

3PAR Inc.  
Form 8-K  
August 27, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

August 26, 2010

Date of Report (Date of earliest event reported)

**3PAR INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

4209 Technology Drive

Fremont, California 94538

(Address of principal executive offices, including zip code)

(510) 413-5999

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

***Amendment of Agreement and Plan of Merger***

On August 26, 2010, 3PAR Inc., a Delaware corporation ( **3PAR** ), Dell Inc., a Delaware corporation ( **Dell** ), and Dell Trinity Holdings Corp., a Delaware corporation and wholly owned subsidiary of Dell ( **Purchaser** ), entered into Amendment No. 2 ( **Amendment No. 2** ) to the Agreement and Plan of Merger, dated as of August 15, 2010 (the **Merger Agreement** ), as amended on August 26, 2010 ( **Amendment No. 1** ), by and among 3PAR, Dell and Purchaser. Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser commenced a cash tender offer to purchase all outstanding shares of 3PAR's common stock (the **Shares** ). Under Amendment No. 2, the Offer Price (as defined in the Merger Agreement) was increased from \$24.30 per Share to \$27.00 per Share.

Other than as expressly modified pursuant to Amendment No. 1 and Amendment No. 2, the Merger Agreement, which was filed as Exhibit 2.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission ( **SEC** ) by 3PAR on August 16, 2010, remains in full force and effect as originally executed on August 15, 2010. The foregoing description of Amendment No. 2 is only a summary, does not purport to be complete and is qualified in its entirety by reference to Amendment No. 2, a copy of which is filed as Exhibit 2.1 hereto and is incorporated herein by reference.

**Item 8.01 Other Events.**

On August 27, 2010, 3PAR issued a press release announcing that 3PAR and Dell have entered into Amendment No. 2. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

***(d) Exhibits***

<b>Exhibit Number</b>	<b>Description</b>
2.1	Amendment No. 2 to the Agreement and Plan of Merger by and among 3PAR Inc., Dell Inc. and Dell Trinity Holdings Corp. dated as of August 26, 2010.
99.1	Press Release of 3PAR Inc. dated August 27, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**3PAR INC.**

Date: August 27, 2010

By:

/s/ DAVID C. SCOTT  
**David C. Scott**  
**President and Chief Executive Officer**

**EXHIBIT INDEX**

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