recommend that you vote in favor of the merger agreement, the merger and the other transactions contemplated by the merger agreement, than if they did not have these interests.

General uncertainty related to the merger could harm the combined company.

VERITAS or Precise s customers may, in response to the announcement of the proposed merger, delay or defer purchasing decisions. If VERITAS or Precise s customers delay or defer purchasing decisions, the

Table of Contents

combined company s revenue could materially decline or any increases in revenue could be lower than expected. Similarly, VERITAS and Precise employees may experience uncertainty about their future roles with the combined company. This may harm the combined company s ability to attract and retain key management, marketing, sales and technical personnel. Also, speculation regarding the likelihood of the closing of the merger could increase the volatility of VERITAS and Precise s share prices.

Third parties may terminate or alter existing contracts or relationships with Precise or VERITAS.

Precise has contracts with some of its suppliers, distributors, customers, licensors and other business partners. Some of these contracts require Precise to obtain consent from these other parties in connection with the merger. If these consents cannot be obtained, Precise may suffer a loss of potential future revenue and may lose rights that are material to Precise s business and the business of the combined company. In addition, third parties with whom Precise or VERITAS currently has relationships may terminate or otherwise reduce the scope of their relationship with Precise or VERITAS as a result of the merger.

Failure to complete the merger could harm Precise s ordinary share price and future business and operations.

If the merger is not completed, Precise may be subject to the following risks:

- if the merger agreement is terminated under specified circumstances, Precise will be required to pay VERITAS a termination fee of $16.2 million;

- the price of Precise s ordinary shares may decline to the extent that the current market price of Precise s ordinary shares reflects a market assumption that the merger will be completed;

- costs related to the merger, such as some legal, accounting and certain financial advisory fees, must be paid even if the merger is not completed; and

- if the merger is terminated and Precise s board of directors determines to seek another merger or business combination, Precise may not be able to find a partner willing to pay an equivalent or more attractive price than that which would be paid in the merger.

Regulatory agencies must approve the merger and could impose conditions on, delay or refuse to approve the merger.

VERITAS and Precise intend to comply with the securities and antitrust laws of the United States, and any other jurisdiction in which the merger is subject to review, as well as with Israeli regulatory requirements. The reviewing authorities may seek to impose conditions on VERITAS and Precise before giving their approval or consent to the merger, and those conditions could harm the combined company s business. In addition, a delay in obtaining the necessary regulatory approvals will delay the completion of the merger. On January 17, 2003, VERITAS and Precise received early termination of the statutory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and on February 10, 2003, VERITAS received clearance to complete the merger from the German Federal Cartel Office. However, the U.S. Department of Justice, the U.S. Federal Trade Commission, the German Federal Cartel Office or private third parties could challenge the merger under antitrust laws before or after the merger is completed.

Risks Related to VERITAS and the Combined Company

In determining whether to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement and whether to elect to receive the mixed consideration for your Precise ordinary shares in the merger, you should read carefully the risks below which relate to VERITAS current business and which will also apply to the business of the combined company following the merger. In addition, many of the risks outlined below in the section titled Risks Related to Precise s Operations in Israel will also apply to the business of the combined company following the merger.

Table of Contents

If VERITAS experiences lower than anticipated revenue in any particular quarter or if VERITAS announces that it expects lower revenue or earnings than previously forecasted, the market price of VERITAS securities could decline.

VERITAS revenue is difficult to forecast and is likely to fluctuate from quarter to quarter due to many factors outside of its control. Any significant revenue shortfall or lowered forecasts could cause the market price of VERITAS securities to decline substantially. Factors that could affect VERITAS revenue include, but are not limited to:

- the possibility that VERITAS customers may cancel, defer or limit purchases as a result of reduced information technology budgets or the current weak and uncertain economic and industry conditions;
- the possibility that VERITAS customers may defer purchases of VERITAS products in anticipation of new products or product updates from VERITAS or its competitors;
- the possibility that original equipment manufacturers will introduce, market and sell products that compete with VERITAS products;
- the unpredictability of the timing and magnitude of VERITAS sales through direct sales channels, value-added resellers and distributors, which tend to occur later in a quarter than sales through original equipment manufacturers;
- the timing of new product introductions by VERITAS and the market acceptance of new products, which may be delayed as a result of weak and uncertain economic and industry conditions;
- the seasonal nature of VERITAS sales;
- the rate of adoption and long sales cycles of storage area networks and storage resource management technology;
- changes in VERITAS pricing and distribution terms or those of its competitors;
- the potential impact of the SARS illness upon VERITAS ability to generate revenues, particularly in the Asia-Pacific region; and
- the possibility that VERITAS business will be adversely affected as a result of the threat of terrorism or military actions taken by the United States or its allies.

You should not rely on the results of prior periods as an indication of VERITAS future performance. VERITAS operating expense levels are based, in significant part, on VERITAS expectations of future revenue. If VERITAS has a shortfall in revenue in any given quarter, VERITAS may not be able to reduce its operating expenses quickly in response. Therefore, any significant shortfall in revenue could have an immediate adverse effect on VERITAS operating results for that quarter. In addition, if VERITAS fails to manage its business effectively over the long term, VERITAS may experience high operating expenses, and VERITAS operating results may be below the expectations of securities analysts or investors, which could cause the price of VERITAS common stock to decline.

Because VERITAS derived over 80% of its license and service revenue from sales of its data protection, file system and volume management products, any decline in demand for these products could severely harm VERITAS ability to generate revenue.

VERITAS derives a substantial majority of its revenue from a small number of software products, including data protection, file system and volume management products. For the three months ended March 31, 2003, VERITAS derived approximately 82% of its user license fees from these core products, and a similar percentage of its service revenue from associated maintenance and technical support. As a result, VERITAS is particularly vulnerable to fluctuations in demand for these products, whether as a result of competition, product obsolescence, technological change, budget constraints or other factors. If VERITAS revenue derived from these software products were to decline significantly, VERITAS business and operating results would be adversely affected. In addition, because VERITAS software products are concentrated

Table of Contents

within the market for data storage, a decline in the demand for storage devices, storage software applications or storage capacity could result in a significant reduction in VERITAS revenues and adversely affect its business and operating results.

If VERITAS fails to manage its multiple distribution channels effectively, or if its distributors and original equipment manufacturer customers choose not to market and sell VERITAS products to their customers, VERITAS sales could decline.

VERITAS sells its products primarily through indirect sales channels, original equipment manufacturers and direct sales channels. If VERITAS fails to manage its distribution channels successfully, VERITAS distribution channels may conflict with one another or otherwise fail to perform as VERITAS anticipates, which could reduce VERITAS sales and increase its expenses, as well as weaken VERITAS competitive position.

Indirect Sales Channels. A significant portion of VERITAS revenue is derived from sales through value-added resellers and distributors that sell VERITAS products to end-users and other resellers. This channel involves a number of special risks, including:

VERITAS lack of control over the delivery of its products to end-users;

the resellers and distributors are not subject to minimum sales requirements or any obligation to market VERITAS products to their customers;

VERITAS resellers and distributors may terminate their relationships with VERITAS at any time; and

VERITAS resellers and distributors may market and distribute competing products.

Original equipment manufacturers. A portion of VERITAS revenue is derived from sales through original equipment manufacturers that incorporate VERITAS products into their products. VERITAS reliance on this channel involves many risks, including:

VERITAS lack of control over the shipping dates or volume of systems shipped;

the original equipment manufacturers are not subject to minimum sales requirements or any obligation to offer VERITAS products to their customers;

the original equipment manufacturers may terminate their arrangements with VERITAS at any time;

the development work that VERITAS must generally undertake under VERITAS agreements with original equipment manufacturers may require VERITAS to invest significant resources and incur significant costs with little or no associated revenue;

the time and expense required for the sales and marketing organizations of VERITAS original equipment manufacturer customers to become familiar with VERITAS products make it more difficult to introduce those products to the market; and

VERITAS original equipment manufacturer customers are able to develop, market and distribute their own storage products and market and distribute storage products of VERITAS competitors, which could reduce VERITAS sales.

Direct sales. A portion of VERITAS revenue is derived from sales by its direct sales force to end-users. This sales channel involves special risks, including:

longer sales cycles are associated with direct sales efforts;

VERITAS may have difficulty hiring, training, retaining and motivating its direct sales force; and

sales representatives require a substantial amount of training to become productive, and training must be updated to cover new and revised products.

Table of Contents

VERITAS faces intense competition and VERITAS competitors may gain market share in markets for VERITAS products, which could adversely affect the growth of VERITAS business and cause VERITAS revenues to decline.

VERITAS has many competitors in the markets for its products. If existing or new competitors gain market share in any of these markets, VERITAS may experience a decline in revenues, which could adversely affect VERITAS operating results. VERITAS principal competitors are the internal development groups of original equipment manufacturers. These groups develop storage management software for the original equipment manufacturer s storage hardware. VERITAS principal competitors also include hardware and software vendors that offer products that compete with VERITAS products.

Many of VERITAS original equipment manufacturer customers have products that compete with VERITAS products or have announced their intention to focus on developing and marketing their own storage software products. These original equipment manufacturers may choose to license their own products rather than offer VERITAS products to their customers or limit VERITAS access to their hardware platforms. End-user customers may prefer to purchase software and hardware that is manufactured by the same company because of perceived advantages in price, technical support, compatibility or other issues. In addition, software vendors may choose to bundle their operating systems with their own or other vendors storage or clustering software. They may also limit VERITAS access to standard product interfaces for their operating systems and inhibit VERITAS ability to develop products for their platform. If VERITAS original equipment manufacturer customers or software vendors were to take any of these actions, VERITAS could lose market share and its operating results could be adversely affected.

Many of VERITAS competitors have greater financial, technical, sales, marketing and other resources than VERITAS does. VERITAS future and existing competitors could introduce products with superior features, scalability and functionality at lower prices than VERITAS products, and could also bundle existing or new products with other more established products in order to compete with VERITAS. VERITAS competitors could also gain market share by acquiring or forming strategic alliances with VERITAS other competitors. Finally, because new distribution methods offered by the Internet and electronic commerce have removed many of the barriers to entry historically faced by start-up companies in the software industry, VERITAS may face additional competition from these companies in the future.

If VERITAS is unable to develop new and enhanced products that achieve widespread market acceptance, VERITAS may be unable to recoup product development costs, and VERITAS earnings and revenue may decline.

VERITAS future success depends on its ability to address the rapidly changing needs of its customers by developing and introducing new products, product updates and services on a timely basis. VERITAS must also extend the operation of its products to new platforms and keep pace with technological developments and emerging industry standards. VERITAS intends to commit substantial resources to developing new software products and services, including software products and services for the storage area networking market and the storage resource management market. Each of these markets is new and unproven, and industry standards for these markets are evolving and changing. They also may require development of new channels. If these markets do not develop as anticipated, or demand for VERITAS products and services in these markets does not materialize or occurs more slowly than VERITAS expects, VERITAS will have expended substantial resources and capital without realizing sufficient revenue, and VERITAS business and operating results could be adversely affected.

VERITAS has provided standards-setting organizations and various partners with access to its standard product interfaces through its VERITAS Enabled Program. If these standards-setting organizations or VERITAS partners do not accept its standard product interfaces for use with other products, or if VERITAS partners are better able to capitalize on the use of VERITAS standard product interfaces, then VERITAS business and operating results could be adversely affected.

Table of Contents

VERITAS international sales and operations involve special risks that could increase VERITAS expenses, adversely affect VERITAS operating results and require increased time and attention of management.

VERITAS derives a substantial portion of its revenue from customers located outside of the U.S. VERITAS has significant operations outside of the U.S., including engineering, sales, customer support and production operations, and VERITAS plans to expand its international operations. VERITAS international operations are subject to risks, including:

- potential loss of proprietary information due to piracy, misappropriation or weaker laws regarding intellectual property protection;
- imposition of foreign laws and other governmental controls, including trade and employment restrictions;
- fluctuations in currency exchange rates and economic instability such as higher interest rates and inflation, which could reduce VERITAS customers ability to obtain financing for software products or which could make VERITAS products more expensive in those countries;
- restrictions on growth or maintenance of VERITAS revenue from international sales if VERITAS does not invest sufficiently in its international operations;
- difficulties in hedging foreign currency transaction exposures;
- longer payment cycles for sales in foreign countries and difficulties in collecting accounts receivable;
- difficulties in staffing and managing its international operations, including difficulties related to administering VERITAS stock option plan in some foreign countries;
- difficulties in coordinating the activities of VERITAS geographically dispersed and culturally diverse operations;
- seasonal reductions in business activity in the summer months in Europe and in other periods in other countries;
- competition from local suppliers;
- costs and delays associated with developing software in multiple languages;
- the possible reduced level of general business activity, particularly in the Asia-Pacific region, as a result of the SARS illness; and
- political unrest, war or terrorism, particularly in areas in which VERITAS has facilities.

In addition, VERITAS receives significant tax benefits from sales to its non-U.S. customers. These benefits are contingent upon existing tax regulations in both the U.S. and in the countries in which VERITAS international customers are located. Future changes in domestic or international tax regulations could adversely affect VERITAS ability to continue to realize these tax benefits.

VERITAS products may contain significant defects, which may subject VERITAS to liability for damages suffered by end-users.

Software products frequently contain errors or failures, especially when first introduced or when new versions are released. VERITAS end-user customers use VERITAS products in applications that are critical to their businesses, including for data backup and recovery, and may have a greater sensitivity to product defects than the market for software products generally. If a customer loses critical data as a result of an error in or failure of VERITAS software products or as a result of the customers misuse of VERITAS software products, the customer could suffer significant damages and seek to recover those damages from VERITAS. Although VERITAS software licenses generally contain protective provisions limiting VERITAS liability, a court could rule that these provisions are unenforceable. If a customer is successful in proving its damages and

Table of Contents

a court does not enforce VERITAS protective provisions, VERITAS could be liable for the damages suffered by its customers, which could adversely affect VERITAS operating results.

In addition, product defects could cause delays in new product releases or product upgrades, or VERITAS products might not work in combination with other hardware or software which could adversely affect market acceptance of VERITAS products. If VERITAS customers were dissatisfied with product functionality or performance, or if VERITAS were to experience significant delays in the release of new products or new versions of products, VERITAS could lose competitive position and VERITAS business and operating results could be adversely affected.

If VERITAS loses key personnel or fails to integrate replacement personnel successfully, VERITAS ability to manage its business effectively would be impaired.

VERITAS future success depends upon the continued service of VERITAS key management, technical and sales personnel. VERITAS officers and other key personnel are employees-at-will, and VERITAS cannot assure you that VERITAS will be able to retain them. Key personnel have left VERITAS over the years, and VERITAS cannot assure you that there will not be additional departures. The loss of any key employee could result in significant disruptions to VERITAS operations, and the integration of replacement personnel could be time consuming, may cause additional disruptions to VERITAS operations and may be unsuccessful. VERITAS does not carry key person life insurance covering any of its personnel.

In 2002, VERITAS hired a new chief financial officer and three other senior management personnel in marketing, product operations and corporate development. In 2003, VERITAS expects to hire a new senior sales executive. Any resulting restructuring of those organizations could adversely affect the timeliness of product releases, the successful implementation and completion of company initiatives and the results of VERITAS operations. Whether VERITAS is able to execute effectively on its business strategy will depend in large part on how well key management and other personnel perform in their positions and are integrated within VERITAS.

If VERITAS is unable to attract and retain qualified employees and manage its employee base effectively, VERITAS may be unable to develop new and enhanced products, expand its business or increase its revenue.

VERITAS success depends on its ability to hire and retain qualified employees and to manage its employee base effectively. If VERITAS is unable to hire and retain qualified employees, VERITAS business and operating results could be adversely affected. Conversely, if VERITAS fails to manage employee performance or reduce staffing levels when required by market conditions, VERITAS costs would be excessive and its business and operating results could be adversely affected. VERITAS may need to hire additional sales, technical and senior management personnel to support its business and to meet customer demand for its products and services. Competition for people with the skills that VERITAS requires is intense, particularly in the San Francisco Bay area where VERITAS headquarters are located, and the high cost of living in this area makes VERITAS recruiting and compensation costs higher. VERITAS cannot assure you that it will be successful in hiring or retaining qualified personnel, and if VERITAS is unable to do so, VERITAS ability to manage and operate its business could be adversely affected.

VERITAS incurs considerable expenses to develop products for operating systems that are owned by others and who generally are not required to cooperate with VERITAS in its development efforts. This may cause VERITAS to incur higher expenses or fail to expand its product lines and revenues.

Many of VERITAS products operate primarily on the UNIX and Windows computer operating systems. VERITAS has also redesigned, or ported, these products to operate on the Linux operating systems for both server-based and embedded solutions. VERITAS continues to develop new products for UNIX, Windows Server and Linux. VERITAS may not accomplish its development efforts quickly or cost-effectively, and it is not clear what the relative growth rates of these operating systems will be. These development efforts require substantial capital investment, the devotion of substantial employee resources and the cooperation of the

Table of Contents

owners of the operating systems to or for which the products are being ported or developed. For some operating systems, VERITAS must obtain from the owner of the operating system a source code license to portions of the operating system software to port some of its products to or develop products for the operating system. Operating system owners have no obligation to assist in these porting or development efforts. If they do not grant VERITAS a license or if they do not renew VERITAS license, VERITAS may not be able to expand its product line into other areas. VERITAS also cannot predict how quickly, or to what extent, the market for Linux will evolve. If the market for Linux does not develop as anticipated, or demand for VERITAS products and services in this market does not materialize or occurs more slowly than VERITAS expects, VERITAS will have expended substantial resources and capital without realizing sufficient revenue, and VERITAS business and operating results could be adversely affected.

VERITAS derives a large amount of revenue from one of its distributors, the loss of which could cause VERITAS revenues to decline.

VERITAS derives significant revenue from Ingram Micro, Inc., a distributor that sells VERITAS products and services through resellers. For the three months ended March 31, 2003, Ingram Micro accounted for 10% of VERITAS net revenue. If this distributor were to reduce purchases of VERITAS products or services, VERITAS revenues would decline unless VERITAS were able to substantially increase sales through other distributors or through direct sales to customers. VERITAS contract with Ingram Micro does not require them to purchase any specified number of software licenses from VERITAS. Accordingly, VERITAS cannot be sure that Ingram Micro will continue to market and sell VERITAS products at current levels.

Cooperating with the SEC in its investigation of VERITAS transactions with AOL Time Warner has required, and will continue to require, a large amount of management time and attention, as well as accounting and legal expense, which may reduce net income or interfere with VERITAS ability to manage its business.

In response to subpoenas issued by the Securities and Exchange Commission in the investigation entitled *In the Matter of AOL/ Time Warner,* VERITAS has been cooperating with the SEC s requests for information, including information relating to transactions VERITAS entered into with AOL in September 2000 and other transactions. The investigation may continue to require significant management attention and accounting and legal resources, which could adversely affect VERITAS ability to manage its business and result in significant accounting and legal expenses. If the SEC or other governmental agency were to pursue an action against VERITAS in connection with this matter, VERITAS would be required to devote additional management attention and incur additional accounting and legal expenses, which could further adversely affect VERITAS business, results of operations and cash flows.

Following the announcement of VERITAS financial restatement, VERITAS was named as a party to several class action and derivative action lawsuits, and VERITAS may be named in additional litigation, all of which could require significant management attention and result in significant legal expenses. An unfavorable outcome in one or more of these lawsuits could have a material adverse effect on VERITAS business, financial condition, results of operations and cash flows.

After VERITAS announced in January 2003 that it would restate financial results as a result of transactions entered into with AOL Time Warner in September 2000, numerous separate complaints purporting to be class actions were filed in federal court alleging that VERITAS and some of its officers and directors violated provisions of the Securities Exchange Act of 1934. The complaints contain varying allegations, including that VERITAS made materially false and misleading statements with respect to its 2000, 2001 and 2002 financial results included in its filings with the SEC, press releases and other public disclosures. In addition, several complaints purporting to be derivative actions have been filed in state court against some of VERITAS directors and officers. These complaints are based on the same facts and circumstances as the class actions and generally allege that the named directors and officers breached their fiduciary duties by failing to oversee adequately VERITAS financial reporting. All of the complaints generally

Table of Contents

seek an unspecified amount of damages. The cases are still in the preliminary stages, and it is not possible for VERITAS to quantify the extent of its potential liability, if any. An unfavorable outcome in any of these cases could have a material adverse effect on VERITAS business, results of operations and cash flow. In addition, the expense of defending any litigation may be costly and divert management s attention from the day-to-day operations of VERITAS business, which would adversely affect VERITAS business, results of operations and cash flows.

VERITAS business strategy includes possible growth through business acquisitions, which involve special risks that could increase VERITAS expenses, cause VERITAS stock price to decline and divert the time and attention of management.

As part of VERITAS business strategy, VERITAS has in the past acquired and expect in the future to acquire other businesses, business units and technologies. VERITAS recently acquired Jareva Technologies, Inc. and entered into a definitive agreement to acquire Precise Software Solutions Ltd. VERITAS acquisitions involve a number of special risks and challenges, including:

- diversion of management s attention from VERITAS core business;
- integration of acquired business operations and employees into VERITAS existing business, including coordination of geographically dispersed operations, which in the past has taken longer and was more complex than initially expected for some acquired companies;
- incorporation of acquired business technology into VERITAS existing product lines, including consolidating technology with duplicative functionality or designed on different technological architecture;
- loss or termination of employees, including costly litigation resulting from the termination of those employees;
- dilution of VERITAS then-current stockholders percentage ownership;
- assumption of liabilities of the acquired business, including costly litigation related to alleged liabilities of the acquired business;
- presentation of a unified corporate image to VERITAS customers and its employees; and
- risk of impairment charges related to potential write-down of acquired assets in future acquisitions.

Acquisitions of businesses, business units and technologies are inherently risky and create many challenges. VERITAS may be unable to close announced acquisitions, and VERITAS cannot provide any assurance that VERITAS previous or any future acquisitions will achieve the desired objectives.

As a result of the Seagate Technology leveraged buyout and merger transaction, VERITAS subsidiary may be liable to third parties for liabilities resulting from Seagate s operations before the transaction.

In November 2000, Seagate Technology became VERITAS subsidiary. As part of that transaction, Suez Acquisition (Cayman) Company, or SAC, acquired the operating assets of Seagate Technology. SAC assumed and agreed to indemnify VERITAS for substantially all liabilities arising in connection with Seagate Technology s operations prior to the transaction. However, governmental organizations or other third parties may seek recourse against VERITAS subsidiary or VERITAS for these liabilities. As a result, VERITAS subsidiary could receive claims related to a wide range of possible liabilities. The main area of potential liability for VERITAS Seagate Technology subsidiary relates to tax liabilities. Any such claim, with or without merit, could be time consuming to defend, result in costly litigation and divert management attention. Moreover, if SAC is unable or unwilling to indemnify VERITAS as agreed, VERITAS could incur unexpected costs. For example, the Internal Revenue Service is currently auditing past tax returns of Seagate Technology. VERITAS can predict neither the outcome of these audits, nor the amount of any liability VERITAS might incur arising from these audits.

VERITAS effective tax rate may increase or fluctuate, which could increase VERITAS income tax expense and reduce net income.

VERITAS effective tax rate could be adversely affected by several factors, many of which are outside of VERITAS control. VERITAS effective tax rate is directly affected by the relative proportions of revenue and income before taxes in the various domestic and international jurisdictions in which VERITAS operates. VERITAS is also subject to changing tax laws, regulations and interpretations in multiple jurisdictions in which VERITAS operates. VERITAS does not have a history of audit activity from various taxing authorities and while VERITAS believes it is in compliance with all federal, state and international tax laws, there are various interpretations of their application that could result in additional tax assessments. VERITAS effective tax rate is also influenced by the tax effects of purchase accounting for acquisitions and non-recurring charges, which may cause fluctuations between reporting periods. In addition, in November 2000, VERITAS acquired Seagate Technology, which has certain federal and state tax returns for various fiscal years under examination by tax authorities. VERITAS believes that adequate amounts for tax liabilities have been provided for any final assessments that may result from these examinations. The timing of the settlement of these examinations is uncertain. To the extent the settlements of these audits and the amounts reimbursed by SAC, as required by the Seagate acquisition agreement, are different from the amounts recorded, the difference will be recorded as a component of income tax expense or benefit and may significantly affect the VERITAS effective tax rate for the period in which the settlements take place.

VERITAS incurs or may incur significant accounting charges that, individually or in the aggregate, could reduce earnings and create net losses under generally accepted accounting principles.

VERITAS incurs or may incur significant accounting charges that, individually or in aggregate, could create losses under generally accepted accounting principles in future periods. Examples of these charges are:

Amortization of Developed Technology and Other Intangibles. VERITAS incurs significant charges related to the amortization of developed technology and other intangibles. VERITAS expects this charge to be approximately $23.2 million for the second quarter of 2003 and approximately $7 million to $10 million for the third quarter of 2003, including the impact of the pending transaction with Precise that is expected to close during the second quarter of 2003. The quarterly amortization charge could increase as a result of future business combinations or impairment of VERITAS other intangibles. While VERITAS does not expect to record other intangibles impairment charges, VERITAS cannot be sure that VERITAS will not have to record impairment in the future. As of March 31, 2003, the total carrying amount of VERITAS other intangibles was $49.8 million;

Impairment of Goodwill. VERITAS does not amortize goodwill related to business combinations, but instead VERITAS tests it for impairment at least annually. While VERITAS does not expect to record goodwill impairment charges, VERITAS cannot be sure that it will not have to record impairment in the future. As of March 31, 2003, the total carrying amount of VERITAS goodwill was $1,239.9 million;

Loss on Strategic Investments. In the third quarter of 2001, the second quarter of 2002 and the first quarter of 2003, VERITAS recorded losses on strategic investments. Future losses will depend on the results of VERITAS quarterly reviews to determine if there has been a decline in the fair value of its strategic investments that is other than temporary. As of March 31, 2003, the total carrying amount of VERITAS strategic investments was $5.6 million;

Stock-based Compensation. In accounting for VERITAS stock option and stock purchase plans, because the exercise price of options granted under VERITAS stock plans are generally equal to the market value of VERITAS common stock on the date of grant, VERITAS recognizes no compensation cost for grants under these plans. The FASB has voted to require companies to record a charge to earnings for employee stock option grants, but the methodology for valuing stock options and the timing for issuance of final rules have not been finalized. Changes in practices regarding accounting for stock options could result in significant accounting charges; and

Restructuring Charges. VERITAS regularly performs evaluations of its operations and activities. Any decision to restructure VERITAS operations, to exit any activity or to eliminate any excess capacity could result in significant accounting charges. Restructuring charges could also result from future business combinations. As a result of an evaluation of its facilities requirements, VERITAS believes that it has excess capacity in its domestic and foreign facilities. In the fourth quarter of 2002, VERITAS board of directors approved a restructuring plan to exit and consolidate certain of its facilities located in 17 metropolitan areas worldwide. In connection with this restructuring plan, VERITAS recorded a restructuring charge of approximately $98.2 million during the fourth quarter of 2002. As of March 31, 2003, the total carrying amount of VERITAS facility restructure reserve was $95.5 million.

If VERITAS assumptions about its ability to terminate or sublet its facilities prove to be unrealistic, the total cost of VERITAS facilities restructuring may be larger than VERITAS anticipated.

In the fourth quarter of 2002, VERITAS board of directors approved a restructuring plan to exit and consolidate some of its facilities based on VERITAS evaluation that its existing and planned facilities would exceed its near-term facilities needs due to slower than anticipated growth in the number of VERITAS employees as a result of weak and uncertain economic and industry conditions. In connection with this restructuring plan, VERITAS recorded a restructuring charge of approximately $98.2 million during the fourth quarter of 2002. VERITAS restructuring plan includes assumptions related to its ability to enter into sublease and/or lease termination arrangements regarding some of its facilities. VERITAS cannot predict if, or when, it will be able to successfully enter into sublease and/or lease termination arrangements for these facilities or if the actual terms of these arrangements will be as favorable as those assumed under VERITAS restructuring plan. Should VERITAS be unable to execute its restructuring plan under terms as favorable as those assumed under the restructuring plan, VERITAS may be required to materially increase its restructuring charge in future periods. VERITAS also cannot predict if its evaluation of its needs is accurate or if weak and uncertain economic and industry conditions will continue once VERITAS begins to implement its restructuring plan. VERITAS may find that its facility requirements are greater than estimated under its plan, which could necessitate procuring facilities at rates higher and at costs in addition to facilities that have been vacated by VERITAS. In addition, VERITAS cannot assure you that its restructuring program will achieve the anticipated benefits or will be completed in accordance with the contemplated timetable.

As of March 31, 2003, VERITAS had an aggregate of $528.7 million in convertible subordinate notes outstanding. This debt would be expensive to repay, and any default may impair its ability to borrow or raise capital.

In October 1997, VERITAS issued $100.0 million in aggregate principal amount at maturity of 5.25% convertible subordinated notes due 2004, of which $64.0 million was outstanding as of March 31, 2003. In August 1999, VERITAS issued $465.8 million in aggregate principal amount at maturity of 1.856% convertible subordinated notes due 2006, of which $464.7 million was outstanding as of March 31, 2003. As of March 31, 2003, the annual interest payments on VERITAS outstanding 5.25% notes were $3.4 million and the annual interest payments on VERITAS outstanding 1.856% notes were $8.6 million, all of which VERITAS plans to fund from cash flows from operations. As of March 31, 2003, VERITAS debt to equity ratio was 0.1576. VERITAS will need to generate substantial amounts of cash from its operations to fund interest payments and to repay the principal amount of debt when it matures, while at the same time funding capital expenditures and VERITAS other working capital needs. If VERITAS does not have sufficient cash to pay interest or principal on its debts as they come due, VERITAS could be in default of those debts. For example, if VERITAS does not make timely payments, the notes could be declared immediately due and payable, in which event VERITAS would be required to immediately repay the notes in their entirety. A default under the notes could result in a reduction of VERITAS credit rating and make it more difficult for VERITAS to raise capital and adversely affect the trading price of VERITAS common stock. In addition, repayment of the notes upon a default would significantly reduce the amount of cash, cash equivalents and short term investments available for funding VERITAS research and development efforts, geographic expansion and strategic acquisitions in the future. VERITAS outstanding debt could also increase VERI-

Table of Contents

TAS vulnerability to adverse economic and industry conditions by making it more difficult for VERITAS to raise capital if needed. In addition, any changes in accounting rules regarding VERITAS operating leases and built-to-suit facilities may affect VERITAS debt levels and operating expenses in the future.

If VERITAS does not protect its proprietary information and prevent third parties from making unauthorized use of VERITAS products and technology, VERITAS revenues could be harmed.

VERITAS relies on a combination of copyright, patent, trademark and trade secret laws, confidentiality procedures, contractual provisions and other measures to protect its proprietary information. All of these measures afford only limited protection. These measures may be invalidated, circumvented or challenged, and others may develop technologies or processes that are similar or superior to VERITAS technology. VERITAS may not have the proprietary information controls and procedures in place that it needs to protect its proprietary information adequately. In addition, because VERITAS licenses the source code for some of its products to third parties, there is a higher likelihood of misappropriation or other misuse of VERITAS intellectual property. VERITAS also licenses some of its products under shrink wrap license agreements that are not signed by licensees and therefore may be unenforceable under the laws of some jurisdictions. Despite VERITAS efforts to protect its proprietary rights, unauthorized parties may attempt to copy VERITAS products or to obtain or use information that VERITAS regards as proprietary.

Third parties claiming that VERITAS infringes their proprietary rights, could cause VERITAS to incur significant legal expenses and prevent VERITAS from selling products.

From time to time, VERITAS receives claims that it has infringed the intellectual property rights of others. As the number of products in the software industry increases and the functionality of these products further overlaps, VERITAS believes that it may become increasingly subject to infringement claims, including patent and copyright infringement claims. VERITAS has received several trademark claims in the past and may receive more claims in the future based on the name VERITAS, which is a word commonly used in trade names throughout Europe and the western hemisphere. VERITAS has also received patent infringement claims in the past and may receive more claims in the future based on allegations that VERITAS products infringe upon patents held by third parties. In addition, former employers of VERITAS former, current or future employees may assert claims that such employees have improperly disclosed to VERITAS the confidential or proprietary information of these former employers. Any such claim, with or without merit, could:

- be time consuming to defend;
- result in costly litigation;
- divert management s attention from VERITAS core business;
- require VERITAS to stop selling, to delay shipping or to redesign VERITAS product; and
- require VERITAS to pay monetary amounts as damages, for royalty or licensing arrangements, or to satisfy indemnification obligations that VERITAS has with some of its customers.

In addition, VERITAS licenses and uses software from third parties in its business. These third party software licenses may not continue to be available to VERITAS on acceptable terms. Also, these third parties may from time to time receive claims that they have infringed the intellectual property rights of others, including patent and copyright infringement claims, which may affect VERITAS ability to continue licensing this software. VERITAS inability to use any of this third party software could result in shipment delays or other disruptions in its business, which could materially and adversely affect VERITAS operating results.

If VERITAS discontinues reporting financial results using non-GAAP financial measures, investors may be confused about its operating results and VERITAS stock price could decline.

VERITAS announced its intention to discontinue reporting non-GAAP financial measures (sometimes called pro forma reporting) beginning with its earnings announcement for the quarter ending September 30,

Table of Contents

2003. Historically, VERITAS reported its financial results using both GAAP financial measures and non-GAAP financial measures, which typically excluded the impact of purchase accounting adjustments and the impact of other special items on VERITAS operating results. It is possible that, as VERITAS transitions away from pro forma reporting, investors may be confused about VERITAS operating results, particularly with regard to comparisons to VERITAS operating results for prior periods. If this occurs, the market price of VERITAS common stock could decline.

Natural disasters could disrupt VERITAS business and result in loss of revenue or higher expenses.

VERITAS must protect its business and its network infrastructure against damage from earthquakes, floods, hurricanes and similar events. Many of VERITAS operations are subject to these risks, particularly VERITAS operations located in California. A natural disaster or other unanticipated problem could adversely affect VERITAS business, including both VERITAS primary data center and other internal operations and VERITAS ability to communicate with its customers or sell its products over the Internet.

Some provisions in VERITAS charter documents and its stockholder rights plan may prevent or deter an acquisition of VERITAS.

Some of the provisions in VERITAS charter documents may deter or prevent certain corporate actions, such as a merger, tender offer or proxy contest, which could affect the market value of VERITAS securities. These provisions include:

- VERITAS board of directors is authorized to issue preferred stock with any rights it may determine;
- VERITAS board of directors is classified into three groups, with each group of directors to hold office for three years;
- VERITAS stockholders are not entitled to cumulate votes for directors and may not take any action by written consent without a meeting; and
- special meetings of VERITAS stockholders may be called only by VERITAS board of directors, by the chairman of the board or by VERITAS chief executive officer, and may not be called by VERITAS stockholders.

VERITAS also has in place a stockholder rights plan that is designed to discourage coercive takeover offers. In general, VERITAS stockholder rights plan provides its existing stockholders (other than an existing stockholder that becomes an acquiring person) with rights to acquire shares of VERITAS common stock at 50% of its trading price if a person or entity acquires, or announces its intention to acquire, 15% of more of the outstanding shares of VERITAS common stock, unless VERITAS board of directors elects to redeem these rights.

VERITAS board of directors could utilize the provisions of its charter documents and stockholder rights plan to resist an offer from a third party to acquire VERITAS, including an offer to acquire VERITAS common stock at a premium to its trading price or an offer that is otherwise considered favorable by VERITAS stockholders.

Risks Related to Precise s Operations in Israel

Potential political, economic and military instability in Israel may adversely affect Precise s results of operations.

Precise s largest research and development facility and the third party manufacturer of many of Precise s products are located in Israel and a small portion of Precise s sales is currently being made to customers in Israel. Accordingly, political, economic and military conditions in Israel directly affect Precise s operations. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors. A state of hostility, varying in degree and intensity, has led to security and economic problems for Israel. Since September 2000, there has been a high level of violence between Israel and the Palestinians. Any armed conflicts or political instability in the region and, specifically, the war in Iraq, could negatively affect business conditions and harm Precise s results of operations. Precise cannot predict the effect on the region of the increase in the degree of violence between Israel and the Palestinians. Parties with whom Precise has done business have declined to travel to Israel during periods of heightened unrest and tension, forcing Precise to make alternative arrangements when necessary. Furthermore, several countries restrict business with Israel and Israeli companies, and additional countries may restrict doing business with Israel and Israeli companies as a result of the recent increase in hostilities. These restrictive laws and policies may seriously harm Precise s operating results, financial condition and the expansion of Precise s business.

Precise s operations may be negatively affected by the obligations of Precise s personnel to perform military service.

Many of Precise s employees in Israel are obligated to perform military reserve duty. In addition, in the event of a war, military or other conflict, including the ongoing conflict with the Palestinians and the war in Iraq, individuals could be required to serve in the military for extended periods of time. Precise s operations could be disrupted by the absence for a significant period of time of one or more of Precise s key employees or a significant number of Precise s other employees due to military service. Any such disruption in Precise s operations could harm its business.

Because most of Precise s revenues are generated in non-Israeli currencies, but a portion of its expenses are incurred in New Israeli Shekels, inflation and currency fluctuations could seriously harm Precise s results of operations.

Precise generates most of its revenues in U.S. dollars but a portion of the costs associated with its Israeli operations is in New Israeli Shekels, or NIS. Precise also pays some of its international-based sales and support staff in local currencies, such as the British pound sterling and the Euro. As a result, Precise is exposed to risks to the extent that the rate of inflation in Israel, in the U.K. or in Europe exceeds the rate of devaluation of the NIS, the British pound sterling or the Euro in relation to the U.S. dollar or if the timing of such devaluations lags behind inflation in Israel, in the U.K. or in Europe. In that event, the cost of Precise s operations in Israel, the U.K. and Europe measured in terms of U.S. dollars will increase and Precise s U.S. dollar-measured results of operations will suffer. Historically, Israel has experienced periods of high inflation. Precise s results of operations also could be harmed if Precise is unable to guard against currency fluctuations in Israel, the U.K. or other countries in which it may employ sales or support staff in the future.

Precise intends to rely upon tax benefits from the State of Israel but those tax benefits may not be available to Precise at that time.

Precise is eligible for certain tax benefits for the first several years in which Precise generates taxable income pursuant to Israel s Law for the Encouragement of Capital Investments, 1959. Although Precise has not historically generated taxable income for purposes of this law, Precise expects to begin to use these tax benefits in either 2003 or 2004, depending on when Precise becomes profitable in Israel. Precise s financial condition could suffer if these tax benefits were subsequently reduced or not available to Precise.

In order to receive tax benefits, Precise must comply with the conditions of the certificates of approval that were granted to its approved enterprise programs. If Precise fails to comply in whole or in part with these conditions, the tax benefits that it expects to receive could be partially or fully canceled. In that event, Precise could be forced to refund the amount of the benefits it has received, adjusted for inflation and interest. From time to time, the government of Israel has discussed reducing or eliminating the benefits available under the approved enterprise regime. Thus, these tax benefits may not be continued with respect to future programs at their current levels or at all.

Additionally, in the event that Precise increases its activities outside of Israel due to, for example, future acquisitions or internal restructuring, those increased activities generally will not be eligible for inclusion in Israeli tax benefit programs. Accordingly, Precise s effective corporate tax rate could increase significantly in the future as the revenues generated by the new activities will not qualify for approved enterprise treatment.

Table of Contents

The transfer and use of portions of Precise s technology are limited because of research and development grants Precise received from the Israeli government.

Precise s research and development efforts associated with the development of the technology embedded in Precise/ Indepth for Oracle software have been partially financed through grants from the Office of the Chief Scientist of the Israeli Ministry of Industry and Trade. Precise has developed software funded partially by Chief Scientist grants that subject it to royalty payments and restrictions, which could limit or prevent Precise s growth and profitability. The know-how developed with this funding may not be transferred outside of Israel. The products incorporating the software developed with this know-how, or any part thereof, may not be manufactured outside of Israel, without appropriate governmental approvals. These restrictions do not apply to the sale or export from Israel of Precise s products incorporating software developed with this know-how. These restrictions will continue to apply to Precise after the merger, despite the fact that it has already paid the full amount of royalties ordinarily payable in respect of the grants. These restrictions extend to any derivative or related products or software containing the technologies developed with the financial assistance of the Office of the Chief Scientist. Since Precise s Indepth for SQL Server and Indepth for DB2 UDB products may contain technologies present in Precise/ Indepth for Oracle, the Office of the Chief Scientist may maintain that these products are also subject to the restrictions discussed above. If the Chief Scientist consents to the manufacture of Precise s software outside Israel, the regulations prescribe the payment of royalties at an increased rate, as well as an increase, which may range from 120% to 300% of the amount of the Chief Scientist grant, depending on the percentage of foreign manufacture, in the total amount of royalties.

Table of Contents

EXTRAORDINARY MEETING OF PRECISE SHAREHOLDERS

General

Precise is furnishing this proxy statement/ prospectus to holders of Precise ordinary shares in connection with the solicitation of proxies by the Precise board of directors for use at the extraordinary meeting of shareholders to be held on June 28, 2003, and any adjournment thereof.

This proxy statement/ prospectus is first being furnished to shareholders of record of Precise on or about June 2, 2003. A notice of an extraordinary meeting of the shareholders of Precise was mailed to all shareholders on or about December 27, 2002 in accordance with the requirements of the Israeli Companies Law, 1999. Notifications regarding a change in the meeting date and applicable record date were mailed to the shareholders on or about February 26, 2003 and May 21, 2003, including a notice regarding the addition of Proposal No. 4. An additional notification of a change in the meeting date and applicable record date is attached to this proxy statement/ prospectus. The information provided in this proxy statement/ prospectus is intended to supplement the information provided in the notice and the notifications distributed to Precise shareholders. This proxy statement/ prospectus is also being furnished to Precise shareholders as a prospectus in connection with the potential issuance by VERITAS of shares of VERITAS common stock to Precise shareholders who receive the mixed consideration as contemplated by the merger agreement.

Date, Time and Place

The extraordinary meeting of shareholders will be held on June 28, 2003 at 10:30 p.m., local time, at Precise s U.S. offices at 690 Canton Street, Westwood, Massachusetts 02090.

Record Date

Precise s board of directors has fixed May 27, 2003, as the record date for determination of Precise shareholders entitled to attend and vote at the extraordinary meeting.

Vote of Precise Shareholders Required

As of the close of business on May 27, 2003, there were 30,344,642 ordinary shares of Precise outstanding and entitled to vote. Each Precise ordinary share is entitled to one vote. In general, the affirmative vote of 75% of the ordinary shares of Precise present and voting at a meeting at which a quorum is present will be required for the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement (Proposal No. 1). However, if VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary holds shares in Precise, then there is an additional requirement for the approval. The additional requirement is that a majority of the shareholders who are present at the extraordinary meeting, excluding VERITAS, the merger subsidiary, or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS, or the merger subsidiary, or anyone acting on their behalf, including their family members or entities under their control, shall not have voted against the merger. For these purposes, abstensions and broker non-votes are not considered to be votes against the merger.

Directors, each in his or her capacity as a shareholder, officers and other affiliated shareholders of Precise who collectively beneficially own approximately 6.7% of Precise s outstanding ordinary shares as of May 27, 2003, the record date for the extraordinary meeting, have entered into undertakings to vote their shares in favor of approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Amendment of Precise s articles of association (Proposal No. 2) and approval of the modification to the terms of director share options (Proposal No. 3) require the approval of a majority of the ordinary shares of Precise present and voting at a meeting at which a quorum is present. Any motion to adjourn a meeting at which a quorum is present to solicit additional votes (Proposal No. 4) will require the approval of a majority of the ordinary shares of Precise present and voting on the question of adjournment.

54

Table of Contents

Each of the above proposals is separate and independent from one another. Proposal No. 1 is not conditioned upon obtaining Precise shareholder approval of Proposal No. 2, Proposal No. 3 or Proposal No. 4 and Proposal No. 2 Proposal No. 3 and Proposal No. 4 are not conditioned upon approval of the other or upon obtaining Precise shareholder approval of Proposal No. 1.

Quorum

The quorum required for the extraordinary meeting is shareholders holding collectively at least one-third of the issued share capital of Precise, present in person or by proxy. Pursuant to Israeli law and Precise s articles of association, if within one hour from the time set for the meeting, a quorum is not present, the meeting shall without a vote stand adjourned to the same day in the next week, at the same time and place.

Abstentions; Broker Non-Votes

Precise will treat abstentions and shares represented by proxies that reflect abstentions as shares that are present for the purpose of determining the presence of a quorum. For the purpose of determining the outcome of the vote on Proposal No. 1, Precise will treat abstaining shares as not present and not voting with respect to that matter (even though abstaining shares are considered present for quorum purposes and may be voting on other matters) and, as a result, abstaining shares will have no effect on the outcome of the vote on Proposal No. 1. For the purpose of determining the outcome of the votes on the other proposals, Precise will treat abstaining shares as present and voting with respect to each other proposal and, as a result, the shares will have the effect of votes against the proposals.

Broker non-votes occur when a broker holding stock in street name votes the shares on some matters but not others. Brokers are permitted to vote on routine, non-controversial proposals in instances where they have not received voting instruction from the beneficial owner of the stock but are not permitted to vote on non-routine matters. The missing votes on non-routine matters are deemed to be broker non-votes. Precise will treat broker non-votes as shares that are present for the purpose of determining the presence of a quorum. However, for the purpose of determining the outcome of any matter as to which the broker or nominee has indicated on the proxy that it does not have discretionary authority to vote, Precise will treat broker non-votes as not present and not voting with respect to that matter (even though the shares are considered present for quorum purposes and may be voting on other matters).

Voting of Proxies

Precise requests that its shareholders complete, date and sign the accompanying proxy card and promptly return it in the accompanying envelope or as indicated on the proxy card. You may also send your completed and signed proxy card to Precise at 10 Hata asiya Street, Or-Yehuda 60408, Israel or 690 Canton Street, Westwood, MA 02090 or to Precise s transfer agent, American Stock Transfer and Trust Company, at 59 Maiden Lane, Plaza Level, New York, NY 10038, Attention: Karen Lazar. Brokers holding ordinary shares in street name may vote the shares only if the shareholder provides instructions on how to vote. Brokers will provide directions on how to instruct the broker to vote the shares. All properly executed proxies received at least 24 hours prior to the extraordinary meeting, and that are not revoked, will be voted in accordance with the instructions indicated on the proxies or, if no direction is indicated, to approve Proposal No. 1 as well as approve Proposal No. 2, Proposal No. 3 and Proposal No. 4. Other than as set forth in this proxy statement/ prospectus, Precise s board of directors does not currently intend to bring any other business before the extraordinary meeting and, so far as Precise s board of directors knows, no other matters are to be brought before the extraordinary meeting. If other business properly comes before the extraordinary meeting, the proxies will vote in accordance with their own judgment.

Shareholders may revoke their proxies at any time prior to use by delivering a signed notice of revocation or a later-dated signed proxy in the same way, to the same addresses and at the same time set for delivery of proxies, or by attending the extraordinary meeting in person and revoking the proxy by making a written or oral notice of revocation presented to the chairman of the meeting at the meeting. Attendance at the extraordinary meeting does not in itself constitute the revocation of a proxy.

Table of Contents

Precise will bear the costs of solicitation of proxies from its shareholders. In addition to solicitation by use of the mails, proxies may be solicited by directors, officers, employees or agents of Precise in person or by telephone, telegram or facsimile. In addition, Precise has retained Mellon Investor Services LLC to aid in the solicitation of proxies and to verify records relating to the solicitation for a fee of $7,000, plus reimbursement of reasonable expenses. The extent to which these proxy soliciting efforts will be necessary depends entirely upon how promptly proxies are received. You should send in your proxy by mail without delay.

You should notify Precise before voting at the extraordinary meeting or indicate on the proxy card, whether or not you indicate how you want to vote, whether you are: (1) a person or entity holding, directly or indirectly, 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary; (2) a person or entity acting on behalf of VERITAS, the merger subsidiary or a person or entity described in (1); or (3) a family member of, or an entity controlled by, VERITAS, the merger subsidiary or any of the foregoing. If you do not notify Precise as aforesaid, you will not be entitled to vote on Proposal No. 1 and your vote will not be counted with respect to Proposal No. 1.

Availability of Accountants

Kost, Forer & Gabbay, a member of Ernst & Young Global, independent public accountants in Israel, has acted as Precise s independent accountants since 1997. Representatives of Kost, Forer & Gabbay are expected to be present at the extraordinary meeting and will have an opportunity to make a statement if they desire to do so. They are also expected to be available to respond to appropriate questions.

Table of Contents

PROPOSAL NO. 1

THE MERGER

The following is a description of the material aspects of the merger, including the merger agreement. While we believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to you. We encourage you to read carefully this entire proxy statement/ prospectus, including the merger agreement and amendment no. 1 to the merger agreement attached to this proxy statement/ prospectus as Annex A and Annex AA, respectively, for a more complete understanding of the merger.

Background of the Merger

VERITAS and Precise have been familiar with each other s businesses for several years and have periodically engaged in discussions regarding possible business arrangements. For example, in early 2002, employees of VERITAS and Precise engaged in several discussions regarding possible licensing or reseller arrangements between the two companies.

Michael Miracle, a member of Precise s board of directors, served as the vice president of corporate business development of VERITAS from February 1998 to October 2001. Following his departure from VERITAS, Mr. Miracle contacted Precise and offered his services in an advisory capacity. Precise did not retain Mr. Miracle at that time. In April 2002, Precise contacted Mr. Miracle regarding the possibility of Mr. Miracle filling a vacancy on Precise s board of directors triggered by the retirement of one of Precise s directors. Mr. Miracle agreed to serve on the Precise board of directors. On April 22, 2002, Mr. Miracle was appointed to the Precise board of directors, and elected for a three year term by Precise s shareholders on May 30, 2002. Mr. Miracle had no involvement in or knowledge of the discussions between VERITAS and Precise regarding a possible business combination until the entire Precise board of directors was informed of the discussions.

On April 24, 2002, employees in VERITAS advanced technology, product operations and corporate development groups, met with Shimon Alon, the chief executive officer of Precise, Itzhak (Aki) Ratner, the president of Precise, Benjamin Nye, the chief operating officer of Precise, and Najaf Husain, general manager of the Precise SRM division, in Westwood, Massachusetts to discuss partnership opportunities relating to Precise s storage resource management (SRM) products.

On May 7, 2002, Gary L. Bloom, the president and chief executive officer of VERITAS, Kris Hagerman, the senior vice president of strategic operations of VERITAS, and employees in VERITAS advanced technology, product operations and corporate development groups, met with Messrs. Alon and Nye in Mountain View, California to discuss the potential for a business combination between VERITAS and Precise. Both parties indicated a willingness to proceed with discussions.

On May 23, 2002, Mr. Hagerman indicated VERITAS interest in a possible business combination with Precise in a conference call with Messrs. Alon and Nye.

From May 30, 2002 to June 5, 2002, representatives of VERITAS and representatives of Credit Suisse First Boston, VERITAS financial advisor, held several telephone conferences to discuss a potential business combination with Precise.

During the week of June 3, 2002, Mr. Hagerman and employees in VERITAS corporate development group, held several telephone conferences with Messrs. Alon and Nye to discuss the potential for a business combination between VERITAS and Precise.

On June 9, 2002, an employee in VERITAS corporate development group telephoned Mr. Nye to discuss financial due diligence on Precise.

On June 12, 2002, Mr. Hagerman telephoned Mr. Alon to further discuss the possibility of a business combination between the companies and how best to proceed with exploring a potential transaction.

Table of Contents

On June 13, 2002, VERITAS and Precise executed a nondisclosure agreement to facilitate discussions between the parties.

On June 14, 2002, the VERITAS board of directors held a meeting at which it discussed the possible business combination with Precise. On that same day, VERITAS presented to Precise a non-binding proposal outlining terms for a potential business combination between the companies.

On June 17, Messrs. Alon and Nye consulted Anton Simunovic, a member of the Precise board of directors, regarding the non-binding proposal presented by VERITAS. On that same day, Mr. Hagerman had a telephonic meeting with Messrs. Alon and Nye to discuss VERITAS non-binding proposal. During that conversation, Messrs. Alon and Nye informed Mr. Hagerman that Precise was rejecting VERITAS non-binding proposal based on the proposed pricing terms.

On June 25, 2002, Mr. Hagerman and employees in VERITAS corporate development group, met with Messrs. Alon and Nye in Westwood, Massachusetts to discuss VERITAS proposed valuation of Precise. No resolution was reached as to the pricing of the potential business combination and Messrs. Alon and Nye again rejected VERITAS earlier proposed valuation of Precise.

On June 28, 2002, the VERITAS board of directors held a meeting at which it discussed the potential business combination with Precise.

During the period from July 8, 2002 to July 12, 2002, Mr. Hagerman and employees in VERITAS corporate development group, held several telephone conferences with Messrs. Alon and Nye to discuss potential synergies and benefits of a potential business combination.

On July 17, 2002, August 13, 2002 and August 28, 2002, the VERITAS board of directors held meetings at which it discussed the potential business combination with Precise.

On August 29, 2002, VERITAS presented to Precise a revised non-binding proposal outlining terms for a possible business combination between the companies.

During the week of September 2, 2002, Messrs. Alon and Nye discussed the possible business combination with Ron Zuckerman, Precise s chairman of the board, and individually with other members of Precise s board of directors, including Gary Fuhrman and Mr. Simunovic.

On September 4, 2002, VERITAS formally engaged Credit Suisse First Boston to act as VERITAS financial advisor in connection with the possible business combination with Precise.

On September 5, 2002, Precise formally engaged Goldman, Sachs & Co. to act as Precise s financial advisor in connection with the possible business combination with VERITAS.

On September 6, 2002, a second party expressed to Mr. Nye an interest in discussing a potential business combination with Precise and requested an opportunity to conduct financial and legal due diligence on Precise.

On September 10, 2002, a telephone conference to discuss upcoming diligence sessions in Dedham, Massachusetts was held between Mr. Hagerman and employees in VERITAS corporate development group and legal department, Mr. Nye, Mohamoud Garad, Precise s vice president of strategic planning, and Marianne Horan, Precise s director of corporate and business affairs, representatives of Credit Suisse First Boston, representatives of Goldman, Sachs & Co., representatives of Wilson Sonsini Goodrich & Rosati, Professional Corporation, legal counsel for VERITAS, and representatives of Piper Rudnick LLP, legal counsel for Precise.

From September 10, 2002 to September 11, 2002, Messrs. Alon, Ratner, Nye and Garad and Rami Schwartz, Precise s executive vice president of research and development, and the second party and the parties respective financial advisors and legal counsel met in Dedham and Westwood, Massachusetts to conduct financial and legal due diligence on Precise.

On September 12, 2002, the second party presented to Precise a non-binding proposal outlining terms for a possible business combination between Precise and the second party, subject to additional due diligence and exclusivity.

Table of Contents

On September 13, 2002, the Precise board of directors held a special meeting to consider the proposals by VERITAS and the second party. Representatives from Goldman Sachs and Piper Rudnick advised the board on the proposals. The board designated Messrs. Zuckerman, Fuhrman and Simunovic to advise Precise s management regarding the proposals. Following the advice of its financial advisors, the Precise board of directors determined that the current VERITAS proposal was more favorable than the proposal submitted by the second party because the price then being offered by the second party was a range, no part of which was higher than the price being offered by VERITAS, and because VERITAS proposal contained less onerous closing conditions and required a shorter time period to execute a definitive agreement, providing Precise with greater likelihood of closing a transaction. The board directed Goldman Sachs to continue its discussions on behalf of Precise with VERITAS and to communicate to the second party that its proposal was not sufficient for Precise to agree to negotiate exclusively with the second party.

From September 13, 2002 to September 14, 2002, Joseph Julian, VERITAS senior vice president for Americas sales operations, and employees in VERITAS corporate development and strategic operations groups and financial reporting and accounting staff, Messrs. Alon, Nye and Garad and Ms. Horan, and representatives of the respective financial advisors and legal counsel for VERITAS and Precise met in Dedham, Massachusetts to conduct financial and legal due diligence on Precise.

During the week of September 16, 2002, the second party revised its non-binding proposal originally submitted on September 12, 2002. Goldman Sachs, on behalf of Precise, indicated to the second party that its revised proposal was not competitive at that time because the price offered by the second party was below the price then being offered by VERITAS.

From September 15, 2002 to September 18, 2002, an employee in VERITAS corporate development group and representatives of Credit Suisse First Boston participated in several telephone conferences with representatives of Goldman Sachs to discuss the potential business combination with Precise.

In mid-September 2002, VERITAS engaged KPMG LLP to conduct accounting due diligence on Precise, following which representatives of KPMG conducted accounting due diligence on Precise in Westwood, Massachusetts and in Israel.

On September 17, 2002, employees in VERITAS technology planning and product operations groups, met Mr. Husain and employees in Precise s research and development group in Reston, Virginia, to conduct technical due diligence on Precise s SRM products.

From September 18, 2002 to September 19, 2002, Fred van den Bosch, VERITAS chief technology officer and executive vice president of VERITAS advanced technology group, and employees in VERITAS product operations group met with Mr. Schwartz in Tel Aviv, Israel, to discuss technical due diligence on Precise.

On September 20, 2002, Mr. Bloom had a telephonic meeting with Mr. Alon. During this discussion, Messrs. Bloom and Alon agreed to suspend their discussions until after September 30, 2002 in order to focus the attention of management of both companies on their respective businesses at the quarter end.

On October 3, 2002, at the instruction of VERITAS, Credit Suisse First Boston delivered to Precise a draft merger agreement and a draft exclusivity agreement prepared by Wilson Sonsini Goodrich & Rosati.

On October 7, 2002, Precise agreed to negotiate exclusively with VERITAS until October 23, 2002 with respect to a potential business combination.

On October 11, 2002, Piper Rudnick delivered comments to Wilson Sonsini Goodrich & Rosati on the draft merger agreement previously delivered on October 3, 2002.

From October 14, 2002 to October 16, 2002, employees in VERITAS corporate development group, Messrs. Nye and Garad and Marc Venator, the chief financial officer of Precise, and Richard Forcier, Precise s global corporate controller, and representatives of Credit Suisse First Boston and Goldman Sachs met in Dedham, Massachusetts to continue due diligence on Precise. During this time, Mark Bregman, VERITAS executive vice president, product operations, and employees in VERITAS product operations group, met with Messrs. Ratner and Schwartz in Tel Aviv, Israel, to conduct operational due diligence on Precise.

On October 17, 2002, Wilson Sonsini Goodrich & Rosati delivered to Precise a revised draft of the merger agreement. On that same day, Mr. Bregman and employees in VERITAS product operations group, met with Mr. Husain and employees in Precise s SRM division, in Reston, Virginia, to conduct operational due diligence on Precise.

From October 17, 2002 to October 22, 2002, the parties and their respective legal and financial advisors continued to negotiate terms, valuation and structure of a potential transaction, and representatives of VERITAS, Credit Suisse First Boston, KPMG and Wilson Sonsini Goodrich & Rosati continued to conduct due diligence on Precise. On October 18, 2002, Paul Sallaberry, VERITAS executive vice president, sales strategy, and other employees of VERITAS held a telephone conference with Messrs. Alon, Nye and Garad, Joseph McCurdy, Precise s executive vice president of business operations, and Todd Fredrick, senior vice president of sales for the Precise SRM division, to discuss Precise s sales operation.

On October 21, 2002, the Precise board of directors held a regularly scheduled board meeting at which it discussed the status of the potential business combination with VERITAS.

During the evening of October 22, 2002, representatives of Credit Suisse First Boston and Goldman Sachs had a telephone conference to discuss valuation. Goldman Sachs, on behalf of Precise s management and board of directors, responded that it believed that the valuation proposed by VERITAS would be insufficient to conclude a transaction with Precise.

On October 23, 2002, the VERITAS board of directors held a meeting at which it discussed the potential business combination with Precise. On that same day, the period during which Precise agreed to negotiate exclusively with VERITAS expired.

On October 24, 2002, Goldman Sachs, on behalf of Precise, contacted the second party regarding its continued interest in a potential transaction with Precise.

On October 25, 2002, the VERITAS board of directors held a special telephonic meeting to discuss the potential business combination with Precise.

On October 26, 2002, Mr. Bloom telephoned Mr. Alon to discuss a revised non-binding proposal.

During the week of October 28, 2002, Mr. Bloom contacted Mr. Alon to discuss the revised non-binding proposal. No agreement was reached, but Messrs. Bloom and Alon determined that Messrs. Hagerman and Nye should continue to discuss the terms of VERITAS proposal. Messrs. Hagerman and Nye discussed the proposal several times during the following week.

During the weeks of October 28, 2002 and November 4, 2002, Goldman Sachs, on behalf of Precise, conducted further discussions with the second party regarding its continued interest in a potential transaction with Precise. No proposal from the second party resulted from these discussions.

On November 5, 2002, the VERITAS board of directors also held a meeting at which it discussed the potential business combination with Precise. On that same day, Messrs. Bloom and Hagerman and an employee in VERITAS corporate development group and Messrs. Alon and Nye met in Menlo Park, California to discuss valuation issues. During this meeting, VERITAS increased the valuation in its proposal, but Precise s management stated that such valuation remained inadequate and decided to terminate the discussions regarding a business combination at that time. Following this meeting, Precise requested that VERITAS return all confidential materials previously provided.

During the weeks of November 11, 2002 and November 18, 2002, representatives of Credit Suisse First Boston, on behalf of VERITAS, and Goldman Sachs, on behalf of Precise, held additional discussions regarding valuation issues.

On November 22, 2002, discussions were held between representatives of Credit Suisse First Boston, on behalf of VERITAS, and Goldman Sachs, on behalf of Precise, concerning a revised non-binding proposal from VERITAS. Terms of that proposal included consideration for each Precise ordinary share of $16.50 in cash, with an ability to elect to receive 25% of the consideration in VERITAS common stock. Based on these improved pricing terms, Precise management agreed to reconsider a possible business combination with VERITAS.

On November 24, 2002, Wilson Sonsini Goodrich & Rosati delivered a revised draft of the merger agreement to Piper Rudnick. From November 24, 2002 to December 2, 2002, the parties and their respective legal and financial advisors continued to discuss open issues relating to the merger agreement.

During the week of November 26, 2002, at the instruction of VERITAS, Credit Suisse First Boston delivered to Goldman Sachs initial drafts of the employment agreements prepared by Wilson Sonsini Goodrich & Rosati for Messrs. Alon, Nye, Ratner, Schwartz, Husain and Fredrick and Daniel Germain, Precise s vice president of customer support.

On December 4, 2002, Wilson Sonsini Goodrich & Rosati delivered a revised draft of the merger agreement to Piper Rudnick. Also on December 4, 2002, employees in VERITAS corporate development group and legal department and representatives of Wilson Sonsini Goodrich & Rosati met in New York with representatives of Piper Rudnick to discuss open issues on the revised draft merger agreement. Representatives of Precise were not present at that meeting. Following the meeting, Piper Rudnick delivered to Wilson Sonsini Goodrich & Rosati a list of questions and business issues related to its review of the draft employment agreements. Negotiations at this meeting covered all aspects of the transaction, including, among other things, the representations and warranties made by the parties, the definition of material adverse effect and the conditions to completion of the proposed merger, including the elimination or limitation of certain conditions related to employee retention and Israeli regulatory approvals. In these negotiations, Precise and its financial and legal advisors sought to obtain greater certainty of closure. These negotiations also covered the restrictions on the conduct of Precise s business pending the closing, the details of the no shop clause and the ability of Precise s board of directors to change its recommendation or terminate the agreement under certain circumstances, the details related to the termination fee, and whether voting agreements would be required of Precise s executive officers and directors and the terms of these voting agreements.

From December 5, 2002 to December 10, 2002, VERITAS and Precise and their advisors discussed open business issues related to the draft merger agreement. These negotiations covered remaining unresolved significant issues, including the definition of material adverse effect and the conditions to completion of the proposed merger, as well as issues related to limitations on the ability to offer VERITAS common stock as merger consideration to Israeli shareholders. VERITAS revised the employment agreements and provided revised drafts to Precise on December 10, 2002.

On December 11, 2002, a telephone conference was held between an employee in VERITAS corporate development group and representatives of Precise, including Messrs. Garad and Forcier, and the parties legal and financial advisors to discuss outstanding due diligence items. Also on December 11, 2002, Wilson Sonsini Goodrich & Rosati delivered a revised draft of the merger agreement to Piper Rudnick.

From December 11, 2002 to December 16, 2002, the parties and their legal and financial advisors continued due diligence and discussions on the merger agreement and related agreements.

On December 15, 2002, Mr. Alon discussed with Mr. Zuckerman the status of the potential business combination with VERITAS.

From December 16, 2002 to December 18, 2002, the parties and their respective legal and financial advisors continued due diligence, and Precise and its advisors conducted financial and legal due diligence on VERITAS.

On December 16, 2002, Wilson, Sonsini, Goodrich & Rosati delivered a revised draft of the merger agreement to Piper Rudnick.

From December 16, 2002 to December 19, 2002, the parties and their respective legal counsel finalized the merger agreement and the related agreements.

Table of Contents

On December 17, 2002, the VERITAS board of directors convened a special telephonic meeting to consider the proposed business combination with Precise and the terms and conditions of the merger agreement. After discussion, the meeting was adjourned until the next day. On that same day, Wilson, Sonsini, Goodrich & Rosati delivered the revised employment agreements to Precise. On December 18, 2002, the VERITAS board of directors reconvened the meeting adjourned the prior evening. A representative of Credit Suisse First Boston and a representative of Wilson Sonsini Goodrich & Rosati attended the December 17-18, 2002 meeting. After considering the terms of the proposed transaction and considering the advice of its financial and legal advisors, the VERITAS board of directors approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

On December 17, 2002, Messrs. Zuckerman, Fuhrman and Simunovic consulted with Messrs. Alon and Nye in a telephonic meeting regarding the business combination with VERITAS and the terms and conditions of the merger agreement, the merger and the other transactions contemplated by the merger agreement. Representatives of Goldman Sachs made a presentation regarding its analyses of the consideration to be received by Precise shareholders in the merger, and responded to various questions raised by these directors. Representatives of Piper Rudnick also attended the meeting and provided an outline of the terms and conditions of the proposed merger agreement, and responded to various questions raised by these directors. Discussion ensued.

On December 18, 2002, the Precise board of directors, including the members of the audit committee, held a special telephonic meeting with respect to the business combination with VERITAS and the terms and conditions of the merger agreement. Representatives of Goldman Sachs and Piper Rudnick attended the meeting of the board of directors. Goldman Sachs presented its analyses of the consideration to be received by Precise shareholders in the merger and delivered its oral opinion, which was subsequently confirmed in writing, that as of the date of its written opinion and subject to the assumptions and limitations set forth therein, the aggregate merger consideration to be received by all holders of Precise ordinary shares pursuant to the merger agreement was fair from a financial point of view to such holders, in the aggregate. Representatives of Piper Rudnick gave a presentation on the merger agreement and related documents previously distributed to the directors and advised the board of directors regarding their fiduciary duties. The Precise board of directors asked clarification questions of representatives of Goldman Sachs and Piper Rudnick regarding their respective presentations and the representatives responded to such questions. The Precise board of directors did not engage in any discussions or adopt any resolutions at this meeting. Because Precise s directors and non-director office holders have a personal interest, directly or indirectly, in the merger agreement, the merger and the other transactions contemplated by the merger agreement, as required by Israeli law, the consideration of these matters was first referred to Precise s audit committee.

Immediately after conclusion of the special telephonic meeting of Precise s board of directors on December 18, 2002, Precise s audit committee convened a special telephonic meeting to consider the terms and conditions of the merger agreement, the merger and the other transactions contemplated by the merger agreement, including VERITAS agreement to assume the obligations of Precise under existing indemnification agreements or to enter into new indemnification agreements with Precise s directors and specified officers and amend Precise s articles of association regarding indemnification and insurance, the purchase by Precise of tail or runoff directors and officers liability insurance and the employment agreement between Mr. Alon and VERITAS. The audit committee also considered the proposed modifications to the director share options. Precise s audit committee consists of three independent directors, two of whom are external directors within the meaning of the Israeli Companies Law. Representatives of Goldman Sachs and Piper Rudnick attended the meeting of the audit committee and responded to various questions raised by members of the audit committee regarding the matters being considered at the meeting. The audit committee noted the normal and customary nature of the transactions in which Precise s directors and non-director office holders had a personal interest. After discussing the terms of the proposed transactions, including the personal interests of Precise s directors and non-director office holders in the merger, the audit committee approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and, subject to shareholder approval, the modifications to the director share options and recommended that these matters be submitted to Precise s entire board of directors for discussion and approval.

Immediately after the conclusion of the special telephonic meeting of Precise s audit committee on December 18, 2002, the entire board of directors of Precise reconvened to consider the terms and conditions of the merger agreement, the merger and the transactions contemplated by the merger agreement. The board of directors also considered the modifications to the director share options, as recommended by the audit committee, and the proposed amendment of the articles of association regarding indemnification and insurance. Representatives of Goldman Sachs and Piper Rudnick attended the meeting of the board of directors and responded to various questions raised by members of Precise s board of directors. After discussing the terms of the proposed transactions, including the personal interests of Precise s directors and non-director office holders in the merger agreement, the merger and the other transactions contemplated by the merger agreement and in the modifications to the director share options, the board of directors approved the merger agreement, the merger and the other transactions contemplated by the merger agreement, the modifications to the director share options and the amendment of the articles of association regarding indemnification and insurance. The board recommended that these matters be submitted to Precise s shareholders for approval at the extraordinary meeting.

During the early morning of December 19, 2002, VERITAS and Precise executed the merger agreement on substantially the same terms as the draft distributed to the Precise board of directors and the VERITAS board of directors, the applicable parties signed the related agreements, and VERITAS and Precise issued a joint press release announcing the execution of the merger agreement.

On May 23, 2003, VERITAS and Precise executed amendment no. 1 to the merger agreement attached to this proxy statement/prospectus as Annex AA.

Precise s Reasons for the Merger

On December 18, 2002, the board of directors of Precise unanimously (1) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Precise and its shareholders, and (2) approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. The board of directors of Precise has unanimously recommended that the Precise shareholders vote FOR the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement for the reasons set forth below:

The cash merger consideration of $16.50 proposed by VERITAS represented a premium of approximately 36.9% over $12.05, the closing price per Precise ordinary share as reported on The Nasdaq National Market on December 18, 2002. In addition, the ability of Precise shareholders to elect to receive the mixed consideration at any time up to the close of business on the last business day prior to the extraordinary meeting represented the potential for Precise shareholders to receive consideration with a value in excess of $16.50. Based on the per share closing price of VERITAS common stock of $17.29 as reported on The Nasdaq National Market on December 18, 2002, the value of the mixed consideration would have been $16.46 per Precise ordinary share. Since Precise s initial public offering on June 28, 2000, Precise ordinary shares had traded between $6.45 and $44.38 per share.

The opinion of Precise s financial advisor, Goldman, Sachs & Co., that as of December 19, 2002, and based upon and subject to the facts and assumptions set forth in the opinion, the aggregate merger consideration to be received by all holders of Precise ordinary shares pursuant to the merger agreement was fair from a financial point of view to such shareholders, in the aggregate, as more fully described below under the caption Opinion of Precise s Financial Advisor.

Considering the financial position of the merging companies, no reasonable concern exists that Precise, as the surviving corporation in the merger, will be unable to fulfill the obligations of Precise to its creditors.

Table of Contents

In connection with the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement and the recommendation to the Precise shareholders, the board of directors of Precise also considered, among others, the following positive and potentially negative factors:

The terms and conditions of the merger agreement and related agreements, including the willingness of Precise s directors, each in his or her capacity as a shareholder, officers and certain affiliated shareholders to commit to vote in favor of the proposed merger.

The review of, and discussions with, Precise s senior management, financial and legal advisors and accountants, regarding certain business, financial, legal and accounting aspects of the proposed merger and the results of business due diligence reviews.

The ability to leverage VERITAS global distribution channels, proven brand recognition and existing customer, partner and strategic relationships to accelerate Precise s market penetration.

The ability to benefit from VERITAS greater corporate resources and increase competitiveness through synergies and internal economies of scale.

The impact of the proposed merger on Precise s customers, distributors and employees, including the possibility that the proposed merger might adversely affect relationships between Precise and certain of its customers and distributors, the risk that key management and technical personnel might leave Precise and the resulting effect on both the prospects of consummating the proposed merger and the business of Precise if the proposed merger were not consummated.

The ability of Precise s Israeli shareholders to receive the cash equivalent of the mixed consideration, even though prohibited under Israeli law from receiving VERITAS common stock.

The ability of Precise s Israeli shareholders to use any cash received in the merger to purchase VERITAS common stock on the open market and, as a result, participate in any future increases in the value of the combined company.

VERITAS ability to integrate Precise, and VERITAS record of integrating companies previously acquired by it.

The likelihood of the proposed merger being approved by the appropriate regulatory authorities.

The terms of the proposal by the second party and the opportunities and alternatives available to Precise if the proposed merger were not consummated.

The ability of Precise to accept a superior proposal, as defined in the merger agreement, after payment of a termination fee.

The possibility that certain provisions of the merger agreement, including the non-solicitation and other protective provisions, might have the effect of discouraging other persons potentially interested in acquiring Precise from pursuing such an opportunity.

The above discussion of the information and factors considered by the board of directors of Precise is not intended to be exhaustive. In view of the variety of factors considered and qualitative judgments made with respect to such factors in connection with its evaluation of the proposed merger, the board of directors did not find it practicable to quantify, analyze or assign relative weights to each individual factor to reach its determination. Individual members of Precise s board may have assigned different relative weights or conclusions to each factor affecting the board s determination.

VERITAS Reasons for the Merger

VERITAS board of directors has approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. VERITAS board of directors consulted with VERITAS senior management, as well as its legal counsel and financial advisors in reaching its decision to approve the merger agreement, the merger and the other transactions contemplated the merger agreement. VERITAS board of

Table of Contents

directors has identified several potential benefits of the merger that it believes will contribute to the success of the combined company, including:

- enhancing VERITAS ability to reach certain of its strategic and business objectives, which include extending VERITAS product and service offerings to include Precise s products, enabling VERITAS to bridge across storage, databases and application management;
- enabling VERITAS to leverage its distribution channels, international presence, customer base, and brand recognition to accelerate Precise s market penetration and growth;
- enabling VERITAS to enhance its position in areas where VERITAS is already strong by offering complementary products and services developed by Precise;
- enhancing its product offerings in a variety of its core product areas; and
- providing an end-to-end solution for application performance and availability stretching from the end-user all the way through the underlying data layers.

After taking into account these and other factors, the VERITAS board of directors determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are in the best interests of VERITAS and its stockholders and that VERITAS should enter into the merger agreement.

Recommendation of Precise s Audit Committee and Board of Directors

On December 18, 2002, the members of the audit committee and board of directors of Precise unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Precise and its shareholders, and that, considering the financial position of the merging companies, no reasonable concern exists that following the merger Precise, as the surviving corporation, would not be able to fulfill its obligations to its creditors. The audit committee and board of directors of Precise unanimously recommend that the Precise shareholders vote FOR approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement for the reasons set forth above.

Opinion of Precise s Financial Advisor

Goldman Sachs delivered its opinion to the Precise board of directors that, as of December 19, 2002, and based upon and subject to the factors and assumptions set forth in the opinion, the aggregate merger consideration to be received by all holders of Precise ordinary shares pursuant to the merger agreement was fair from a financial point of view to such holders, in the aggregate.

The full text of the written opinion of Goldman Sachs, dated December 19, 2002, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex D. Precise shareholders should read the opinion in its entirety. Goldman Sachs provided its opinion for the information and assistance of the Precise board of directors in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of Precise ordinary shares should vote with respect to the merger or whether to elect to receive the cash consideration or the mixed consideration in connection with the merger and was not intended to address the propriety of every individual decision to elect to receive the per share cash consideration or the per share mixed consideration.

In connection with rendering its opinion and performing its financial analyses, Goldman Sachs reviewed, among other things:

- the merger agreement;
- Annual Reports to Shareholders and Annual Reports on Form 10-K of Precise for the two years ended December 31, 2001 and of VERITAS for the three years ended December 31, 2001;
- the Registration Statement on Form F-1 of Precise, including the prospectus contained therein, dated June 29, 2000, relating to Precise s initial public offering;

Table of Contents

certain interim reports to shareholders and Quarterly Reports on Form 10-Q of Precise and VERITAS;

certain other communications, including press releases, from Precise and VERITAS to their respective shareholders; and

certain internal financial analyses and forecasts for Precise prepared by its management.

Goldman Sachs also held discussions with members of the senior management of Precise regarding their assessment of the strategic rationale for, and potential benefits of, the merger described under Precise s Reasons for the Merger on page 63. In addition, discussions were held regarding the past and current business operations, financial condition, and future prospects of the company, including discussions with respect to risks and uncertainties relating to Precise s ability to realize the internal forecasts prepared by its management in the amounts and time periods contemplated thereby. In addition, Goldman Sachs reviewed the reported price and trading activity of the Precise ordinary shares and VERITAS common stock, compared certain financial and stock market information for Precise and VERITAS with similar information for certain other companies the securities of which are publicly traded, reviewed the financial terms of certain recent business combinations in the software industry specifically and in other industries generally and performed such other studies and analyses as Goldman Sachs considered appropriate.

Goldman Sachs relied upon the accuracy and completeness of all of the financial, accounting, tax and other information discussed with or reviewed by it and assumed such accuracy and completeness for purposes of rendering its opinion. As the Precise board of directors was aware, VERITAS did not make available its forecasts of future financial performance. Accordingly, Goldman Sachs review of such matters was limited to discussion with senior management of VERITAS of certain publicly available research analyst estimates of VERITAS. In addition, Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities, including any derivative or off-balance sheet assets and liabilities, of Precise or VERITAS or any of their respective subsidiaries, and Goldman Sachs was not furnished with any such evaluation or appraisal. Goldman Sachs assumed that all material governmental, regulatory or other consents and approvals necessary for the completion of the merger will be obtained without any adverse effect on Precise or VERITAS or any of their respective subsidiaries or on the expected benefits of the merger.

The following is a summary of the material financial analyses used by Goldman Sachs in connection with providing the opinion described above. The following summary, however, does not purport to be a complete description of the analyses performed by Goldman Sachs. The order of analyses described does not represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of financial analyses include information presented in tabular form, which should be read together with the text accompanying each summary. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before December 18, 2002, and is not necessarily indicative of current market conditions.

Premium Analysis. Goldman Sachs compared the implied transaction price of $16.50 per share to the closing price of Precise s ordinary shares on December 18, 2002. In addition, Goldman Sachs compared this implied transaction price to the average closing prices for the 10-, 20-, 30-, 60-, 90-, and 180-day, and one-year periods ending and including the close on December 18, 2002 to derive the implied transaction premia or discounts. Goldman Sachs performed this calculation by determining the arithmetic means of various closing prices, or simple averages , and the arithmetic means of various closing prices weighted individually by the volume of trading on that day, or weighted averages . Goldman Sachs also analyzed the implied transaction price to derive the implied transaction premia or discounts based on the six-month and one-year high and low

Table of Contents

closing prices of Precise s ordinary shares as of December 18, 2002. The results of this analysis are set forth below.

	Premium at $16.50
December 18, 2002	36.9%

Averages	Simple	Weighted
10-day	42.5%	42.9%
20-day	34.8%	33.8%
30-day	38.0%	36.9%
60-day	47.1%	53.5%
90-day	40.8%	44.1%
180-day	35.8%	37.6%
One-year	8.2%	13.2%

	Premium at $16.50
Low	
Six-month (June 24, 2002)	140.9%
One-year (June 24, 2002)	140.9%
High	
Six-month (August 19, 2002)	10.0%
One-year (January 8, 2002)	(37.5%)

Selected Companies Analysis. Goldman Sachs reviewed certain financial information and public market multiples relating to Precise and VERITAS and compared them to corresponding data for the following publicly traded companies in the software industry:

BMC Software, Inc.;

Computer Associates International, Inc.;

Compuware Corporation;

Embarcadero Technologies, Inc.;

Legato Systems, Inc.;

Mercury Interactive Corporation;

NetIQ Corp.; and

Quest Software, Inc.

Although none of the selected companies is directly comparable to Precise or VERITAS, the companies included were chosen because they are publicly traded U.S. companies with operations that for purposes of analysis may be considered similar to certain operations of Precise and VERITAS and generally comparable as to size and type of business.

Goldman Sachs then calculated the percentage of each company s closing market price per share on December 18, 2002 to the highest price per share in the previous 52 weeks. In its analysis, Goldman Sachs used publicly available information. The results of this analysis are set forth below.

Company	Price as % of 52-week high (December 18, 2002)
BMC Software, Inc.	76.4%
Mercury Interactive Corporation	72.0%
Precise Software Solutions Ltd.	43.1%
Quest Software, Inc.	37.6%
VERITAS Software Corp.	34.6%
Computer Associates International, Inc.	34.3%
Compuware Corporation	33.6%
NetIQ Corp.	32.2%
Legato Systems, Inc.	27.2%
Embarcadero Technologies, Inc.	22.3%

Goldman Sachs also calculated the multiple of price to earnings per share, or P/E, of Precise, VERITAS and the selected companies and the ratio of price to earnings per share for Precise at an implied $16.50 purchase price, using estimates of calendar year 2003 earnings per share, or EPS, based on median estimates it obtained from the Institutional Broker Estimate Service, or IBES, a data service which monitors and publishes a compilation of earnings estimates produced by selected research analysts on publicly traded companies.

In its analysis, Goldman Sachs also calculated and compared the implied enterprise value, which is the implied diluted equity value plus net debt, as a multiple of estimated revenues for the calendar year 2003, based on estimates it obtained from publicly available research analyst estimates and IBES.

The results of these analyses are summarized as follows:

Company	Implied Enterprise Value/ Estimated 2003 Revenue	Price/ Estimated 2003 EPS
Mercury Interactive Corporation	5.4x	38.3x
VERITAS Software Corp.	3.6x	28.7x
Computer Associates International, Inc.	3.1x	53.2x
Precise Software Solutions Ltd.	2.6x	30.5x
Quest Software, Inc.	2.5x	33.5x
Embarcadero Technologies, Inc.	2.2x	23.5x
BMC Software, Inc.	2.2x	39.6x
Legato Systems Inc.	1.7x	242.0x
Compuware Corporation	0.9x	14.0x
NetIQ Corp.	0.5x	22.4x
Proposed Transaction	4.2x	41.8x

Selected Transactions Analysis. Goldman Sachs analyzed the implied transaction premium of 36.9%, which was calculated based upon an implied transaction price of $16.50 and the closing price of Precise s ordinary shares on December 18, 2002, and compared it to other premia based on pre-announcement closing prices for 10 public transactions in the software industry that were announced since September 2001 which

Table of Contents

were generally comparable because of size, type of business and the proximity in time of the transaction. The results of this analysis are set forth below.

Announced Date	Transaction	Premium
September 24, 2001	Verisign, Inc./ Illuminet Holdings, Inc.	1.8%
October 30, 2001	International Business Machines Corporation/ Crossworlds Software, Inc.	31.1%
January 5, 2002	TIBCO Software Inc./ Talarian Corporation	68.8%
February 20, 2002	Legato Systems, Inc./ OTG Software, Inc.	21.0%
March 18, 2002	MSC Software Corporation/ Mechanical Dynamics, Inc.	57.0%
April 29, 2002	Fair, Isaac and Company, Incorporated/ HNC Software Inc.	27.2%
May 7, 2002	Microsoft Corporation/ Navision a/s	37.0%
June 10, 2002	Novell, Inc./ Silverstream Software, Inc.	75.1%
June 10, 2002	SkillSoft Corporation/ Smartforce plc	18.5%
December 6, 2002	International Business Machines Corporation/ Rational Software Corporation	28.5%
December 19, 2002	Proposed Transaction VERITAS Software Corp./ Precise Software Solutions Ltd.	36.9%

Goldman Sachs also analyzed the implied enterprise value to revenue multiple related to the transaction of 4.2x derived from the analysis above and compared it to other implied enterprise value to forward revenue multiples relating to 13 transactions in the software industry that were announced since September 2001 based on information from public filings, press releases and publicly available research analyst estimates. The results of this analysis are set forth below.

Announced Date	Transaction	Implied Enterprise Value/ Forward Revenue Multiple
September 24, 2001	Verisign, Inc./ Illuminet Holdings, Inc.	4.8x
October 30, 2001	International Business Machines Corporation/ Crossworlds Software, Inc.	1.0x
January 5, 2002	TIBCO Software Inc./ Talarian Corporation	3.7x
February 20, 2002	Legato Systems, Inc./ OTG Software, Inc.	3.9x
March 18, 2002	MSC Software Corporation/ Mechanical Dynamics, Inc.	1.6x
April 29, 2002	Fair, Isaac and Company, Incorporated/ HNC Software Inc.	2.8x
May 7, 2002	Microsoft Corporation/ Navision a/s	5.1x
June 10, 2002	Novell, Inc./ Silverstream Software, Inc.	1.9x
June 10, 2002	SkillSoft Corporation/ Smartforce plc	1.2x
September 22, 2002	BMC Software, Inc./ Remedy Corporation	1.9x
October 23, 2002	Quest Software, Inc./ Sitraka Inc.	2.9x
October 30, 2002	Borland Software Corporation/ TogetherSoft Corporation	2.8x
December 6, 2002	International Business Machines Corporation/ Rational Software Corporation	2.5x

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs opinion. In arriving at its opinion, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the above analyses as a comparison is directly comparable to Precise or VERITAS or the merger. The companies and transactions were selected by considering a universe of companies and transactions which were generally comparable because of size and type of business, and the proximity in time of the selected transaction to the present transaction, and by excluding companies and transactions whose inclusion Goldman Sachs believed would be inappropriate. Goldman Sachs believed that inclusion of a certain company or transaction was inappropriate if it was not generally comparable to the present transaction and parties in Goldman Sachs judgment. No specific quantitative or qualitative standards were applied.

The analyses were prepared solely for purposes of Goldman Sachs providing its opinion to the Precise board of directors as to the fairness from a financial point of view of the aggregate merger consideration to be received by all holders of Precise ordinary shares in the aggregate and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold. The opinion was not intended to address the propriety of every individual decision to elect to receive the per share cash consideration or the per share mixed consideration.

Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, neither Precise, VERITAS, Goldman Sachs nor any other person assumes responsibility if future results are materially different from those forecasted.

As described above, Goldman Sachs opinion to the Precise board of directors was one of many factors taken into consideration by the Precise board of directors in making its determination to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement. Although Goldman Sachs evaluated the fairness, from a financial point of view, of the aggregate consideration to be received by all holders of Precise ordinary shares pursuant to the merger agreement, the amount and type of consideration was determined by VERITAS and Precise through arm s-length negotiations. The Precise board of directors did not provide specific instructions to, or place any limitations on, Goldman Sachs with respect to the procedures to be followed or factors to be considered by Goldman Sachs in performing its analyses or providing its opinion. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with the opinion and is qualified by reference to the written opinion of Goldman Sachs set forth in Annex D.

Goldman Sachs, as part of its investment banking business, is continually engaged in performing financial analyses with respect to businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities and private placements as well as for estate, corporate and other purposes. Goldman Sachs is familiar with Precise having acted as its financial advisor in connection with, and having participated in certain of the negotiations leading to, the merger agreement. Goldman Sachs also has provided certain investment banking services to VERITAS from time to time. Goldman Sachs also may provide investment banking services to VERITAS and its affiliates in the future.

The Precise board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the transaction contemplated by the merger agreement.

Goldman Sachs provides a full range of financial advisory and securities services and, in the course of its normal trading activities, may from time to time effect transactions and hold positions in securities, including derivative securities, of Precise or VERITAS for its own account and for the accounts of customers.

Pursuant to a letter agreement dated September 5, 2002, Precise engaged Goldman Sachs as its financial advisor in connection with the possible sale of all or a portion of the shares or assets of Precise. Pursuant to the terms of the Goldman Sachs engagement letter, if the proposed merger is completed Goldman Sachs is entitled to receive from Precise a transaction fee of $5 million plus 1.0% of the amount that the aggregate consideration paid in the transaction exceeds the aggregate consideration obtained assuming that $19.00 per share was received

Table of Contents

by Precise s shareholders, which is payable upon consummation of the merger. In addition, Precise, at its sole discretion, may increase the transaction fee payable to Goldman Sachs, provided that the aggregate transaction fee paid to Goldman Sachs after giving effect to any such discretionary increase shall not exceed 1.0% of the amount of aggregate consideration paid in the transaction. The decision to increase the transaction fee payable to Goldman Sachs is entirely at the discretion of Precise and may be based on Precise s unilateral determination of the value of Goldman Sachs services. In addition, Precise has agreed to reimburse Goldman Sachs for its reasonable expenses, including attorney s fees and disbursements, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

Interests of Precise s Directors and Executive Officers in the Merger

When considering the recommendation of the Precise audit committee and board of directors with respect to the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement, Precise shareholders should be aware that Precise s directors and executive officers, as well as several other members of Precise s senior management, may have a personal interest in the merger agreement, the merger and the other transactions contemplated by the merger agreement that is different from, or in addition to, the interests of Precise shareholders generally, which may have influenced their decision to support or recommend the merger.

Employment Agreements Following the Merger

In connection with the merger, four executive officers of Precise, Shimon Alon, Precise s chief executive officer; Itzhak (Aki) Ratner, Precise s president; Benjamin Nye, Precise s chief operating officer; and Rami Schwartz, Precise s executive vice president, research and development, have entered into employment agreements with either VERITAS or Precise. None of Precise s other executive officers will enter into employment agreements with VERITAS or Precise in connection with the merger. Upon completion of the merger, the new agreements will supersede any agreements each of these individuals previously had with Precise. The following are summaries of the executive officers new employment agreements:

Shimon Alon. Mr. Alon agreed to be employed by VERITAS following the merger in order to facilitate the integration of the Precise business into VERITAS. Pursuant to this agreement, VERITAS agreed to provide Mr. Alon with (1) an annual base salary of $320,000, (2) a semi-annual bonus of $100,000 based upon performance criteria to be agreed upon by VERITAS and Mr. Alon, and (3) an option to purchase 300,000 shares of VERITAS common stock which will vest as to 1/48 of the shares per month following the closing date, subject to Mr. Alon s continued employment by VERITAS. In addition, VERITAS acknowledges that 100% of Mr. Alon s unvested options to purchase Precise ordinary shares will become fully vested and exercisable immediately prior to completion of the merger. If Mr. Alon s employment with VERITAS is terminated for any reason other than for cause, Mr. Alon, subject to his execution of a release of claims with VERITAS, will receive the following severance benefits for 12 months following the date of termination:

$270,000 payable in a lump sum at termination, or in VERITAS discretion, in 12 equal installments;

continued medical, dental and vision benefits; and

a monthly car allowance.

Itzhak (Aki) Ratner. Mr. Ratner agreed to serve as senior vice president, integration, for Precise following the merger. Pursuant to this agreement, Precise agreed to provide Mr. Ratner with (1) an annual base salary of $300,000, (2) an annual bonus of $100,000 based upon performance criteria to be agreed upon by Precise and Mr. Ratner, and (3) an option to purchase 200,000 shares of VERITAS common stock which will vest as to 1/48 of the shares per month following the closing date, subject to Mr. Ratner s continued employment by Precise. In addition, 100% of Mr. Ratner s unvested options to purchase Precise ordinary shares will become fully vested and exercisable on the date of the merger. One-half of the Precise ordinary shares subject to the option that vest on the date of the merger or, if such shares are sold, the proceeds net of any withholding taxes attributable to the exercise of the option, will be held in escrow for a period of one year following the merger. If Mr. Ratner s employment with Precise is terminated for cause or if he resigns voluntarily, in either case, prior to the one-year anniversary of the merger, the shares and proceeds placed in

Table of Contents

an interest bearing escrow account will be forfeited by Mr. Ratner and the exercise price of the forfeited shares will be refunded.

If Mr. Ratner voluntarily terminates his employment with Precise within 12 months following the merger, subject to his execution of a release of claims with Precise and VERITAS, Mr. Ratner will receive the following severance benefits for a maximum of nine months following the date of termination:

- continued payment of base salary; and
- continued medical, dental and vision benefits.

If Mr. Ratner s employment with Precise is involuntarily terminated at any time after the merger or if Mr. Ratner voluntarily terminates his employment with Precise at any time after the first anniversary of the merger, subject to his execution of a release of claims with Precise and VERITAS, Mr. Ratner will receive the following severance benefits for a maximum of 16 months following the date of termination:

- continued payment of base salary;
- a pro-rata amount of Mr. Ratner s bonus for the fiscal year in which the termination occurs;
- continued medical, dental and vision benefits; and
- release of all shares and proceeds held in escrow by Precise.

Benjamin Nye. Mr. Nye agreed to serve as senior vice president, integration for VERITAS following the merger. Pursuant to this agreement, VERITAS agreed to provide Mr. Nye with (1) an annual base salary of $300,000, (2) an annual bonus of $100,000 based upon performance criteria to be agreed upon by VERITAS and Mr. Nye, and (3) an option to purchase 200,000 shares of VERITAS common stock which will vest as to 1/48 of the shares per month following the closing date, subject to Mr. Nye s continued employment by VERITAS. In addition, 100% of Mr. Nye s unvested options to purchase Precise ordinary shares will become fully vested and exercisable on the date of the merger. One-half of the Precise ordinary shares subject to the option that vest on the date of the merger or, if such shares are sold, the proceeds of sale, will be held in escrow for a period of one year following the merger. If Mr. Nye s employment with VERITAS is terminated for cause or if he resigns voluntarily, in either case, prior to the one-year anniversary of the merger, the shares and proceeds placed in escrow will be forfeited by Mr. Nye and the exercise price for the forfeited shares will be refunded.

If Mr. Nye s employment with VERITAS is involuntarily terminated within 12 months following the merger, subject to his execution of a release of claims with VERITAS, Mr. Nye will receive the following severance benefits for 12 months following the date of termination:

- continued payment of base salary;
- a pro-rata amount of Mr. Nye s bonus for the fiscal year in which the termination occurs;
- continued medical, dental and vision benefits; and
- release of all shares and proceeds held in escrow by VERITAS.

If Mr. Nye s employment with VERITAS is involuntarily terminated at any time after the first anniversary of the merger, subject to his execution of a release of claims with VERITAS, Mr. Nye will receive the following severance benefits for six months following the date of termination:

- continued payment of base salary;
- a pro-rata amount of Mr. Nye s bonus for the fiscal year in which the termination occurs; and
- continued medical, dental and vision benefits.

Rami Schwartz. Mr. Schwartz agreed to serve as vice president and general manager of Precise following the merger. Pursuant to this agreement, Precise agreed to provide Mr. Schwartz with (1) an annual base salary of $220,000, (2) an annual bonus of $55,000 based on continued employment, and (3) an option to

Table of Contents

purchase 100,000 shares of VERITAS common stock which will vest as to 1/48 of the shares per month following the closing date, subject to Mr. Schwartz s continued employment by Precise. In addition, 50% of Mr. Schwartz s unvested options to purchase Precise ordinary shares will become fully vested and exercisable immediately prior to completion of the merger.

If Mr. Schwartz s employment with Precise is terminated by Precise for any reason other than cause, death, or disability, subject to his execution of a release of claims with Precise and VERITAS, Mr. Schwartz will receive the following severance benefits for a maximum of 12 months following the date of termination:

- continued payment of base salary;
- a pro-rata amount of Mr. Schwartz s bonus for the fiscal year in which the termination occurs; and
- immediate vesting of all options to acquire Precise ordinary shares.

Each of Messrs. Alon, Ratner, Nye and Schwartz has also agreed that for one year following the termination of his employment with VERITAS, he will not engage in, whether as an employee, agent, consultant, advisor, independent contractor, proprietor, partner, officer, director or otherwise, have any interest in (except for ownership of 1% or less of a public company), or participate in the financing, operation, management or control of any firm, partnership, corporation, entity or business that is engaged in the design, development, marketing and/or sale of storage or storage-related software, hardware and/or services.

Options

As of the date of the merger agreement, the total number of Precise ordinary shares issuable upon the exercise of share options held by the executive officers and directors of Precise as a group (13 persons) was 3,892,250. These options have exercise prices ranging from $0.38 to $20.20 per share and a weighted average exercise price of $11.23 per share. These options and all other Precise share options will be assumed by VERITAS and solely exercisable for VERITAS common stock as a result of the merger. Shimon Alon, Benjamin H. Nye and Aki Ratner hold Precise options that will vest in full immediately prior to or upon completion of the merger. One-half of the unvested options held by Marc Venator, Rami Schwartz, Joseph McCurdy and Andrew Bird will vest immediately prior to completion of the merger. In addition, all of the Precise options held by each of Messrs. Venator, Schwartz, McCurdy and Bird will fully vest if he is terminated without cause or, in the case of Messrs. Venator, McCurdy and Bird, if there is a significant adverse change in his title, job functions or responsibilities, following the completion of the merger. In addition, if Precise shareholders approve Proposal No. 3, the share options held by the directors of Precise, including members of Precise s audit committee, will vest in full immediately after the completion of the merger, and the exercise period for these options will be extended for their original 10-year term. The following table shows the number of Precise ordinary shares subject to outstanding options held by Precise s executive officers and directors within 60 days after April 30, 2003 and options that will accelerate as a result of (1) the merger, (2) termination of employment without cause in connection with or following the merger or (3) upon completion of the merger with shareholder approval of Proposal No. 3.

Table of Contents

Name	Number of Shares Subject to Options		Number of Unvested Shares Subject to Options that Accelerate as a Result of		
	Vested	Unvested	The Merger	Termination Following the Merger	Approval of Proposal No. 3
Shimon Alon	907,061	772,188	772,188		
Itzhak (Aki) Ratner	113,125	421,875	421,875		
Benjamin Nye	125,501	337,500	337,500		
Marc Venator		175,000	87,500	87,500	
Rami Schwartz	110,625	284,375	142,187	142,188	
Joseph R. McCurdy	90,625	159,375	79,687	79,688	
Andrew D. Bird	54,687	85,313	42,656	42,657	
Mary A. Palermo	50,000				
Anton Simunovic	50,000				
Robert J. Dolan	50,000				
Ron Zuckerman	12,500	12,500			12,500
Gary L. Fuhrman	20,000	20,000			20,000
Michael Miracle	10,000	30,000			30,000

Director and Officer Indemnification

VERITAS has agreed to cause Precise, as the surviving corporation in the merger, to fulfill and honor in all respects Precise s obligations under indemnification agreements between Precise and its directors and officers existing immediately prior to the effective time of the merger. If the Precise shareholders approve Proposal No. 2, then VERITAS will cause Precise, as the surviving corporation, to undertake the indemnification obligations contained in indemnification agreements in the form attached as Annex F to this proxy statement/ prospectus to be entered into with Shimon Alon, all other directors of Precise and with Itzhak (Aki) Ratner, Benjamin Nye, Rami Schwartz, Marc Venator and certain other officers. If the Precise shareholders do not approve Proposal No. 2 but do approve Proposal No. 1, then VERITAS has agreed to effect the amendment described in Proposal No. 2 and will cause the surviving corporation to undertake the indemnification obligations contained in the indemnification agreements in the form attached as Annex F.

Each indemnification agreement will provide that Precise will indemnify the director or officer to the fullest extent permitted by law with respect to (1) any financial obligation imposed on such office holder pursuant to a judgment and (2) all reasonable legal expenses incurred by the director or officer by a court of law, in a proceeding instituted against the director or officer by Precise, on Precise s behalf or by another person, or in a criminal prosecution in which the director or officer was acquitted, or in a criminal prosecution in which the director or officer was convicted of an offense that does not require proof of criminal intent. However, Precise will not indemnify the director or officer with respect to:

- a breach of the duty of loyalty of the director or officer, except while acting in good faith and having a reasonable basis to assume that such act or omission would not prejudice the benefit of Precise;
- a reckless or intentional breach of the director s or officer s duty of care;
- an action intended to unlawfully reap a personal gain;
- a fine or forfeit levied on the director or officer; or
- a counterclaim by Precise against the director or officer.

As part of this indemnification, Precise will make available all amounts required to be indemnified on the first day on which the director or officer is required to make a payment, even prior to a court decision. If ultimately it is determined that the director or officer was not entitled to indemnification, any sums previously advanced by Precise must be repaid. This indemnification will be limited to expenses and matters with respect to a limited list of events, as more fully described in Section 5 of the form of indemnification agreement attached to this proxy statement/ prospectus as Annex F. In addition, the maximum amount of indemnification under each indemnification agreement is limited to the greater of $30 million and 75% of the market value of Precise s ordinary shares on the day preceding the event giving rise to indemnification.

Directors and Officers Liability Insurance

As permitted under the terms of the merger agreement, Precise intends to purchase tail or runoff directors and officers liability insurance that will continue to cover Precise s existing directors and officers liability insurance for seven years. This insurance will provide coverage for Precise s directors and officers with respect to claims customarily covered by directors and officers liability insurance and arising with respect to events occurring prior to completion of the merger on terms comparable to those in effect on the date of the merger agreement. Under the terms of the merger agreement, Precise is not permitted to pay more than $2 million, in the aggregate, for the premium for such coverage.

Completion and Effectiveness of the Merger

The merger will be completed when all of the conditions to completion of the merger are satisfied or waived, including approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement by the shareholders of Precise, as required under Section 314 of the Israeli Companies Law. The shareholders of both Precise and the merger subsidiary will approve the merger pursuant to Sections 320 and 327 of the Israeli Companies Law. The merger will become effective in the manner provided for in Section 323 of the Israeli Companies Law 5759-1999 as promptly as practicable after the satisfaction of the conditions to the completion of the merger as set forth in the merger agreement. See the section of this proxy statement/prospectus titled The Merger Agreement Conditions to Completion of the Merger, for a summary of the conditions to the completion of the merger. VERITAS and Precise are working towards completing the merger as quickly as reasonably possible and hope to complete the merger promptly after the Precise extraordinary meeting of shareholders.

Structure of the Merger and Conversion of Precise Ordinary Shares

In accordance with the merger agreement and with the Israeli Companies Law, the merger subsidiary, a transitory indirect wholly-owned subsidiary of VERITAS formed solely for the purpose of the merger, will be merged with and into Precise. As a result of the merger, the separate corporate existence of the merger subsidiary will cease and Precise will survive the merger as an indirect wholly-owned subsidiary of VERITAS.

Upon completion of the merger, each outstanding ordinary share of Precise, other than dormant shares of Precise or shares held by any direct or indirect wholly-owned subsidiary of Precise, will be converted into and represent the right to receive, at the election of each Precise shareholder, either (1) the cash consideration of $16.50 in cash or (2) the mixed consideration of $12.375 in cash plus 0.2365 of a fully paid and nonassessable share of VERITAS common stock. Precise shareholders who are Israeli holders and who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive (1) $12.375 in cash, plus (2) an amount in cash equal to 0.2365 multiplied by the closing sale price of one share of VERITAS common stock on the trading day immediately prior to the time the merger takes effect. The exchange ratio will be proportionately adjusted for any future stock split, stock dividend or similar event with respect to Precise ordinary shares or VERITAS common stock effected between the date of the merger agreement and the completion of the merger.

You will be deemed to be an Israeli holder if: (1) you have provided Precise or the broker through which you hold Precise shares with an address in the State of Israel for the purpose of sending notices or (2) you declare that your center of vital interests, as evidenced by family, economic and social ties, is in Israel. Precise shareholders will be asked to sign a declaration as part of the election form stating whether or not they are Israeli holders in accordance with these criteria.

No certificate or scrip representing fractional shares of VERITAS common stock will be issued in connection with the merger. Instead, in lieu of a fraction of a share of VERITAS common stock, Precise shareholders will be entitled to receive an amount of cash, rounded to the nearest whole cent, without interest equal to the product of the fraction and the average closing price of one share of VERITAS common stock for the five most recent trading days prior to the time the merger takes effect.

Election and Exchange Procedures

An election form is enclosed with this proxy statement/ prospectus. Requests for additional copies of the election form should be addressed to Mellon Investor Services LLC, Reorganization Department, Post Office Box 3301, South Hackensack, New Jersey 07606; telephone toll free (888) 689-2681 from within the U.S. or at (201) 373-5213 from outside the U.S. Each election form entitles the holder of the Precise ordinary shares to elect to receive the cash consideration or the mixed consideration. However, to comply with Israeli securities laws, Precise shareholders who are Israeli holders and who properly and timely elect to receive the mixed consideration will not receive any shares of VERITAS common stock, but instead will receive (1) $12.375 in cash, plus (2) an amount in cash equal to 0.2365 multiplied by the closing sale price of one share of VERITAS common stock on the trading day immediately prior to the time the merger takes effect. You may only receive one form of consideration for all of your Precise ordinary shares.

A holder of record of Precise ordinary shares who holds such ordinary shares as a nominee, trustee or in another representative capacity may submit multiple election forms, provided that such record holder certifies that each such election form covers all the Precise ordinary shares held by such record holder for a particular beneficial owner.

To make an effective election, you must submit a properly completed election form, along with your Precise share certificates representing all ordinary shares of Precise covered by the election form (or an appropriate guarantee of delivery) to Mellon Investor Services LLC on or before 5:00 p.m., New York City time, on June 27, 2003. Mellon Investor Services LLC will act as exchange agent in the merger and in that role will process the exchange of Precise share certificates for cash or cash and shares of VERITAS common stock. If you do not submit an election form, you will receive instructions from the exchange agent on where to surrender your Precise share certificates after the merger is completed and will be entitled only to receive the $16.50 cash consideration in exchange for your Precise shares. **In any event, do not forward your election form or Precise share certificates with your proxy card. Instead, use the separate envelope specifically provided for the election form and your share certificates.**

Once you have made an effective election with respect to your Precise ordinary shares by delivering an election form and your share certificates or a guarantee of delivery to the exchange agent, you may not sell your Precise ordinary shares until you have effectively revoked your election and have had your share certificates returned to you by the exchange agent.

You may change your election at any time prior to 5:00 p.m., New York City time, on June 27, 2003, by written notice accompanied by a properly completed and signed later-dated election form received by the exchange agent prior to such time or by withdrawal of your share certificates by written notice received by the exchange agent prior to such time. All elections will be revoked automatically if the merger agreement is terminated. If you have a preference for receiving either cash or a combination of cash and VERITAS common stock, you should complete and return the election form. If you do not make an election, you will receive only cash consideration.

Neither VERITAS nor Precise makes any recommendation as to whether you should elect to receive the cash consideration or the mixed consideration in the merger. You must make your own decision with respect to your election.

If certificates for Precise ordinary shares are not immediately available or you are unable to send the election form and other required documents to the exchange agent prior to the election deadline, Precise shares may be properly exchanged, and an election will be effective, if:

- such exchanges are made by or through a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc., or by a commercial bank or trust company having an office, branch or agency in the U.S.;

Table of Contents

the exchange agent receives, prior to the election deadline, a properly completed and duly executed election form and notice of guaranteed delivery substantially in the form provided with the election form and delivered by hand, mail, telegram, telex or facsimile transmission; and

the exchange agent receives, within five Nasdaq trading days after the election deadline, the certificates for all exchanged Precise ordinary shares, or confirmation of the delivery of all such certificates into the exchange agent s account with The Depository Trust Company in accordance with the proper procedures for such transfer, together with any other documents required by the election form.

Precise shareholders who do not submit a properly completed election form or revoke their election form prior to the election deadline will have their Precise ordinary shares treated as shares for which no election has been made and will be entitled to receive only the $16.50 cash consideration for their shares. Precise share certificates represented by elections that have been revoked will be promptly returned without charge to the Precise shareholder revoking the election upon written request.

After the completion of the merger, the exchange agent will mail a letter of transmittal together with instructions for the exchange of Precise share certificates for the $16.50 cash merger consideration to Precise shareholders who do not submit election forms or who have revoked such forms prior to the election deadline. Until you surrender your Precise share certificates for exchange after completion of the merger, you will not be paid dividends or other distributions declared after the merger with respect to any VERITAS common stock into which your Precise ordinary shares have been converted. When you surrender your Precise share certificates, VERITAS will pay any unpaid dividends or other distributions, without interest. After the completion of the merger, there will be no further transfers of Precise ordinary shares. Precise share certificates presented for transfer after the completion of the merger will be canceled and exchanged for the merger consideration.

If your Precise share certificates have been either lost, stolen or destroyed, you will have to prove your ownership of the certificates and that they were lost, stolen or destroyed before you receive any consideration for your shares. You may also be required to provide the exchange agent with an indemnity bond covering any lost, stolen or destroyed certificates before you receive any consideration for your shares. Upon request, either the exchange agent, Mellon Investor Services LLC, or Precise s transfer agent, American Stock Transfer & Trust Company, will send you instructions on how to provide evidence of ownership.

VERITAS will only issue a check for the cash merger consideration, a VERITAS stock certificate or a check in lieu of a fractional share in a name other than the name in which a surrendered Precise share certificate is registered if you present the exchange agent with all documents required to show and effect the unrecorded transfer of ownership and show that you paid any applicable stock transfer taxes.

Material U.S. Federal and Israeli Income Tax Consequences to Precise Shareholders

U.S. Federal Income Tax Consequences

In the opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, the following discussion describes the material U.S. federal income tax consequences of the merger to U.S. holders. This discussion is based on current provisions of the U.S. Internal Revenue Code of 1986, as amended (the Code), final, temporary and proposed Treasury Regulations promulgated thereunder, and administrative and judicial interpretations thereof, all of which are subject to change, possibly with retroactive effect. Except as specifically discussed below with respect to non-U.S. holders, this summary is addressed only to holders of Precise ordinary shares if such holders are U.S. citizens, individuals resident in the U.S. for U.S. federal income tax purposes, partnerships or corporations created or organized in the U.S. or under the laws of the U.S. or any state in the U.S., estates the income of which is subject to U.S. federal income tax regardless of the source of their income and any trust if either: (1) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all the substantial decisions of the trust, or (2) the trust properly elects to be treated as a U.S. trust, all of whom are referred to collectively as U.S. holders. For U.S. federal income tax purposes, income earned through a domestic partnership, S corporation or certain trusts is attributed to its owners. This discussion does not consider all aspects of U.S. federal income taxation that may be relevant to particular U.S. holders by reason of their particular circumstances, including potential application of the alternative minimum tax, or any aspect of state, local or non-U.S. federal tax laws. In addition, this discussion does not address the considerations that may be applicable to particular classes of U.S. holders who are subject to special tax treatment under the Code, including U.S. holders who acquired their Precise ordinary shares pursuant to the exercise of employee stock options or otherwise as compensation, insurance companies, dealers or brokers in securities or currencies, tax exempt organizations, financial institutions, holders of securities as part of a straddle, hedge, conversion or other risk-reduction transaction, or U.S. holders who own or at any time held, directly, indirectly or through attribution, 10% or more of the outstanding Precise ordinary shares. In addition, the following discussion does not address the U.S. federal income tax consequences to holders of options and warrants to purchase Precise ordinary shares.

Each U.S. holder should consult the holder s own tax advisor as to the particular tax consequences of the merger to the holder, including the effects of applicable state, local, foreign or other tax laws and possible changes in the tax laws.

The receipt by a U.S. holder of cash and, in the case of a U.S. holder who so elects, VERITAS common stock, in exchange for Precise ordinary shares in the merger will be a taxable transaction for U.S. federal income tax purposes. For U.S. federal income tax purposes, a U.S. holder will recognize gain or loss equal to the excess, if any, of the amount of cash plus, in the case of a U.S. holder who receives VERITAS common stock in the merger, the fair market value on the date of the merger of such stock over the aggregate adjusted tax basis of the shares surrendered by him in the merger. Assuming that a U.S. holder s Precise ordinary shares are held by him as capital assets, the gain or loss recognized by him will be capital gain or loss, and will be long-term capital gain or loss if his holding period for his Precise ordinary shares exceeds one year. The use of capital losses is generally subject to limitations.

Certain noncorporate Precise shareholders may be subject to U.S. backup withholding, which is currently 30%, on cash payments received in the merger. Backup withholding generally will not apply, however, to a Precise shareholder who furnishes, on a properly executed IRS Form W-9, such shareholder s taxpayer identification number and certifies under penalties of perjury that the number is correct and that the Precise shareholder is not subject to backup withholding, who furnishes a properly executed IRS Form W-8BEN certifying that the Precise shareholder is not a U.S. person, or who otherwise certifies such shareholder s exemption from backup withholding. Special rules apply in the case of Precise ordinary shares held by a partnership or other flow-through entity. The backup withholding tax is not an additional tax; rather, it may be credited against the U.S. federal income tax liability of the U.S. holder if the required information is provided to the IRS. If backup withholding results in an overpayment of tax, a refund may be obtained by filing a U.S. federal income tax return.

Any gain recognized by a U.S. holder with respect to the merger will generally be treated as U.S. source and will be considered passive income for purposes of the foreign tax credit limitation which may have adverse consequences with respect to your ability to claim foreign tax credit benefits. Because the application of the foreign tax credit is complex and will depend on your particular tax circumstances, you are urged to consult your own tax advisor with respect to this issue.

Israeli Income Tax Consequences

The following is a summary discussion of material Israeli tax consequences of the merger. The following summary is based upon Israeli tax law as in effect as of the date of this proxy statement/ prospectus. Neither VERITAS nor Precise has sought or obtained an opinion of tax counsel with respect to this summary, and no assurance can be given that new or future legislation, regulations or interpretations will not significantly change the tax considerations described below, and any such change may apply retroactively. This summary does not discuss all material aspects of Israeli tax consequences which may apply to particular holders of Precise ordinary shares in light of their particular circumstances, such as investors subject to special tax rules or other investors referred to below. **Because individual circumstances may differ, holders of Precise shares should consult their own tax advisors as to the Israeli tax consequences applicable to them**.

Table of Contents

Under the Israeli Income Tax Ordinance [New Version], 1961, the transfer of shares of an Israeli company is deemed to be a sale of capital assets. Israeli law imposes a capital gains tax on the sale of capital assets located in Israel, including shares in Israeli resident companies, by both residents and non-residents of Israel, unless a specific exemption is available or unless a treaty between Israel and the country of the non-resident provides otherwise. Regulations promulgated under the Israeli Income Tax Ordinance provided for an exemption from Israeli capital gains tax for gains accrued before January 1, 2003 and derived from the sale of shares of industrial companies that are traded on specified non-Israeli markets, including The Nasdaq National Market, provided that the sellers purchased their shares either in the company s initial public offering or in public market transactions thereafter. This exemption does not apply to shareholders who are in the business of trading securities, or to shareholders that are Israeli resident companies subject to the Income Tax (Adjustments for Inflation) Law 1985. Precise believes that it is currently an industrial company, as defined in the Encouragement of Industry (Taxes) Law 1969. The status of a company as an industrial company may be reviewed by the tax authorities from time to time. There can be no assurance that the Israeli tax authorities will not deny Precise s status as an industrial company, including with retroactive effect.

On January 1, 2003, the Law for Amendment of the Income Tax Ordinance (Amendment No. 132), 5762-2002, known as the tax reform, came into effect, thus imposing capital gains tax at a rate of 15% on gains derived on or after January 1, 2003 from the sale of shares in Israeli companies publicly traded on the TASE or (subject to a necessary determination by the Israeli Minister of Finance) on a recognized stock exchange outside of Israel. This tax rate does not apply to: (1) dealers in securities; (2) shareholders that report in accordance with the Income Tax Law (Inflationary Adjustment) 1985; or (3) shareholders who acquired their shares prior to an initial public offering. The tax basis of shares acquired prior to January 1, 2003 will be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. However, a request may be made to the tax authorities to consider the actual adjusted cost of the shares as the tax basis if it is higher than such average price. Non-Israeli residents shall be exempt from Israeli capital gains tax on any gains derived from the sale of shares publicly traded on a stock exchange, provided such shareholders did not acquire their shares prior to an initial public offering. In any event, the provisions of the tax reform shall not affect the exemption from capital gains tax for gains accrued before January 1, 2003, as described in the previous paragraph.

In addition, the Convention Between the Government of the United States of America and the Government of Israel with respect to Taxes on Income (the Tax Treaty) exempts in most circumstances persons who qualify under the treaty as residents of the U.S. from Israeli capital gains tax in connection with the disposition of the shares in the merger, provided that these persons have not held, directly or indirectly, ordinary shares representing 10% or more of the voting power of Precise at any time during the 12 month period preceding the merger.

Precise shareholders who acquired their shares prior to Precise s initial public offering in 2000 and who do not qualify for an exemption from Israeli capital gains tax under any tax treaty to which the State of Israel is a party, including the Tax Treaty described above, may be subject to Israeli capital gains tax on the sale of their Precise ordinary shares in the merger. Such shareholders should consult their own tax advisors regarding the tax consequences of the merger to them.

In some instances where Precise shareholders may be liable for Israeli tax on the sale of their shares, the payment of the consideration may be subject to the withholding of Israeli tax at the source.

Israeli Tax Rulings. In January 2003, Precise and VERITAS requested two rulings from the Israeli tax authorities. The first ruling request seeks to clarify that the assumption by VERITAS of share options held by Precise employees will not result in a taxable event for the employees. This ruling also requests that, with respect to employee share options eligible for preferential treatment under section 102 of the Israeli Income Tax Ordinance, the requisite holding period for such options will be deemed to have begun at the time of issuance of the option, and not at the time of assumption by VERITAS. The second ruling request seeks to clarify if any Israeli withholding tax will be required to be withheld at the source from the consideration paid to Precise shareholders, and if so, from which classes or categories of shareholders withholding will be required and what the rate of required withholding will be.

Table of Contents

Receipt of these rulings is not a condition for closing the merger. Precise and VERITAS expect that these rulings will be issued in early June 2003, but there can be no assurance that this will in fact be the case. The first ruling (concerning the employee share options) may also contain restrictive conditions regarding matters such as the deductibility by Precise of compensation expenses related thereto and the applicable tax rate for the employees upon exercise of options and sale of the underlying shares. If the first ruling is not issued, the assumption of the employee share options by VERITAS might be seen as a taxable event giving rise to employment income or might be seen as restarting the requisite two-year holding period required for tax benefits under Section 102 of the Israeli Income Tax Ordinance. If the second ruling (concerning withholding tax from consideration paid to Precise shareholders) is not issued, then VERITAS, when paying the merger consideration to Precise shareholders, will not have the benefit of the instructions expected to be included in the ruling of the Israeli tax authorities. In this case, VERITAS may determine that it is required to withhold Israeli tax at source: (a) from Precise shareholders who are Israeli residents; and (b) from Precise shareholders who are not Israeli residents and who held their Precise shares prior to Precise s initial public offering. In some cases, if VERITAS determines that it is required to withhold taxes, the recipient of the consideration may need to request a refund of the tax so withheld.

Accounting Treatment of the Merger

The merger will be accounted for as a purchase transaction under generally accepted accounting principles in the U.S.

Regulatory Filings and Approvals Required to Complete the Merger

U.S. Regulatory Filings

The merger is subject to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, which prevents this transaction from being completed until required information and materials are furnished to the Antitrust Division of the U.S. Department of Justice and the U.S. Federal Trade Commission and the related waiting period expires or is terminated early. VERITAS and Precise have made the required filings with the Department of Justice and the Federal Trade Commission. On January 17, 2003, VERITAS and Precise received early termination of the statutory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act, however, the Department of Justice and the Federal Trade Commission, retaining jurisdiction under general antitrust laws, may challenge the merger at any time before or after its completion.

German Regulatory Filing

VERITAS is required to file notice of the merger with the German Federal Cartel Office pursuant to Section 39 of Germany s Act against Restrictions of Competition. VERITAS filed this notification on January 29, 2003 and on February 10, 2003. VERITAS received clearance to complete the merger from the German Federal Cartel Office. Notwithstanding the receipt of regulatory clearance in Germany by the German Federal Cartel Office, there is no guarantee that the transaction will not be challenged before or after its completion by the German Federal Cartel Office or by private third parties under German law.

Israeli Governmental Approvals

Israeli Companies Registrar. Under the Israeli Companies Law, VERITAS and Precise may not complete the merger without making certain filings and notifications to the Israeli Companies Registrar.

Merger Proposal. Each merging company is required to file with the Israeli Companies Registrar, jointly with the other merging company, a merger proposal setting forth specified details with respect to the merger. Precise and the merger subsidiary filed the required merger proposals with the Companies Registrar on December 29, 2002.

Notice to Creditors. In addition, each merging company is required to notify its creditors of the proposed merger. Pursuant to the Israeli Companies Law, a copy of the merger proposal must be sent to the secured creditors of each company, substantial creditors must be informed individually of the filing of the merger proposal with the Israeli Companies Registrar, and where it can be reviewed, and creditors must be informed of the merger by publication in daily newspapers in Israel and, where necessary, elsewhere and by making the merger proposal available for review. Precise and the merger subsidiary have notified their respective creditors of the merger in accordance with these requirements to the extent applicable and, because Precise s shares are traded on The Nasdaq National Market, Precise has also published an announcement of the merger in The Wall Street Journal. The merging companies have notified the Israeli Companies Registrar of the notices to their creditors.

Shareholder Approval Notice. The merger must then be approved by the shareholders of each merging company. After the shareholders vote, each of the merging companies must file a notice with the Israeli Companies Registrar concerning the decision of the shareholders.

Assuming that the shareholders of each of the merging companies approve the merger agreement, the merger and the other transactions contemplated by the merger agreement and that all of the statutory procedures and requirements have been complied with, and so long as at least 70 days have passed from the date of the filing of the merger proposal with the Israeli Companies Registrar and the Israeli Commissioner of Restrictive Trade Practices has not filed an objection to the merger, the merger will become effective and the Israeli Companies Registrar will be required to register the merger in the surviving company s register and to issue the surviving company a certificate regarding the merger.

Office of the Chief Scientist. The Office of the Chief Scientist is a part of Israel s Ministry of Industry and Trade and provides research and development grants to companies, subject to an obligation to pay royalties on revenue derived from products incorporating technology developed under programs funded by the grants or based on technology funded by the grants. Precise has obtained grants from the Office of the Chief Scientist in connection with the development of the technology embedded in Precise/ Indepth for Oracle software. On February 19, 2003, the Office of the Chief Scientist consented to the merger.

Israeli Investment Center in the Israeli Ministry of Industry and Trade. The Investment Center, which is a part of Israel s Ministry of Industry and Trade, provides various benefits to Israeli companies, including grants to finance capital investments and tax benefits ranging from reduced rates of corporate tax to a full tax exemption for a fixed period, depending on a number of factors. Precise expects to receive tax benefits from the Investment Center, subject to compliance with applicable conditions. On January 26, 2003, the Investment Center of Israel s Ministry of Industry and Trade consented to the change in ownership of Precise resulting from the merger.

Israeli Securities Authority. In connection with the merger, VERITAS will require an exemption, pursuant to Section 15D of the Israeli Securities Law, 1968, from the requirement to publish a prospectus in respect of the assumption by VERITAS of the Precise share options granted to employees of Precise. On February 3, 2003, the Israeli Securities Authority granted this exemption. In order to comply with the terms of the exemption, VERITAS will be required to make copies of the relevant share option plans and related SEC filings available to Israeli employees of Precise, and, upon demand, to provide Hebrew translations of these documents.

Other Approvals

VERITAS and Precise are not aware of any other governmental approvals or actions required to complete the merger. However, if any additional governmental approvals or actions are required, VERITAS and Precise intend to try to obtain them. VERITAS and Precise cannot assure you, however, that VERITAS and Precise will be able to obtain these approvals or actions.

Restrictions on Sales of Shares by Affiliates of Precise and VERITAS

The shares of VERITAS common stock to be issued in connection with the merger to Precise shareholders who properly make a timely election to receive the mixed consideration will be registered under the Securities Act of 1933 and will be freely transferable under the Securities Act, except for shares of VERITAS common stock issued to any person who is deemed to be an affiliate of either VERITAS or Precise. Persons who may be deemed to be affiliates include individuals or entities that control, are controlled by, or are under common control with, either VERITAS or Precise and may include some of each company s respective officers and directors, as well as some of each company s respective principal shareholders. Certain

Table of Contents

shareholders of Precise and VERITAS who may be considered affiliates of Precise and VERITAS, respectively, entered into affiliate agreements in connection with the merger. Affiliates may not sell their shares of VERITAS common stock acquired in connection with the merger unless:

- the sale, transfer or other disposition is made in conformity with the requirements of Rule 145(d) under the Securities Act;

- the sale, transfer or other disposition is made pursuant to an effective registration statement under the Securities Act or an appropriate exemption from registration; or

- the affiliate delivers to VERITAS a written opinion of counsel, reasonably acceptable to VERITAS in form and substance, that the sale, transfer or other disposition is otherwise exempt from registration under the Securities Act.

The registration statement of which this proxy statement/ prospectus forms a part does not cover the resale of shares of VERITAS common stock to be received by affiliates in the merger.

Under the affiliate agreements, VERITAS will be entitled to place appropriate legends on the certificates evidencing any VERITAS common stock to be received by each of the persons who has entered into an affiliate agreement and to issue stop transfer instructions to the transfer agent for VERITAS common stock. These persons have also acknowledged the resale restrictions imposed by Rule 145 under the Securities Act on shares of VERITAS common stock to be received by them in the merger.

Nasdaq Listing of VERITAS Common Stock to be Issued in the Merger

VERITAS will list the shares of VERITAS common stock to be issued in the merger on The Nasdaq National Market.

Delisting and Deregistration of Precise Ordinary Shares after the Merger

If the merger is completed, Precise s ordinary shares will be delisted from The Nasdaq National Market and will be deregistered under the Securities Exchange Act of 1934.

Operations After the Merger

Following the merger, Precise will continue its operations as an indirect wholly-owned subsidiary of VERITAS. The shareholders of Precise who properly and timely elect to receive the mixed consideration, other than Israeli holders, will become stockholders of VERITAS, and their rights as stockholders will be governed by the VERITAS certificate of incorporation, as then in effect, the VERITAS bylaws and the laws of the State of Delaware. See Comparison of the Rights of Holders of VERITAS Common Stock and Precise Ordinary Shares beginning on page 101 of this proxy statement/ prospectus.

Table of Contents

THE MERGER AGREEMENT

The following summary describes the material provisions of the merger agreement. The provisions of the merger agreement are complicated and not easily summarized. This summary may not contain all of the information about the merger agreement that is important to you. The merger agreement and amendment no. 1 to the merger agreement are attached to this proxy statement/ prospectus as Annex A and Annex AA, respectively, and are incorporated by reference into this proxy statement/ prospectus, and we encourage you to read them carefully in their entirety for a more complete understanding of the merger agreement.

Conditions to Completion of the Merger

In addition to the conditions applicable to either VERITAS or Precise set forth below, VERITAS and Precise s obligations to complete the merger are subject to the satisfaction or mutual waiver of each of the following conditions:

- the merger agreement, the merger and the other transactions contemplated by the merger agreement must be approved by the requisite vote of the holders of Precise ordinary shares entitled to vote;
- VERITAS registration statement, of which this proxy statement/ prospectus forms a part, must be effective, no stop order suspending its effectiveness shall have been issued, and no proceedings for suspension of its effectiveness, and no similar proceeding in respect of this proxy statement/ prospectus, shall have been initiated or threatened in writing by the Securities and Exchange Commission;
- the shares of VERITAS common stock to be issued in the merger shall have been authorized for listing on The Nasdaq National Market, subject to official notice of issuance;
- no governmental entity shall have enacted or issued any statute, rule, regulation, executive order, decree, injunction or other order which has the effect of making the merger illegal or otherwise prohibiting consummation of the merger;
- all applicable waiting periods under U.S. antitrust laws relating to the merger must have expired or been terminated, and all material notifications, approvals, or waiting periods required under applicable foreign competition laws comparable to the U.S. antitrust laws reasonably determined to apply to the merger shall have been satisfied; and
- VERITAS and Precise shall have received all Israeli governmental approvals required for the consummation of the merger.

Precise s obligation to complete the merger is subject to the satisfaction at or prior to the date the merger is to be completed of each of the following conditions, any of which may be waived, in writing, exclusively by Precise:

- The representations and warranties of VERITAS and merger subsidiary contained in the merger agreement shall have been true and correct as of December 19, 2002 and shall be true and correct on and as of the date that the merger is completed with the same force and effect as if made on such date, except:
  - in each case, or in the aggregate, where the failure to be true and correct would not reasonably be expected to have a material adverse effect on VERITAS; or
  - for those representations and warranties which address matters only as of a particular date, which representations shall have been true and correct, subject to the qualifications as set forth in the preceding clause, as of such particular date;
- Precise shall have received a certificate with respect to the above condition signed on behalf of VERITAS by an authorized officer of VERITAS; and
- VERITAS and the merger subsidiary must have performed or complied with in all material respects all of the agreements and covenants required by the merger agreement to be performed or complied with

Table of Contents

by VERITAS at or before completion of the merger and deliver a signed certificate to Precise to that effect.

VERITAS and the merger subsidiary s obligations to complete the merger are subject to the satisfaction at or prior to the date the merger is to be completed of each of the following conditions, any of which may be waived, in writing, exclusively by VERITAS:

The representations and warranties of Precise contained in the merger agreement shall have been true and correct as of December 19, 2002 and shall be true and correct on and as of the date the merger is completed with the same force and effect as if made on such date except:

in each case, or in the aggregate, and subject to certain limited exceptions, where the failure to be true and correct would not reasonably be expected to have a material adverse effect on Precise; or

for those representations and warranties which address matters only as of a particular date, which representations shall have been true and correct, subject to the qualifications as set forth in the preceding clause, as of such particular date;

VERITAS shall have received a certificate with respect to the above condition signed on behalf of Precise by the chief executive officer and the chief financial officer of Precise;

Precise must have performed or complied with in all material respects all of the agreements and covenants required by the merger agreement to be performed or complied with by Precise at or before completion of the merger and deliver a signed certificate to VERITAS to that effect;

Neither VERITAS nor Precise shall have received any written or oral indication from the Investment Center or the Israeli income tax authorities to the effect that the completion of the merger will jeopardize or adversely affect the tax status and benefits of Precise, including its approved enterprise tax status and its status as an industrial company, and VERITAS shall have received a certificate to that effect signed on behalf of Precise by the chief executive officer and the chief financial officer of Precise;

Approval of the Israeli Commissioner of Restrictive Trade Practices shall have been obtained without any conditions, other than a response with standard conditions, or, alternatively, the waiting period prescribed under the Restrictive Trade Practices Act, 1988, including any extensions thereof, shall have expired without receipt of a response from the Israeli Commissioner of Restrictive Trade Practices;

The resignations of all directors of Precise and Precise Software Solutions, Inc., a wholly-owned subsidiary of Precise, shall be in full force and effect at the closing date;

Each officer of Precise shall have surrendered his authority over all of Precise s finances, including without limitation Precise s bank accounts, and evidence of the surrender of such authority, in form and substance satisfactory to VERITAS, shall have been delivered to VERITAS; and

Precise shall have delivered to VERITAS the documentation necessary or advisable, in form and substance satisfactory to VERITAS, to transfer authority over Precise s finances, including without limitation, all of Precise s bank accounts, to VERITAS.

Representations and Warranties

VERITAS and Precise each made a number of representations and warranties in the merger agreement regarding aspects of their respective businesses, financial condition, structure and other facts pertinent to the merger.

Table of Contents

The representations and warranties given by Precise cover the following topics, among others, as they relate to Precise and its subsidiaries:

corporate organization and qualification to do business;

memorandum of association and articles of association;

capitalization;

corporate authority to enter into, and carry out the obligations under, the merger agreement and the enforceability of the merger agreement;

absence of a breach of Precise s memorandum of association, articles of association, material agreements, or, subject to obtaining the requisite approval by Precise s shareholders and compliance with the procedures prescribed under applicable U.S. and Israeli law, any law, rule, regulation, or judgment as a result of the merger;

receipt of regulatory approvals required to complete the merger;

compliance with applicable laws and its receipt of material permits required to conduct its business;

environmental matters;

forms and reports filed with the Securities and Exchange Commission;

financial statements contained in its filings with the Securities and Exchange Commission;

liabilities;

changes or events in Precise s business since September 30, 2002;

litigation involving Precise;

employee matters and benefit plans;

information supplied by Precise for use in the registration statement of which this proxy statement/ prospectus forms a part;

restrictions on the conduct of Precise s business;

title to the properties Precise owns and the validity of its leases;

taxes, tax returns and audits;

payment by Precise of fees to brokers or finders in connection with the merger agreement and the merger;

intellectual property;

material agreements, contracts and commitments;

the opinion of Precise s financial advisor;

insurance policies;

approval of the board of directors of Precise;

inapplicability of certain takeover laws to the merger;

pending or outstanding grants, incentives or subsidies from the Government of the State of Israel to Precise; and

Precise s use, development of, or engagement in encryption technology or other technology whose development, commercialization, or export is restricted under Israeli law.

Table of Contents

The representations and warranties given by VERITAS cover the following topics, among others, as they relate to VERITAS and its subsidiaries:

- corporate organization and qualification to do business;
- certificate of incorporation and bylaws;
- capitalization;
- corporate authority to enter into, and carry out the obligations under, the merger agreement and the enforceability of the merger agreement;
- absence of a breach of VERITAS certificate of incorporation, bylaws, material agreements, or, subject to compliance with the procedures prescribed under applicable U.S. and Israeli law, any law, rule, regulation, or order as a result of the merger;
- financing for the cash consideration to be paid as a result of the merger;
- the issuance of VERITAS common stock as a result of the merger;
- receipt of regulatory approvals required to complete the merger;
- forms and reports filed with the Securities and Exchange Commission;
- financial statements contained in VERITAS filings with the Securities and Exchange Commission;
- information supplied by VERITAS for use in the registration statement of which this proxy statement/ prospectus forms a part;
- absence of a material adverse effect on VERITAS;
- VERITAS ownership of Precise s ordinary shares;
- payment by VERITAS of fees to brokers or finders in connection with the merger agreement and the merger; and
- approval by the board of directors of the merger subsidiary.

The representations and warranties in the merger agreement are complicated and not easily summarized. You are urged to carefully read the articles of the merger agreement entitled Representations and Warranties of Company and Representations and Warranties of Parent and Merger Sub.

Precise s Conduct of Business Before Completion of the Merger

Precise has agreed that until the earlier of the completion of the merger or the termination of the merger agreement, unless VERITAS consents in writing, or as contemplated by the merger agreement, Precise will operate its business in the ordinary course and in substantially the same manner as previously conducted and in material compliance with all applicable laws and regulations, pay its debts and taxes, subject to good faith disputes over such debts or taxes, and pay or perform its other material obligations when due and use its commercially reasonable efforts consistent with past practices and policies to:

- preserve intact its current business organization;
- keep available the services of its current officers and employees; and
- preserve its relationships with customers, suppliers, distributors, licensors, licensees and others with which it has significant business dealings.

Precise has also agreed that until the earlier of the completion of the merger or the termination of the merger agreement, unless VERITAS consents in writing, or as contemplated by the merger agreement, Precise will not do any of the following:

waive any stock repurchase rights, accelerate, amend or change the period of exercisability of any options, or reprice any options;

grant any severance or termination pay except pursuant to existing agreements or policies;

with certain exceptions, grant any equity-based compensation;

transfer or license its intellectual property other than non-exclusive licenses to end-users granted in the ordinary course of business;

enter into, renew or modify any contracts relating to the distribution, sale, licensing or marketing by third parties of Precise s products;

declare, set aside or pay any dividends or make other distributions on its capital stock or split, combine or reclassify any capital stock or issue any other securities in respect of, in lieu or in substitution for any capital stock;

with certain exceptions, purchase, redeem or otherwise acquire any shares of its capital stock or other securities to acquire any shares of its capital stock;

with certain exceptions, issue, deliver, sell, authorize, pledge or encumber any shares of capital stock or other securities convertible to acquire any shares of capital stock;

cause, permit or propose any amendment to its memorandum of association or articles of association;

acquire or agree to acquire another entity or business or substantially all of the assets of another entity or business;

with certain exceptions, sell, lease, license, encumber, convey, assign, sublicense or dispose of or transfer its assets other than in the ordinary course of business;

grant or otherwise create or consent to the creation of any lien on any owned or leased real property;

with certain exceptions, incur or guarantee any indebtedness for borrowed money;

with certain exceptions, adopt or amend any management, employment, severance, consulting, relocation, repatriation, expatriation, visa, work permit or other contract between Precise or any ERISA affiliate or employee or any employee benefit program, plan or policy, enter into any employment contract or collective bargaining agreement, agree to pay or pay any special bonus or special remuneration to any director or employee, increase the salaries or wage rates or benefits of a director, officer, employee or consultant of Precise;

pay, discharge, settle or satisfy any litigation other than in the ordinary course of business;

waive the benefits of, agree to modify in any manner, terminate, release any person from or knowingly fail to enforce any confidentiality or similar agreement to which Precise or any of its subsidiaries is a beneficiary;

with certain exceptions, enter into or modify any contracts relating to the distribution, sale, license or marketing of Precise s products;

modify, amend or terminate any other material contracts;

except as required by GAAP, revalue assets or change accounting methods, principles or practices;

hire any employee with an annual compensation level in excess of $150,000;

with certain exceptions, make any individual or series of related payments outside the ordinary course of business in excess of $1.5 million in the aggregate;

with certain exceptions, enter into any contract or series of related contracts requiring a payment of more than $500,000 over the term of such contract or series of contracts;

make any tax election inconsistent with past practice, agree to settle any material tax liability or negotiate any tax rulings;

agree to pay, settle or compromise any material tax liability or consent to any extension or waiver of any limitation period with respect to taxes or request, negotiate, or agree to any tax rulings; or

agree in writing or otherwise take any of the actions described above.

The agreements related to the conduct of Precise s business in the merger agreement are complicated and not easily summarized. You are urged to carefully read the article of the merger agreement entitled Conduct Prior to the Effective Time.

No Other Negotiations Involving Precise

Precise has agreed that until the merger is completed or the merger agreement is terminated, subject to limited exceptions, neither it nor any of its subsidiaries, nor any of its officers, directors, employees, investment bankers, attorneys or other advisors or representatives, will, directly or indirectly:

solicit, initiate or take any action intended to encourage or induce the making, submission or announcement of any acquisition proposal;

engage or participate in any discussions or negotiations regarding any acquisition proposal;

furnish to any person any information with respect to any acquisition proposal;

take any other action intended to facilitate any inquiries or the making of any proposal that constitutes or may reasonably be expected to lead to an acquisition proposal;

approve, endorse or recommend any acquisition proposal; or

enter into any letter of intent or similar document or any contract, agreement or commitment contemplating or otherwise relating to an acquisition transaction, as defined below.

Notwithstanding the above provisions, between the date of the merger agreement and at any time prior to the approval of the merger agreement and the merger by Precise s shareholders, Precise s board of directors is not prohibited from complying with Rule 14d-9 or 14e-2(a) of the Securities Exchange Act of 1934, as amended, or Section 329 of the Israeli Companies Law with regard to a tender offer or exchange offer.

Further, notwithstanding the above provisions, between the date of the merger agreement and at any time prior to the approval of the merger agreement and the merger by Precise s shareholders, Precise s board of directors may engage or participate in discussions or negotiations with and furnish information to a person or group making an acquisition proposal, if all of the following conditions are met:

Precise s board of directors reasonably concludes that the acquisition proposal constitutes a superior proposal, as defined below;

the acquisition proposal is unsolicited, bona fide and is not withdrawn;

Precise s board of directors concludes in good faith, after consultation with its outside legal counsel, that the action is required in order for Precise s board of directors to comply with its fiduciary obligations to Precise s shareholders, which fiduciary obligations, for purposes of the merger agreement, shall be determined in accordance with Delaware law as if Precise were a Delaware corporation;

concurrently with furnishing any information to, or entering into discussions or negotiations with the person or group, Precise gives VERITAS written notice of the identity of the person or group and of Precise s intention to take these actions, and Precise receives from the person or group an executed agreement with confidentiality provisions at least as restrictive as the confidentiality agreement between Precise and VERITAS; and

concurrently with furnishing any information to the person or group, Precise furnishes the same information to VERITAS, to the extent this information has not been previously furnished by Precise to VERITAS.

Table of Contents

Precise has agreed to provide VERITAS at least 48 hours prior notice, or lesser notice as given to Precise s board, of a meeting of its board of directors at which its board of directors is reasonably expected to consider an acquisition proposal and to provide VERITAS at least three business days prior written notice, or lesser notice as given to Precise s board, of any meeting of its board of directors and a copy of the definitive documentation relating to a superior proposal in which its board of directors is reasonably expected to recommend a superior proposal to its shareholders.

Precise has agreed to promptly as practicable, and in any event within 24 hours, advise VERITAS orally and in writing of any request received by Precise for information which Precise reasonably believes would lead to an acquisition proposal, or the receipt of any acquisition proposal, or any inquiry received by Precise which Precise reasonably believes would lead to any acquisition proposal, including the following:

the material terms and conditions of such request, acquisition proposal or inquiry; and

the identity of the person or group making any such request, acquisition proposal or inquiry.

Precise has further agreed to keep VERITAS informed in all material respects of the status and details, including material amendments or proposed amendments, of any such request, acquisition proposal or inquiry.

Under the merger agreement, Precise s board of directors is allowed to withhold, withdraw, modify, amend or change its unanimous recommendation in favor of the approval of the merger agreement if a superior proposal is made to Precise and not withdrawn, neither Precise nor any of its representatives has breached the nonsolicitation provisions of the merger agreement, and Precise s board of directors concludes in good faith, after consultation with its outside legal counsel, that, in light of the superior proposal, the withholding, withdrawing, amending, modifying or changing of its recommendation is required in order for Precise s board of directors to comply with its fiduciary obligations to Precise s shareholders, the merger agreement, the merger and the other transactions contemplated by the merger agreement have not yet been approved by Precise s shareholders at Precise s extraordinary meeting, and concurrently with any withholding, withdrawing, modification, or change of the board of directors recommendation, Precise shall have terminated the merger agreement in accordance with the procedures specified in Section 7.1(j) of the merger agreement and have entered into a definitive agreement providing for a superior proposal.

An acquisition proposal is any offer or proposal, other than an offer or proposal by VERITAS, relating to any acquisition transaction. An acquisition transaction is any transaction or series of related transactions, other than the transactions contemplated by the merger agreement, that involves:

any acquisition or purchase from Precise by any person or group, as defined under Section 13(d) of the Securities Exchange Act, of more than a 15% interest in the total outstanding voting securities of Precise or any tender offer or exchange offer that, if consummated, would result in any person or group beneficially owning 15% or more of the total outstanding voting securities of Precise;

any merger, consolidation, business combination or similar transaction involving Precise in which the shareholders of Precise immediately preceding the transaction hold less than 85% percent of the equity interests in the surviving or resulting entity;

any sale, lease, other than in the ordinary