

ORACLE CORP  
Form 8-K  
July 08, 2009

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

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) June 30, 2009**

**Oracle Corporation**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-51788**  
(Commission File Number)

**54-2185193**  
(IRS Employer  
Identification No.)

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**500 Oracle Parkway, Redwood City, California**  
(Address of Principal Executive Offices)

**94065**  
(Zip Code)

**Registrant's telephone number, including area code (650) 506-7000**

**N/A**

**(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 8.01 Other Events**

*Issuance of \$4.50 Billion of Notes*

On July 8, 2009, Oracle Corporation ( Oracle ) consummated the issuance and sale of \$1,500,000,000 principal amount of its 3.750% Notes due 2014, \$1,750,000,000 principal amount of its 5.000% Notes due 2019 and \$1,250,000,000 principal amount of its 6.125% Notes due 2039 (collectively, the Notes ), pursuant to an underwriting agreement dated June 30, 2009 among Oracle and Banc of America Securities LLC, Morgan Stanley & Co. Incorporated and Wachovia Capital Markets, LLC, as representatives of the several underwriters named therein. The Notes will be issued pursuant to an Indenture dated as of January 13, 2006 (the Indenture ) among Oracle (formerly known as Ozark Holding Inc.), Oracle Systems Corporation (formerly known as Oracle Corporation) and Citibank, N.A., as amended by the First Supplemental Indenture dated as of May 9, 2007 (the First Supplemental Indenture ) among Oracle, Citibank, N.A. and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as trustee, and an officers certificate issued pursuant thereto.

The Notes were offered pursuant to Oracle s Registration Statement on Form S-3 filed on May 10, 2007 (Reg. No. 333-142796), including the prospectus contained therein (the Registration Statement ), and a related preliminary prospectus supplement dated June 30, 2009 and a prospectus supplement dated June 30, 2009.

The material terms and conditions of the Notes are set forth in the Form of Officers Certificate filed herewith as Exhibit 4.08 and incorporated by reference herein and in the Indenture filed as Exhibit 10.34 to the Current Report on Form 8-K filed by Oracle Systems Corporation on January 20, 2006, and the First Supplemental Indenture filed as Exhibit 4.3 to the Registration Statement.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 4.08               | Form of Officers Certificate setting forth the terms of the Notes |
| 5.01               | Opinion of Davis Polk & Wardwell LLP                              |
| 23.02              | Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.01)  |

***SIGNATURE***

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

**ORACLE CORPORATION**

Dated: July 8, 2009

By: /s/ Jeff Epstein  
Name: Jeff Epstein  
Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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