

Edgar Filing: SIEBEL SYSTEMS INC - Form 425

SIEBEL SYSTEMS INC  
Form 425  
December 05, 2005

FILED BY ORACLE CORPORATION

PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933

AND DEEMED FILED PURSUANT TO RULE 14a-12

UNDER THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: SIEBEL SYSTEMS, INC.

COMMISSION FILE NO. 0-20725

[The following was posted to an internal Siebel Systems, Inc. website on December 5, 2005]

I admire risk takers. I like leaders - people who do things before they become fashionable or popular. I find that kind of integrity inspirational.

[GRAPHIC]

LAWRENCE J. ELLISON | Chairman & Chief Executive Officer, 2003

Almost thirty years ago, Larry Ellison saw an opportunity other companies missed when he came across a description of a working prototype for a relational database and discovered that no company had committed to commercializing the technology. Ellison and his co-founders, Bob Miner and Ed Oates, realized there was tremendous business potential in the relational database model - but they may not have realized that they would change the face of business computing forever.

Today Oracle (Nasdaq: ORCL) is still at the head of the pack. Oracle technology can be found in nearly every industry around the world and in the offices of 98 of the Fortune 100 companies. Oracle is the first software company to develop and deploy 100 percent internet-enabled enterprise software across its entire product line: database, business applications, and application development and decision support tools. Oracle is the world's leading supplier of software for information management, and the world's second largest independent software company.

Oracle has always been an innovative company. It was one of the first companies to make its business applications available through the internet - today, that idea is pervasive. Now Oracle is committed to making sure that all of its software is designed to work together - the suite approach - and other companies, analysts, and the press are beginning to acknowledge that Oracle is right. What's in store for tomorrow? We will continue to innovate and to lead the industry - while always making sure that we're focused on solving the problems of the customers who rely on our software.

Innovation Timeline













### **Important Information**

This document may be deemed to be solicitation material in respect of the proposed business combination of Oracle and Siebel Systems. In connection with the proposed transaction, a registration statement on Form S-4 was filed by Ozark Holding Inc. with the SEC on October 19, 2005, as amended (Registration No. 333-129139), containing a preliminary proxy statement/prospectus and other documents filed by Oracle and Siebel Systems. STOCKHOLDERS OF SIEBEL SYSTEMS ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS THAT IS PART OF THE REGISTRATION STATEMENT, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED BUSINESS COMBINATION. ANY OFFER OF SECURITIES WILL ONLY BE MADE PURSUANT TO A DEFINITIVE PROXY STATEMENT/PROSPECTUS. The final proxy statement/prospectus will be mailed to stockholders of Siebel Systems and investors and security holders may obtain the documents free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), from Oracle Corporation, 500 Oracle Parkway, Redwood City, California 94065, Attention: Investor Relations, or from Siebel Systems, Inc., 2207 Bridgepointe Parkway, San Mateo, California 94404, Attention: Investor Relations.

Oracle, Siebel Systems and their respective directors and executive officers and other members of management and employees may be deemed to participate in the solicitation of proxies in respect of the proposed transactions. Information regarding Oracle's directors and executive officers is available in Oracle's proxy statement for its 2005 annual meeting of stockholders, which was filed with the SEC on August 30, 2005, and information regarding Siebel Systems' directors and executive officers is available in Siebel Systems' proxy statement for its 2005 annual meeting of stockholders, which was filed with the SEC on April 29, 2005. Additional information regarding the interests of such potential participants will be included in the proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.

### **Cautionary Statement Regarding Forward-Looking Statements**

This document contains certain forward-looking statements about Oracle and Siebel Systems. When used in this document, the words anticipates, may, can, believes, expects, projects, intends, likely, similar expressions and any other statements that are not historical in nature as they relate to Oracle and Siebel Systems, the management of either such company or the transaction are intended to identify those assertions as forward-looking statements. In making any such statements, the person making them believes that its expectations are based on reasonable assumptions. However, any such statement may be influenced by factors that could cause actual outcomes and results to be materially different from those projected or anticipated. These forward-looking statements are subject to numerous risks and uncertainties. There are various important factors that could cause actual results to differ



materially from those in any such forward-looking statements, many of which are beyond the control of Oracle and Siebel Systems, including: the impact of general economic conditions in regions in which either such company currently does business, industry conditions, including competition, fluctuations in exchange rates and currency values, capital expenditure requirements, legislative or regulatory requirements, changes in the tax laws, interest rates and access to capital markets. The actual results or performance by Oracle or Siebel Systems could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Siebel Systems.