

ORACLE CORP
Form DEFA14A
April 19, 2010

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

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

PHASE FORWARD INCORPORATED

(Name of Registrant as Specified In Its Charter)

ORACLE CORPORATION

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

Payment of Filing Fee (Check the appropriate box):

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Filed by Oracle Corporation

Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Phase Forward Incorporated

Commission File No.: 000-50839

Oracle Buys Phase Forward

Expands Oracle's Solutions for the Life Sciences and Healthcare Industries

Redwood Shores, Calif. April 16, 2010

Oracle announced today that it has agreed to acquire Phase Forward (NASDAQ: PFWD), a leading provider of applications for life sciences companies and healthcare providers, through a cash merger for \$17.00 per share, or approximately \$685 million.

Phase Forward's SaaS-based Integrated Clinical Research Suite manages clinical development and safety processes from Phase 1 clinical trials through regulatory submission and post-approval monitoring. Adding complementary assets to Oracle Health Sciences, the combination is expected to enable researchers, clinical development professionals, physicians, regulators and patients to more effectively and securely capture, contribute, access and share data. The acquisition of Phase Forward is consistent with Oracle's strategy to provide mission-critical applications for key industries.

Phase Forward management and employees are expected to join Oracle as part of the Oracle Health Sciences Global Business Unit. The transaction is subject to stockholder and regulatory approval and other customary closing conditions and is expected to close in mid 2010.

The life sciences and healthcare industries are converging as they seek to control costs while accelerating patient-centered innovation, said Neil de Crescenzo, Senior Vice President and General Manager, Oracle Health Sciences. Phase Forward brings outstanding products and employees with significant expertise to Oracle that will help enable the delivery of personalized medicine and value-based healthcare.

Deployed in over 10,000 clinical trials, Phase Forward's software has been used successfully by hundreds of customers to accelerate innovation in drug development and patient care delivery, said Bob Weiler, Chairman, President and CEO, Phase Forward. We look forward to combining our complementary wealth of experience with Oracle Health Sciences.

About Oracle

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Cautionary Statement Regarding Forward-Looking Statements

This press release contains certain forward-looking statements about Oracle and Phase Forward, including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of Phase Forward, anticipated product information, estimates of future results of operations and general business outlook. When used in this press release, the words anticipates, estimates, may, can, will, believes, expects, projects, intends, likely, similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Any such statement may be influenced by a variety of factors, many of which are beyond the control of Oracle or Phase Forward, that could cause actual outcomes and results to be materially different from those projected, described, expressed or implied in this press release due to a number of risks and uncertainties. Potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed, the anticipated synergies of the combined companies may not be achieved after closing, the combined operations may not be successfully integrated in a timely manner, if at all, general economic conditions in regions in which either company does business, and the possibility that Oracle or Phase Forward may be adversely affected by other economic, business, and/or competitive factors. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Phase Forward.

In addition, please refer to the documents that Oracle and Phase Forward, respectively, file with the Securities and Exchange Commission (the SEC) on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle's and Phase Forward's respective financial and operational results to differ materially from those contained in the forward-looking statements set forth in this document. You are cautioned to not place undue reliance on forward-looking statements, which speak only as of the date of this report. Neither Oracle nor Phase Forward is under any duty to update any of the information in this release.

Additional Information about the Merger and Where to Find It

In connection with the proposed merger, Phase Forward will file a proxy statement with the SEC. Additionally, Phase Forward and Oracle will file other relevant materials in connection with the proposed acquisition of Phase Forward by Oracle pursuant to the terms of an Agreement and Plan of Merger by and among Oracle, Pine Forward Acquisition Corporation, a wholly-owned subsidiary of Oracle, and Phase Forward. The materials to be filed by Phase Forward with the SEC may be obtained free of charge at the SEC's web site at www.sec.gov. Investors and security holders of Phase Forward are urged to read the proxy statement and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger.

Oracle, Phase Forward and their respective directors, executive officers and other members of its management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Phase Forward stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Oracle's executive officers and directors in the solicitation by reading the proxy statement and other relevant materials filed with the SEC when they become available. Information concerning the interests of Phase Forward's participants in the solicitation, which may, in some cases, be different than those of Phase Forward's stockholders generally, is set forth in the materials filed with the SEC on Form 10-K and will be set forth in the proxy statement relating to the merger when it becomes available.

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