

AGILE SOFTWARE CORP
Form DEFA14A
May 16, 2007

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

(Amendment No.)

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

AGILE SOFTWARE CORPORATION

(Name of Registrant as Specified In Its Charter)

AGILE SOFTWARE CORPORATION

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Dear Valued Agile Customer,

As was publicly announced on May 15, 2007, I am pleased to inform you that Oracle Corporation has entered into an agreement to acquire Agile Software. This transaction is subject to shareholder and regulatory approval and the satisfaction of customary closing conditions. The transaction is expected to close in July. Until then, Agile and Oracle will continue to operate independently.

As you are no doubt aware, Oracle is the largest enterprise software company in the world, and this acquisition is a tremendous opportunity for all Agile customers. This acquisition validates Agile's commitment and dedication toward building a highly-valued, globally recognized company that is a force in the PLM industry with a great reputation for delivering value for our customers.

Oracle's acquisition of Agile will result in a tremendous combination. Going forward, Agile's PLM solutions will serve as the foundation of Oracle's PLM offering. Together, we will have a best-in-class, integrated enterprise PLM offering and will continue to sell, support and advance Agile's best-in-class solutions; integrated with both Oracle and non-Oracle environments.

In addition, our commitment to customer satisfaction will not change with the acquisition. In fact, we will be able to offer you even more value through an improved global sale, service and support operation that complements Agile's operations. You will benefit from the Agile team and our deep PLM domain knowledge becoming part of Oracle's global 24x7 distribution and support network, with the backing of over 7,000 support personnel, 14,000 software developers and access to more than 15,000 business partners on 5 continents in 27+ languages.

We realize many of you will have questions regarding this announcement. Please be assured that all of your existing contacts for Agile remain the same. Should things change we will contact you through normal channels. For more information on the acquisition you can go to our website at www.agile.com/oracle.

This is an exciting time for Agile and our customers and we are truly grateful for your contributions to our success.

Sincerely,

Jay Fulcher

President and CEO

Agile Software

In connection with the proposed transaction, Agile intends to file a proxy statement and Agile and Oracle intend to file other relevant materials with the SEC. Before making any voting decision with respect to the proposed transaction, stockholders of Agile are urged to read the proxy statement and other relevant materials filed with the SEC and provided to you or otherwise publicly disclosed when they become available because they will contain important

information about the proposed transaction. The proxy statement and any other documents filed by Agile or Oracle with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. In addition, stockholders of Agile may obtain free copies of the documents filed with the SEC by contacting Agile's Investor Relations at 6373 San Ignacio Avenue, San Jose, California Telephone: 408-284-4000. You may also read and copy any reports, statements and other information filed by Agile with the SEC at the SEC public reference room at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Agile and its executive officers and directors may be deemed to be participants in the solicitation of proxies from Agile stockholders in favor of the proposed transaction. Certain executive officers and directors of Agile have interests in the transaction that may differ from the interests of stockholders generally. These interests will be described in the proxy statement when it becomes available.