

SUN MICROSYSTEMS, INC.
Form 8-K
May 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): May 1, 2009

Sun Microsystems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-15086
(Commission File Number)

94-2805249
(IRS Employer
Identification No.)

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4150 Network Circle

Santa Clara, California
(Address of Principal Executive Offices)

95054-1778
(Zip Code)

(650) 960-1300

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) Amendment to Change of Control Agreement.

On April 28, 2009, the Board of Directors (the "Board") of Sun Microsystems, Inc. (the "Company") approved an amendment (the "Amendment") to the Company's Change of Control Agreement entered into on January 1, 2009, with each of the Company's Named Executive Officers and Chairman of the Board (the "Agreement"). Pursuant to the Amendment, Section 2(d)(i) of the Agreement shall be amended and restated in its entirety to modify the definition of "change of control" to occur upon the closing of a merger of the Company rather than the stockholder vote approving a merger of the Company. The Amendment is effective upon execution by the parties.

A copy of the form of Amendment, as approved, is attached hereto Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit Number 10.1 Form of Amendment to Change of Control Agreement.

SIGNATURES

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.

Date: May 1, 2009

SUN MICROSYSTEMS, INC.

By: /s/ Michael A. Dillon
Michael A. Dillon
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Form of Amendment to Change of Control Agreement |