

DELL INC
Form SC 13D/A
February 12, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Amendment No. 1

Dell Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

24702R101

(CUSIP Number of Class of Securities)

O. Mason Hawkins
Chairman of the Board and C.E.O.

Southeastern Asset Management, Inc.
6410 Poplar Avenue, Suite 900
Memphis, TN 38119
(901) 761-2474

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 11, 2013

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check

the following box: x

1

SCHEDULE 13D

CUSIP No. 24702R101

NAME OF REPORTING PERSONS

1

Southeastern Asset Management, Inc. I.D. No. 62-0951781

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ☐
(b) ☒

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00: Funds of investment advisory clients

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ☐
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Tennessee

SOLE VOTING POWER
(Discretionary Accounts)

7

73,946,120 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8

SHARED OR NO VOTING POWER

55,878,000 shares (Shared)
16,980,438 shares (No Vote)

SOLE DISPOSITIVE POWER
(Discretionary Accounts)

9

WITH

90,926,558 shares

SHARED DISPOSITIVE POWER

10

55,878,000 shares (Shared)
0 shares (None)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

146,804,558* shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES ☒ See Item 5(a)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
8.44%

14 TYPE OF REPORTING PERSON
IA

* This amount includes 25,000,000 in Securities underlying shares in options, but excludes 6,476,800 European style options that are only exercisable on the expiration date of the options and will not be exercisable within the next 60 days.

SCHEDULE 13D

CUSIP No. 24702R101

NAME OF REPORTING PERSONS

1

O. Mason Hawkins

I.D. No. XXX-XX-XXXX

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐

(b) ☒

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

00: None

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of United States

7

SOLE VOTING POWER
(Discretionary Accounts)

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8

SHARED OR NO VOTING POWER

None

9

SOLE DISPOSITIVE POWER

WITH

None

SHARED DISPOSITIVE POWER

10

None
0 shares (None)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

0.0%

TYPE OF REPORTING PERSON

14

IN

3

This Amendment No. 1 amends and supplements the Statement on Schedule 13D filed with the Securities and Exchange Commission on February 8, 2013 (the "Schedule 13D") which relates to the common stock, par value \$0.001 (the "Securities") of Dell Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined have the meaning assigned to such terms in the Schedule 13D. All items or responses not described herein remain as previously reported in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The respective investment advisory clients of Southeastern used approximately \$2,271,290,759 in the aggregate to purchase the Securities reported in this filing. All assets used to purchase Securities were assets of these respective clients and none were assets of Southeastern. In addition, none of the proceeds used to purchase the Securities were provided through borrowings of any nature.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by adding the following immediately after the fourth paragraph thereof:

On February 11, 2013, Southeastern engaged D.F. King & Co., Inc. to provide certain consulting and related services.

Item 5. Interest In Securities Of The Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 146,804,558 shares of the common stock of the Issuer, constituting approximately 8.44% of the 1,738,600,597 shares outstanding. This amount includes 25,000,000 in Securities underlying shares in options, but excludes 6,476,800 European style options that are only exercisable on the expiration date of the options and will not be exercisable within the next 60 days. The calculation of the foregoing percentage is based on the number of shares disclosed as outstanding as of February 3, 2013 by the Issuer in its current report on Form 8-K, and filed with the Securities and Exchange Commission on February 6, 2013.

	Common Shares Held	% of outstanding Common Shares
Voting Authority		
Sole:	73,946,120	4.25%
Shared:	55,878,000*	3.21%
None:	16,980,438	0.98%
Total	146,804,558**	8.44%

*Consists of shares owned by Longleaf Partners Fund. This amount includes 25,000,000 in Securities underlying shares in options, but excludes 6,476,800 European style options that are only exercisable on the expiration date of the

options and will not be exercisable within the next 60 days.

**Does not include 705,000 shares held by one non-discretionary account over which the filing parties have neither voting nor dispositive authority. Beneficial ownership is expressly disclaimed with respect to these shares.

Dispositive
Authority

Sole:	90,926,558	5.23%
Shared:	55,878,000*	3.21%
None:	0	0.0%
Total	146,804,558**	8.44%

*Consists of shares owned by Longleaf Partners Fund. This amount includes 25,000,000 in Securities underlying shares in options, but excludes 6,476,800 European style options that are only exercisable on the expiration date of the options and will not be exercisable within the next 60 days.

**Does not include 705,000 shares held by one non-discretionary account over which the filing parties have neither voting nor dispositive authority. Beneficial ownership is expressly disclaimed with respect to these shares.

(b) Southeastern generally has the sole power to dispose of or to direct the disposition of the Securities held for discretionary accounts of its investment clients, and may be granted the sole power to vote or direct the vote of such Securities; such powers may be retained by or shared with the respective clients for shared or non-discretionary accounts. Shares held by any Series of Longleaf Partners Funds Trust are reported in the “shared” category.

(c) Purchase or sale transactions in the Securities during the past sixty days are disclosed on Schedule II.

(d) The investment advisory clients of Southeastern have the sole right to receive and, subject to notice, to withdraw the proceeds from the sale of the Securities, and the sole power to direct the receipt of dividends from any of the Securities held for their respective accounts. Such clients may also terminate the investment advisory agreements without penalty upon appropriate notice. Southeastern does not have an economic interest in any of the Securities reported herein.

(e) Not applicable.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2013

Southeastern Asset Management, Inc.

By: /s/ O. Mason Hawkins
Name: O. Mason Hawkins
Title: Chairman of the Board and
Chief Executive Officer

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of February 11, 2013.

Southeastern Asset Management, Inc.

By: /s/ O. Mason Hawkins
Name: O. Mason Hawkins
Title: Chairman of the Board and
Chief Executive Officer

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Schedule II of the Schedule 13D is hereby amended and restated in its entirety as follows:

SCHEDULE II
Transactions in the Last Sixty Days

Transaction Type	Date	# of Shares	Price Per Share*
Sale	12/12/2012	57,300	\$ 10.60
Sale	2/6/2013	86,000	\$ 13.46
Sale	2/6/2013	112,000	\$ 13.46
Sale	2/6/2013	59,000	\$ 13.46
Sale	2/6/2013	26,000	\$ 13.46
Sale	2/6/2013	43,000	\$ 13.46
Sale	2/6/2013	46,667	\$ 13.46
Sale	2/6/2013	9,000	\$ 13.46
Sale	2/6/2013	5,000	\$ 13.46
Sale	2/6/2013	5,000	\$ 13.46
Sale	2/6/2013	10,000	\$ 13.46
Sale	2/6/2013	28,000	\$ 13.46
Sale	2/6/2013	12,000	\$ 13.46
Sale	2/6/2013	5,000	\$ 13.46
Sale	2/6/2013	15,000	\$ 13.46
Sale	2/6/2013	6,000	\$ 13.46
Sale	2/6/2013	4,000	\$ 13.46
Sale	2/7/2013	74,333	\$ 13.46
Sale	2/7/2013	144,000	\$ 13.46
Sale	2/7/2013	4,000	\$ 13.46
Sale	2/7/2013	19,055	\$ 13.46
Sale	2/7/2013	34,445	\$ 13.46
Sale	2/7/2013	6,500	\$ 13.46
Sale	2/7/2013	20,000	\$ 13.46
Sale	2/7/2013	21,000	\$ 13.46
Sale	2/7/2013	49,334	\$ 13.46
Sale	2/7/2013	7,000	\$ 13.46
Sale	2/7/2013	14,000	\$ 13.46
Sale	2/7/2013	17,000	\$ 13.46
Sale	2/7/2013	28,000	\$ 13.46
Sale	2/7/2013	3,000	\$ 13.46
Sale	2/7/2013	30,000	\$ 13.46
Sale	2/8/2013	54,666	\$ 13.49
Sale	2/8/2013	25,000	\$ 13.49
Sale	2/8/2013	15,000	\$ 13.49
Sale	2/8/2013	6,000	\$ 13.49
Sale	2/8/2013	136,000	\$ 13.49
Sale	2/8/2013	136,000	\$ 13.49
Sale	2/8/2013	9,000	\$ 13.49
Sale	2/8/2013	38,000	\$ 13.49
Sale	2/8/2013	1,000	\$ 13.50
Sale	2/8/2013	1,000	\$ 13.50

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Sale	2/8/2013	50,000	\$ 13.49
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Sales by Southeastern at the direction of a client in the ordinary course of business on NASDAQ or through Electronic Communication Networks (ECNs).

* Net of commissions