ORACLE CORP
Form 8-K
October 25, 2012

# 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) October 18, 2012**

# Oracle Corporation

**(Exact name of Registrant as Specified in its Charter)**

| Delaware | 000-51788 | 54-2185193 |
|---|---|---|
| **(State or Other Jurisdiction** | **(Commission** | **(IRS Employer** |
| **of Incorporation)** | **File Number)** | **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))

**Item 8.01    Other Events**
*Issuance of $5.00 Billion of Notes*

On October 25, 2012, Oracle Corporation ( Oracle ) consummated the issuance and sale of $2,500,000,000 principal amount of its 1.200% Notes due 2017 and $2,500,000,000 principal amount of its 2.500% Notes due 2022 (collectively, the  Notes ), pursuant to an underwriting agreement dated October 18, 2012 among Oracle and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, RBS Securities Inc. and Wells Fargo Securities, 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 are being offered pursuant to Oracle s Registration Statement on Form S-3 filed on May 7, 2010 (Reg. No. 333-166643), including the prospectus contained therein (the  Registration Statement ), and a related preliminary prospectus supplement dated October 18, 2012 and a prospectus supplement dated October 18, 2012.

The material terms and conditions of the Notes are set forth in the Form of Officers  Certificate filed herewith as Exhibit 4.10 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 on Form S-3 filed by Oracle Corporation on May 10, 2007.

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**Item 9.01    Financial Statements and Exhibits**
(d) Exhibits

| Exhibit No. | Description |
| --- | --- |
| 4.10 | 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) |

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### *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: October 25, 2012

By: /s/ Brian S. Higgins

Name: Brian S. Higgins

Title:   Vice President, Associate General Counsel and Assistant Secretary

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**EXHIBIT INDEX**

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