

VERITAS SOFTWARE CORP /DE/

Form 8-K

March 08, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): **March 3, 2005**

VERITAS Software Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-26247

(Commission
File Number)

77-0507675

(IRS Employer
Identification No.)

350 Ellis Street, Mountain View, California

(Address of principal executive offices)

94043

(Zip Code)

Registrant's telephone number, including area code **(650) 527-8000**

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 (see General Instruction A.2. below):

- 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))
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Item 1.02. Termination of a Material Definitive Agreement.

On March 3, 2005, a subsidiary of VERITAS Software Corporation (together with its subsidiaries, the Company) entered into a Termination and Assignment Agreement (the Termination Agreement), by and among the Company; Wells Fargo Bank Northwest, National Association, as Owner Trustee; the various banks and other lending institutions listed on the signature pages thereto; Bank of America, N.A., as Agent; and certain other parties. Pursuant to the Termination Agreement and the transactions contemplated thereby, the Company acquired beneficial ownership of the VS Trust 1999-1, a trust organized under the laws of the State of Utah and the landlord of its Mountain View, California office headquarters. The Company leased the campus pursuant to a synthetic lease arrangement entered into in 1999. The Company acquired all of the beneficial interest of the trust for approximately \$1 million, and concurrently paid off the acquisition and construction loan for the development of the Mountain View campus, in the outstanding amount of approximately \$146 million. The loan payment was a condition to the Company's acquisition of the beneficial interests in the trust and the Company did not incur any material early termination penalties in connection with the Termination Agreement. The Company's decision to acquire the beneficial interests in the trust was in anticipation of the maturity date of the landlord's loan, which the Company had guaranteed under the synthetic lease arrangement.

In addition, by the end of March 2005, the Company expects to acquire in a similar manner beneficial ownership of the trusts holding its office buildings in Roseville, Minnesota and Milpitas, California, each of which it is currently occupying under similar synthetic lease arrangements, for aggregate cash payments of approximately \$235 million.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERITAS Software Corporation

/s/ Edwin J. Gillis
Edwin J. Gillis
Executive Vice President and Chief
Financial Officer

Date: March 8, 2005