

NEON SYSTEMS INC  
Form SC14D9C  
December 21, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

Solicitation/Recommendation Statement under Section 14(d)(4) of the  
Securities Exchange Act of 1934

**NEON Systems, Inc.**

*(Name of Subject Company)*

**NEON Systems, Inc.**

*(Name of Person(s) Filing Statement)*

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**Common Stock, par Value \$0.01 Per Share**

*(Title of Class of Securities)*

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**640509105**

*(CUSIP Number of Class of Securities)*

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**Brian D. Helman**

**Chief Financial Officer**

**14100 Southwest Freeway, Suite 500**

**Sugar Land, Texas 77478**

**(281) 491-4200**

*(Name, address and telephone number of person  
authorized to receive notices and communications on  
behalf of the person(s) filing statement)*

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*With a copy to:*

**Paul R. Tobias, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**8911 Capital of Texas Highway North**

**Westech 360, Suite 3350**

**Austin, TX 78759**

**(512) 338-5400**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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The Agreement and Plan of Merger for Progress Software Corporation's acquisition of NEON Systems, Inc. was filed by NEON Systems, Inc. under cover of Form 8-K on December 20, 2005, and is incorporated by reference into this filing.

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