

SYBASE INC
Form 4
July 30, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAP AG

(Last) (First) (Middle)
DIETMAR-HOPP-ALLEE 16
(Street)
D69190 WALLDORF, 2M

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ ₍₂₎ | 07/29/2010 | | P | | 58,282,484 ₍₃₎ | A | \$ 65 |
| Common Stock | 07/29/2010 | | J | | 7,047,261 ₍₅₎ | A | \$ 65 |
| | | | | | 139,212,201 ₍₄₎ | D | 100 ₍₆₎ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ Dr. Werner Brandt, CFO of SAP AG | 07/30/2010 |
| **Signature of Reporting Person | Date |
| /s/ Michael Junge, General Counsel of SAP AG | 07/30/2010 |
| **Signature of Reporting Person | Date |
| /s/ Brad C. Brubaker, Corporate Secretary of SAP America, Inc. | 07/30/2010 |
| **Signature of Reporting Person | Date |
| /s/ Brad C. Brubaker, President of Sheffield Acquisition Corp. | 07/30/2010 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This form is a joint filing by SAP AG, SAP America, Inc, a wholly owned subsidiary of SAP AG ("SAP America"), and Sheffield Acquisition Corp., an indirectly wholly-owned subsidiary of SAG AG (the "Purchaser").

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

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

(4) Amount includes 7,354,298 Shares tendered through guaranteed delivery procedures. Following the exercise of the "top-up option", Sybase was merged with and into the Purchaser with Sybase surviving the merger as a wholly-owned subsidiary of SAP America pursuant to a "short-form merger" under Delaware law as described in the Schedule TO (the "Merger"). At the effective time of the Merger, these Shares were cancelled and ceased to exist.

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

(6) Prior to the Merger, SAP America held 100 shares of the common stock, no par value per share, of the Purchaser (the "Purchaser Shares"), which represented all of the issued and outstanding capital stock of the Purchaser. At the effective time of the Merger, each Purchaser Share was converted into one share of common stock of Sybase, as the surviving corporation of the Merger, and as a result SAP America acquired 100% of the equity interest of Sybase.

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

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