

QUEST SOFTWARE INC
Form 3
July 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DELL INC | | (Month/Day/Year) | QUEST SOFTWARE INC [QSFT] | |
| (Last) | (First) | 06/30/2012 | | |
| | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE DELL WAY | | | | |
| (Street) | | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| ROUND ROCK,Â TXÂ 78682 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.001 per share | 24,942,346 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | By Vincent C. Smith <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock, par value \$0.001 per share | 355,749 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | By Vincent C. Smith Annuity Trust 2010-1 <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 266,811 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | By Vincent C. Smith Annuity Trust 2010-2 <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 1,275,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | By Vincent C. Smith Annuity Trust 2011-1 <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 1,422,140 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | By Teach A Man To Fish Foundation <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DELL INC ONE DELL WAY ROUND ROCK, TX 78682 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Janet B. Wright, Vice President and Assistant Secretary

07/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) On June 30, 2012, Dell Inc. ("Dell") entered into an Agreement and Plan of Merger, dated as of June 30, 2012 (the "Merger Agreement"), by and among Dell, Diamond Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Dell, and Quest Software, Inc. ("Quest"), pursuant to which Dell will acquire Quest. (Continued in Footnote (2))

(2) Concurrently with the execution of the Merger Agreement and in their capacities as stockholders of Quest, Vincent C. Smith, Chairman and Chief Executive Officer of Quest, the Vincent C. Smith Annuity Trust 2010-1, the Vincent C. Smith Annuity Trust 2010-2, the Vincent C. Smith Annuity Trust 2011-1 and the Teach A Man To Fish Foundation entered into a voting agreement, dated as of June 30, 2012 (the "Voting Agreement"), with Dell and Quest, pursuant to which they agreed to, among other things, vote the shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Quest beneficially owned by them in favor of the approval of the Merger Agreement and other proposals necessary to consummate the transaction unless such Voting Agreement is terminated pursuant to its terms. The stockholders granted a limited proxy to Dell with respect to their shares in order to secure the performance of their obligations under the Voting Agreement. (Continued in Footnote (3))

(3) Dell is filing this statement solely because, as a result of the Voting Agreement, Dell may be deemed to share beneficial ownership of 30,577,233 shares of Common Stock (including 2,315,187 shares issuable upon exercise of stock options that are exercisable within 60 days of July 5, 2012), which would represent approximately 36.1% of the Common Stock of Quest (based on 84,775,742 shares of Common Stock outstanding as of June 19, 2012, as provided by Quest). The filing of this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be construed as an admission by Dell that it is the beneficial owner of any shares of Common Stock for purposes of Section 13(d), 13(g) or 16 of the Exchange Act, or for any other purposes, and such beneficial ownership is hereby expressly disclaimed.

(4) Includes 153,440 shares owned by Vincent C. Smith's minor children and certain shares currently held in the name of Land Meets the Sea LLC, an entity owned by Vincent C. Smith which has been dissolved.

^

Remarks:

See attached footnotes page.

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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