

AGILE SOFTWARE CORP
Form DEFA14A
May 16, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to §240.14a-12

AGILE SOFTWARE CORPORATION

(Name of Registrant as Specified In Its Charter)

AGILE SOFTWARE CORPORATION

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid

2) Form, Schedule or Registration Statement No.:

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4) Date Filed:

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COPYRIGHT 2007 AGILE SOFTWARE CORPORATION. COMPANY CONFIDENTIAL.
Oracle and Agile Acquisition Announcement
Combination to Deliver Best-in-Class, Integrated,
Enterprise PLM
May 15, 2007

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In connection with the proposed transaction, Agile intends to file a proxy statement and Agile and Oracle intend to file other relevant materials with the SEC. Before making any voting decision with respect to the proposed transaction, stockholders of Agile are urged to read the proxy statement and other

relevant materials filed with the SEC and provided to you or otherwise publicly disclosed when they become available because they will contain important information about the proposed transaction. The proxy statement and any other documents filed by Agile or Oracle with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. In addition, stockholders of Agile may obtain free copies of the documents filed with the SEC by contacting Agile's Investor Relations at 6373 San Ignacio Avenue, San Jose, California Telephone: 408-284-4000. You may also read and copy any reports, statements and other information filed by Agile with the SEC at the SEC public reference room at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Agile and its executive officers and directors may be deemed to be participants in the solicitation of proxies from Agile stockholders in favor of the proposed transaction. Certain executive officers and directors of Agile have interests in the transaction that may differ from the interests of stockholders generally. These interests will be described in the proxy statement when it becomes available.

Safe Harbor

Statement Under the 1995 Private Securities Litigation Reform Act:

This release includes forward looking statements regarding completion of the acquisition. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those predicted in the forward-looking statements, and are based upon information available to Agile as of the release date. We assume no obligation to update any such statements. Factors that could cause actual results to differ include, but are not limited to, circumstances that would cause the acquisition to not be completed or its completion to be delayed. Other risk factors and risks associated with our business are discussed in the Company's quarterly and annual reports filed with the SEC, including its Form 10-K for

its fiscal year ended April 30, 2006 and its Form 10-Q for its quarter ended January 31, 2007.

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What We Are Announcing

Oracle has agreed to acquire Agile

\$8.10 a share, subject to required approvals

Transaction expected to close in July 2007

Agile is a leading provider of Product Lifecycle Management (PLM) applications with deep industry and domain expertise

Public company (NASDAQ: AGIL) headquartered in San Jose, CA with 800+ global employees

with

trailing

twelve

month

revenues

in

excess

of

\$130M

(Jan

07)

Agile has one of the largest PLM install base of 1,250+ industry leading customers

Agile also provides the industry leading collaborative visualization solution with over 10,000 customers

Agile PLM solutions help companies drive profits, accelerate innovation, improve quality and ensure regulatory compliance

Combination of Agile and Oracle will create best-in-class, integrated, Enterprise PLM solution

PLM is a strategic focus for Oracle and our customers

Agile solution complements Oracle leading enterprise applications & infrastructure

Establishes an open Enterprise PLM solution integrated across multiple product design

systems

which

interacts

with

a

wide

range

of

enterprise

applications

such

as

Oracle, JDE and SAP

Combination provides the most comprehensive end-to-end PLM solution that enables customers to manage the complete product lifecycle from concept and design, to production, sales and service

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Strategic Importance of PLM to Oracle

PLM is one of the fastest growing enterprise application segments

License

spend

estimated
to
reach
\$7.3
billion
in
2009;
11%+
CAGR
growth.

By

2009, PLM is projected to be third largest segment in applications*

Product innovation is a business imperative to drive growth and differentiation

PLM is evolving into an Enterprise, cross-functional discipline across
all lines of business

Effective product innovation requires management and coordination of product
information, processes and decisions, across all lines of business and across the
extended design and supply chain

This requires PLM to span multiple design systems and to have integrations with
many enterprise applications.

The trend also means that PLM is often part of an overall enterprise decision

Oracle is in a strong position to grow Enterprise PLM

Oracle is a technology leader with best-in-class capabilities in ERP, SCM, CRM,
HCM, BI, and MDM/PIM applications, as well as industry-specific applications

PLM is a natural fit and a strong complement to Oracle's current technology and
enterprise application solutions, supporting Oracle's strategy of providing the
industry's most comprehensive and compelling Enterprise Applications

* Source: AMR Research, 2006; CAD and Direct Material Sourcing are not part of PLM revenue

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New Product

New Product

Introduction

Introduction
Product
Product
Innovation
Innovation
Order to Fulfill
Order to Fulfill
Enterprise PLM Value Proposition
Common Information,
Integrated Processes,
Better Decisions
Manage enterprise product
record
Integrated PLM processes, e.g.
Capture voice of customer through
CRM
Link supply chain constraints to
design and sourcing decisions (DFX)
Better product decisions using
demand forecast, resource
constraints, plant/supply variations
Delivers Increased Value
Reduced time, cost, quality
leakage
More predictable innovation
Reduced supply chain disruption
Increased customer satisfaction
Reduced IT costs

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Why Agile?

Agile is a best-in-class leader in enterprise Product Lifecycle
Management

Strong, highly referenceable install base of over 1,250 global customers, many of which are leaders in their industries

Particular industry strength in electronics & high tech and industrial manufacturing, as well as emerging industries such as life sciences, CPG, and food & beverage

Agile's broad suite of business ready, best practice enterprise PLM applications supports integration across many leading CAD & ERP systems

Agile products and expertise increases Oracle's competitiveness

Agile has deep domain and industry expertise that complements Oracle

Agile consistently competes and wins against SAP and CAD competitors

Agile is a strategic application in many SAP and non-Oracle accounts

Agile is the most complementary product suite for Oracle

Agile runs on Oracle, 98% of Agile's customers are Oracle technology customers and over 40% are Oracle Applications customers

Modern, open, standard based architecture, compatible with Oracle Fusion

Middleware and Fusion Application stack

Agile is a member of Oracle PartnerNetwork (OPN)

Proven, widely deployed 3rd party integrations with Oracle, JD Edwards and SAP

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Agile Solutions

Agile 9

Industry leading, best-in-class

enterprise PLM solution
Leader in Hi-Tech, Life
Sciences, Electronics and
Discrete Packaging
Industry best practice
solutions
Agile Advantage
Lower
TCO PLM solution for SME
(On Demand & On Premise)
Agile e6
PLM for complex
engineering environments
Cimmetry
Industry leading
collaborative visualization
solution
Agile Prodika
End-to-end
PLM for CPG and Food &
Beverage

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Agile Customers

Over 11,000 total customers (1,250+ PLM and 10,000+ Cimmetry)

Cisco

Apple
GSK
Philip
Morris
International
Tyson
Foods
Coca Cola

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Open Enterprise PLM Leader

Sample Agile/Oracle Applications

Customers

Sample Agile/SAP Applications

Customers

Cisco

Apple

Philip Morris

International

Tyson

Foods

Coca Cola

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Agile provides us
with the
advanced

engineering and
collaboration
features that will
ensure we
continue to be at
the forefront of
wireless
technology.

Norm Fjeldheim
Sr. Vice President
and Chief
Information Officer
QUALCOMM
Joint Customer Example

Global deployment of Oracle 11i E-Business Suite
including Advance Planning and Supply Chain
products, Siebel CRM and PeopleSoft HCM
Oracle
Solution:

Ensured regulatory compliance with secure product
data and enhanced history tracking

Reduced cycle time from days to minutes for data
iterations with contract manufacturers

Saved money and time by eliminating suspect data,
failures, and errors with one true source for all
product information

Provided global, 24/7 accessibility to product
information
Business
Results:

Deployed Agile PLM to over 6,500 external and
internal users in all 6 business units worldwide
Agile
Solution:

Slow product development due to scattered product
information across global manufacturing sites

High costs of data integration failures & errors

Lack of user-specific secure, regulated, global access
to data
Business
Challenge:

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We've leveraged Agile's
key strengths of being
rapidly deployable,

adaptable for
configuration to our
changing needs, and
friendly to use across
multiple business units.

Many of our internal
users have come to
depend heavily upon
Agile. We continue to
find more opportunities
to utilize Agile to
deliver new capabilities
which will further the
utilization of product
data to deliver bottom
line business value.

Bill Miller
VP-Information services
and CIO
Harris
Joint Customer Example

Global
deployment
of
Peoplesoft
ERP
and
Supply
Chain Management along with Siebel CRM
Oracle
Solution:

Robust central repository of product data across the
enterprise

Facilitated secure and real time collaboration across
global product design, manufacturing, and partners

Engineering change cycle time reduced by 66%

Ensured compliance to regulations automatically -
export control efficiencies

Business
Results:

Broadest deployment of end-to-end Agile PLM
modules globally -
throughout all divisions & HQ
Agile

Solution:

Delays in time to market due to lack of data,
collaboration and process between manufacturing &
purchasing

Low visibility into quality, cost & availability in
supply chain

Inability to track hazardous content in finished
products

Business

Challenge:

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Expected Customer and Partner Benefits

Agile Customers

Customers investments in Agile products will be protected as Agile

becomes the foundation for Oracle's PLM strategy

Agile products will be available standalone and integrated with both Oracle and non-Oracle environments

Increased R&D investment in Agile products

Access to Oracle's global support and services organizations

Oracle Customers

Best-in-class Product Lifecycle Management applications, compatible and integrated with Oracle Applications

Access to Agile domain expertise in PLM

Customer investments in existing Oracle PLM will be supported and protected

Oracle and Agile Partners

ISVs: broader opportunities to embed technology

SIs: strategic partner for best and most complete PLM applications, ERP applications, and technology

VARs: expanded opportunities for value-added solutions

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Summary: Enterprise PLM Leadership

Creates best-in-class, integrated, Enterprise PLM

Industry leading PLM solution with large referenceable install base of

1250+ customers

Oracle's leading enterprise applications (SCM, ERP, CRM, HRC, BI, MDM)

and

infrastructure

(Database

and

Middleware)

Establishes open Enterprise PLM solution integrated across multiple design authoring systems which interacts with wide range of enterprise applications

Provide a more competitive differentiated solution

Agile is proven best-in-class solution compared to products from enterprise vendors like SAP;

solutions from CAD-vendors lack an enterprise orientation

Lower TCO through solution from a single vendor who can provide technology, leading applications, domain expertise & global coverage

Built on modern standard technology foundation

Leveraging J2EE and hot-pluggable Oracle technology infrastructure

Flexible integration framework using open XML and PDX, adaptable to

Oracle's standards-based Application Integration Architecture (AIA)

Accelerates the adoption of Enterprise PLM,

and positions Oracle as the leader in capability and vision

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Next Steps

Public announcement

May 15, 2007

Communicate with all stakeholders

Press and analyst briefings: May 15 and 16, 2007

Customer briefings: Starting on May 15, 2007

Complete transaction

Obtain shareholder and regulatory approval and satisfy other customary conditions

Expect to close in July 2007

More information can be found at:

www.Oracle.com/Agile or www.Agile.com/Oracle

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