OPNET TECHNOLOGIES INC Form 425 October 29, 2012

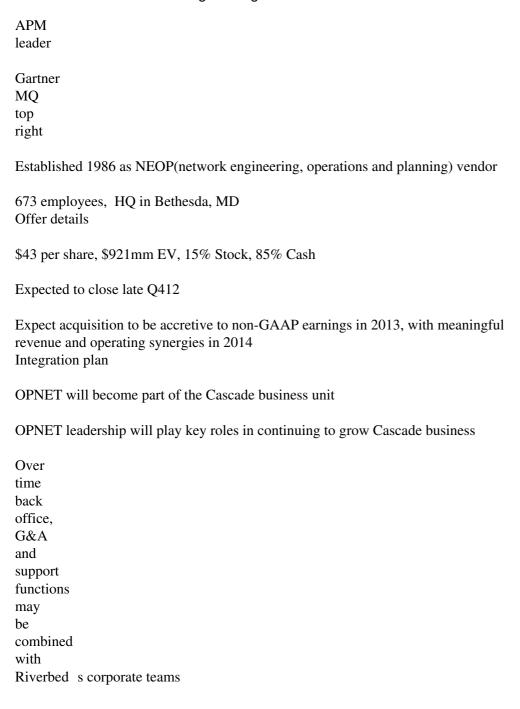
1 OPNET Acquisition Industry Analyst Presentation Filed by

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Riverbed
Technology,
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Announcement Summary
Announcement of intent to purchase OPNET



©2012 Riverbed Technology. All rights reserved. Riverbed and any Riverbed product or service name or logo used herein are Technology. All other trademarks used herein belong to their respective owners. The trademarks and logos displayed herein m written consent of Riverbed Technology or their respective owners. Why Are We Acquiring OPNET?

Extend Cascade into high-growth APM and more than double TAM Build on Cascade s strong growth, execution and leadership in IT

performance market Adds immediate scale to Cascade business

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Customer Challenge

Network and Application Performance Achieving these goals requires

Complete visibility into network and application topologies and dependencies Intelligent planning of network capacity and application roll-outs Real-time monitoring and reporting of application and network performance Ability to detect, isolate and analyze performance problems fast with minimal staff Sharing of information across multiple business and technical groups **High-Performance Networks** and Applications

No Surprises

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Meeting Customer s Needs Full NPM & APM Features Application

Dashboards

End-User Experience

Monitoring

Monitoring

& Alerting

Packet

Capture

Transaction

Tracing & Analysis

Application

Component Deep Dive

Monitoring

NetFlow

Reporting

Protocol, App

Analysis

NPM

APM

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NPM

APM

Cascade + OPNET

Meeting Customer s Full Needs

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Cascade + OPNET

Full APM and NPM offering

Application-aware network troubleshooting and monitoring

Easy to use, shared tool across several operations groups
Application and Network dashboards and reporting
Real-time monitoring and alerting
End user experience, server internals and code tracing
Integrated expert analysis
NPM
APM
Wide-ranging Network Visibility
Deep-Dive Application Analysis

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Forward Looking Statements

Forward Looking Statements

Additional Information and Where to Find It

In addition to the Prospectus/Offer to Exchange, the related Letter of Transmittal and certain other offer documents, as well as annual, quarterly and special reports and other information with the SEC. You may read and copy any reports or other information F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the pu also available to the public from commercial document-retrieval services and at the website maintained by the SEC at www.se The exchange offer for the outstanding shares of OPNET referenced in this document has not yet commenced. This announce purchase nor a solicitation of an offer to sell shares of OPNET, nor is it a substitute for the registration statement and exchange the U.S. Securities and Exchange Commission (the SEC) upon commencement of the exchange offer. At the time the offer offer materials on Schedule TO and a registration statement on Form S-4 with the SEC, and OPNET will file a Solicitation/Rec to the exchange offer. The exchange offer materials (including a Prospectus/Offer to Exchange, a related Letter of Transmittal Solicitation/Recommendation Statement will contain important information. Holders of Shares of OPNET are urged to read the important information that holders of OPNET securities should consider before making any decision regarding tendering their Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, will be made available to offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC s web site at www. Riverbed by mail to Riverbed, 199 Fremont Street, San Francisco, CA 94105, Attention: Investor Relations.

This document contains forward-looking statements within the meaning of the safe harbor provisions of the United States Priv statements include, but are not limited to: (i) statements about the benefits of the exchange offer and the merger; (ii) future final (iii) the combined company s plans, objectives, expectations and intentions with respect to future operations, products and ser company; (v) the impact of the exchange offer and the merger on the market for the combined company s products; and (vi) the addition, words such as anticipate, believes, budget, could, estimate, expect, forecast, intended to identify such forward-looking statements. Such forward-looking statements are based upon the current beliefs and significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and gen could cause our results to differ materially from those expressed or implied by such forward-looking statements include, but ar Riverbed and the anticipated future benefits resulting from the acquisition of OPNET; (b) Riverbed s or the combined compar markets in which we operate; (c) Riverbed s or the combined company s ability to anticipate market needs or develop new or Riverbed s or the combined company s products; (e) Riverbed s or the combined company s ability to establish and maintain compete in our industry; (g) fluctuations in demand, sales cycles and prices for Riverbed s or the combined company s produ combined company s supply chain; (i) Riverbed s or the combined company s ability to protect intellectual property rights; (difficulties encountered in integrating Riverbed s and OPNET s businesses and technologies; (1) the expense and impact of le fully in Riverbed's and OPNET's documents filed with or furnished to the Securities and Exchange Commission. All forwar of the date hereof, and Riverbed assumes no obligation to update these forward-looking statements. Riverbed reserves the righ

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