ORACLE CORP
Form 8-K
April 08, 2008

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) April 2, 2008

Oracle Corporation

(Exact name of Registrant as Specified in its Charter)

Delaware	**000-51788**	**54-2185193**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

500 Oracle Parkway, Redwood City, California	**94065**
(Address of Principal Executive Offices)	**(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))

Section 8 Other Events

Item 8.01 Other Events
Issuance of $5.00 Billion of Notes

On April 9, 2008, Oracle Corporation (Oracle) expects to consummate the issuance and sale of $1,250,000,000 principal amount of its 4.950% Notes due 2013, $2,500,000,000 principal amount of its 5.750% Notes due 2018 and $1,250,000,000 principal amount of its 6.500% Notes due 2038 (collectively, the Notes), pursuant to an underwriting agreement dated April 2, 2008 among Oracle and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, 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 the 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 Trust Company, N.A., as trustee, and an officers certificate issued pursuant thereto.

The Notes are being 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 April 2, 2008 and a prospectus supplement dated April 3, 2008.

The material terms and conditions of the Notes are set forth in the Form of Officers Certificate filed herewith as Exhibit 4.09 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 4.1 to the Registration Statement.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits
(d) Exhibits

Exhibit No.	Description
4.09	Form of Officers Certificate setting forth the terms of the Notes
5.01	Opinion of Davis Polk & Wardwell
23.02	Consent of Davis Polk & Wardwell (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: April 8, 2008	By: /s/ Dorian Daley Name: Dorian Daley Title: Senior Vice President, General Counsel and Secretary