

SUN MICROSYSTEMS, INC.
Form DEFA14A
July 26, 2005

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

SeeBeyond Technology Corporation

(Name of Registrant as Specified in its Charter)

Sun Microsystems, Inc.

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Sun Microsystems, Inc.

Pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: SeeBeyond Technology Corporation

Commission File No.: 000-30207

The following FAQ was posted on SeeBeyond Technology Corporation's internal website on July 26, 2005:

Sun Microsystems, Inc.

FAQ for SeeBeyond Employees, July 26, 2005

Transaction

1. What is the difference between the announcement date and the closing date of the transaction?

The announcement date is when Sun entered into a definitive agreement to acquire SeeBeyond. The closing date of the transaction will occur when Sun and SeeBeyond have secured regulatory and shareholder approvals and satisfied other closing conditions and SeeBeyond becomes a part of Sun Microsystems.

Health and Welfare Benefits

1. Where can I get information about Sun's benefits?

Sun will provide an in-person overview of the benefits for US-based employees. Details for the date, time and location of this meeting will be provided in a separate communication. A benefits overview is also available on Sun's public web site at http://www.sun.com/corp_emp/benefits.html.

Benefits: Other

1. How will this transaction affect the immigration process for those of us for whom SeeBeyond has put in the application for Green Card Status?

Sun will provide an in-person overview of the immigration process at the SeeBeyond Monrovia offices on July 29, 2005. Please contact Diane Erickson for details on the time and location.

2. Do Sun employees get a discount on purchasing Sun hardware?

Yes. Once Sun employees have an assigned employee number, they are eligible to purchase equipment with the employee discount.

IT and Systems

1. When will systems change?
2. How will systems be transitioned?
3. Will employees be offered training on new systems?
4. Will my e-mail address change?
5. Will my hardware (desktop or laptop computer) change?

A joint SeeBeyond and Sun IT Team is being developed to address these types of questions. An IT roadmap will be developed. As decisions are made, the IT team will communicate to the SeeBeyond employees.

Strategy and Products

1. Will Sun retain the SeeBeyond product? What will the product name be?

Yes. Sun will retain the SeeBeyond product. ICAN is an essential part of Sun's strategy for Java Enterprise System and SOA. The product naming has not yet been determined.

2. What is Sun's strategy to use/promote the ICAN suite?

Subject to the close of the acquisition, Sun plans to immediately begin selling the ICAN product suite as the Java Enterprise System Integration Suite. ICAN would be promoted as a part of the larger Java Enterprise System and as a specific suite within that offering as a part of Sun's Smarter Enterprise campaign for FY06.

Sun may also choose to use ICAN for internal Sun IT projects. Ultimately, the IT department would make decisions about specific use, but internal teams have expressed interest in this area.

3. Does Sun plan to invest additional resources towards future development of the ICAN product suite?

Yes. Integration is one of 12 Sun Growth Targets for the coming fiscal year. This means that Sun intends to focus on and invest in these growth targets to grow these businesses.

4. When will the name SeeBeyond go away and be replaced with Sun Microsystems?

The company name SeeBeyond will go away at the close of the transaction. The use of SeeBeyond as a product name is yet to be determined.

Other

1. Will I need to reapply for my job?

No. The terms of the sale include the transfer of employees to the new company at the close of the transaction.

2. Will there be any layoffs once the transaction is finalized?

We anticipate that the majority of employees will transfer employment at close. As the new organizational structure is finalized, it is possible that current roles and responsibilities could be modified. As with SeeBeyond, there are no guarantees of future employment.

3. After the transaction closes, will I be a Sun employee?

Yes. As of the close of the transaction, SeeBeyond employees will become employees of Sun Microsystems.

4. Will I need to relocate after the transaction close?

Employees will continue to work from current locations at the close of the transaction. The Monrovia site will remain unchanged and other sites may be evaluated as we proceed through the integration process.

Additional Information and Where to Find It

SeeBeyond has filed a preliminary proxy statement in connection with the proposed acquisition of SeeBeyond by Sun Microsystems. Once completed, a definitive proxy statement will be mailed to the stockholders of SeeBeyond. SeeBeyond's stockholders are urged to read the proxy statement and other relevant materials when they become available because they will contain important information about the acquisition and SeeBeyond. Investors and security holders may obtain free copies of these documents (when they are available) and other documents filed with the Securities and Exchange Commission (the "SEC") at the SEC's web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by SeeBeyond by going to SeeBeyond's Investor Relations page on its corporate website at www.seebeyond.com.

In addition, SeeBeyond and its officers and directors may be deemed to be participants in the solicitation of proxies from SeeBeyond's stockholders with respect to the acquisition. A description of any interests that SeeBeyond's officers and directors have in the acquisition will be available in the proxy statement. In addition, Sun may be deemed to be participating in the solicitation of proxies from SeeBeyond's stockholders in favor of the approval of the acquisition. Information concerning Sun's directors and executive officers is set forth in Sun's proxy statement for its 2004 annual meeting of stockholders, which was filed with the SEC on September 22, 2004, and annual report on Form 10-K filed with the SEC on September 13, 2004. These documents are available free of charge at the SEC's web site at www.sec.gov or by going to Sun's Investor Relations page on its corporate website at www.sun.com.