

VMWARE, INC.  
Form SC 13D  
October 16, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_)**

**VMware, Inc.**

**(Name of Issuer)**

**Class A Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**928563402**

**(CUSIP Number)**

**Fritz Meijaard**  
**Managing Director**  
**Cisco Systems International B.V.**

**Dennis D. Powell**  
**Executive Vice President, Chief Financial Officer**  
**Cisco Systems, Inc.**

Edgar Filing: VMWARE, INC. - Form SC 13D

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**Copies to:**

**Daniel J. Winnike, Esq.**

**Fenwick & West LLP**

**801 California Street**

**Mountain View, CA 94041**

**(650) 988-8500**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 23, 2007**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 928563402

Page 2 of 25 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International B.V. ( *CSIBV* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

7 SOLE VOTING POWER

NUMBER OF

SHARES

None

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

6,000,000(1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

None

WITH

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV is a direct wholly owned subsidiary of Cisco Systems Netherlands Holdings B.V. and an indirect wholly owned subsidiary of each other Reporting Person.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.

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CUSIP No. 928563402

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Netherlands Holdings B.V. ( *CSNHBV* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

7 SOLE VOTING POWER

NUMBER OF

SHARES

None

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

6,000,000(1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

None

WITH

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSNHBV disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Luxembourg S.a.r.l. ( *CSLS* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

7 SOLE VOTING POWER

NUMBER OF

SHARES

None  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

6,000,000(1)  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

None

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSLS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.



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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Luxembourg International S.a.r.l. ( *CSLIS* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

7 SOLE VOTING POWER

NUMBER OF

SHARES

None  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

6,000,000(1)  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

None

WITH

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSLIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International S.a.r.l. ( *CSIS* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

7 SOLE VOTING POWER

NUMBER OF

SHARES

None  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

6,000,000(1)  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

None

WITH

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems (Bermuda) Limited ( *CSBL* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

NUMBER OF

SHARES

None  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

6,000,000(1)  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

None

WITH

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSBL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.

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**1 NAME OF REPORTING PERSON**

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International Holdings Limited ( *CSIHL* )

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

(b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

WC

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

None

**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

**EACH**

6,000,000(1)

**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

None

**WITH**

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIHL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 75,120,000 shares of Class A Common Stock issued and outstanding on August 23, 2007, which is the number of shares of Class A Common Stock represented by the Issuer to be outstanding as of the completion of the Issuer's initial public offering in its prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007.



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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Technology, Inc. ( *CTI* ), I.R.S. Identification No. 77-0462351

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

7  SOLE VOTING POWER

NUMBER OF

SHARES

None

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

6,000,000(1)

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

None

WITH

**10** SHARED DISPOSITIVE POWER

6,000,000(1)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)