

Isilon Systems, Inc.
Form 3
December 21, 2010

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 EMC CORP | | (Month/Day/Year) | Isilon Systems, Inc. [ISLN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/17/2010 | | |
| 176 SOUTH STREET | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| HOPKINTON, MA 01748 | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |

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 \$0.00001 per share | 64,268,239 <u>(1)</u> <u>(2)</u> <u>(4)</u> | I | See Footnote <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMC CORP 176 SOUTH STREET HOPKINTON, MA 01748 | X | | | |

Signatures

/s/ Paul T. Dacier, Executive Vice President and General Counsel 12/21/2010

__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).

On November 14, 2010, EMC Corporation, a Massachusetts corporation ("EMC"), Electron Merger Corporation, a Delaware corporation and a wholly-owned subsidiary of EMC ("Purchaser"), and Isilon Systems, Inc., a Delaware corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). As contemplated by the terms of the Merger Agreement, Purchaser

- (1) commenced, on November 19, 2010, a cash tender offer (the "Offer") to purchase all outstanding shares (the "Shares") of common stock, par value \$0.00001 per Share, of the Company, at a price of \$33.85 per Share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated November 19, 2010, as amended, included as an exhibit to the Tender Offer Statement on Schedule TO filed by EMC and Purchaser with the Securities and Exchange Commission (the "SEC") on November 19, 2010.

The Offer expired at 12:00 midnight, New York City time, on Friday, December 17, 2010. An aggregate of 63,988,828 Shares were validly tendered and not withdrawn (including certain shares tendered under guaranteed delivery procedures), representing approximately 95.5% of the Company's outstanding common stock. On December 17, 2010, Purchaser accepted for payment all validly tendered and not withdrawn Shares. Prior to the commencement of the Offer EMC, acquired 279,411 Shares through ordinary brokerage transactions at prevailing market prices.

- (2) Purchaser was a direct, wholly owned subsidiary of EMC and was the owner of the Shares purchased in the Offer. Pursuant to the terms of the Merger Agreement, on December 21, 2010 Purchaser merged with and into the Company (the "Merger") and each share of common stock, par value \$0.01 per share, of Purchaser that was outstanding immediately prior to the Merger was converted into one share of common stock, par value \$0.01 per share, of the Company, as the surviving corporation. As a result of the Merger, Purchaser's corporate existence ceased.
- (4) On December 21, 2010, the Company filed a Form 15 with the SEC to terminate the registration of its common stock under Section 12 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.