

OPNET TECHNOLOGIES INC
 Form 3
 December 18, 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 Riverbed Technology, Inc. | | (Month/Day/Year) | OPNET TECHNOLOGIES INC [OPNT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 199 FREMONT STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| SAN FRANCISCO,Â CAÂ 94105 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | 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 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | 100 | D | Â |

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 | 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 |
| Riverbed Technology, Inc. 199 FREMONT STREET SAN FRANCISCO, CA 94105 | ^ | ^ X | ^ | ^ |

Signatures

RIVERBED TECHNOLOGY, INC., By /s/ Brett Nissenberg, General Counsel and Senior Vice President

12/18/2012

__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).

- In accordance with the Agreement and Plan of Merger, dated as of October 28, 2012 (as may be amended in accordance with its terms, the "Merger Agreement"), by and among Riverbed Technology, Inc., a Delaware corporation ("Riverbed"), and Octagon Acquisition Corp., a Delaware corporation ("Acquisition Sub") and a wholly-owned subsidiary of Riverbed, and OPNET Technologies, Inc. ("OPNET"), on November 14, 2012, Acquisition Sub commenced an exchange offer to purchase all outstanding shares of common stock, \$0.001 par value per share, of OPNET (the "Shares") in exchange for
- (1) (Continuation of Footnote 1) (i) \$36.55 in cash and (ii) 0.2774 of a share of common stock of Riverbed, in each case, subject to adjustment for stock splits, stock dividends and similar events, without interest thereon and subject to any required tax withholding, on the terms and conditions contained in the Prospectus/Offer to Exchange, dated November 14, 2012 (the "Prospectus/Offer to Exchange"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Riverbed will not issue any fractional shares of common stock in connection with the Offer or the Merger (as defined below). OPNET stockholders will instead receive cash in exchange for any fractional shares otherwise issuable to them.
- (2) The Offer expired at 12:00 midnight, Eastern Standard Time, on December 17, 2012. An aggregate of 20,041,483 Shares were validly tendered and not properly withdrawn immediately prior to the expiration of the Offer, representing approximately 85% of the outstanding Shares as of December 17, 2012. On December 18, 2012, Acquisition Sub accepted for payment all validly tendered and not properly withdrawn Shares. In addition, on December 18, 2012, Riverbed and Acquisition Sub exercised their option (the "Top-Up Option"), pursuant to the Merger Agreement, to purchase from OPNET the number of Shares that, when added to the number of Shares owned by Riverbed and Acquisition Sub at the time of the exercise of the Top-Up Option, constituted at least one Share more than 90% of the number of fully diluted Shares. Accordingly, pursuant to the Top-Up Option, Riverbed and Acquisition purchased 11,396,173 Shares from OPNET.
- (3) Pursuant to the Merger Agreement, Acquisition Sub merged with and into OPNET (the "Merger"), with OPNET surviving as an indirect wholly-owned subsidiary of Riverbed. At the effective time of the Merger, each Share (other than Shares held by Riverbed, OPNET or their respective subsidiaries, or held by stockholders of OPNET who properly asserted their appraisal rights under Delaware law) was converted into the right to receive (i) \$36.55 in cash and (ii) 0.2774 of a share of common stock of Riverbed, in each case, subject to adjustment for stock splits, stock dividends and similar events, without interest thereon and subject to any required tax withholding. In addition, each Share held in treasury and owned, directly or indirectly, by Riverbed, Acquisition Sub and any wholly-owned subsidiary of OPNET were cancelled for no consideration.
- (4) (Continuation of Footnote 4) Following the Merger, Riverbed became the direct owner of 100 shares of OPNET common stock representing 100 percent of the issued and outstanding shares of OPNET common stock, par value \$0.0001.
- (5)

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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