

PEROT SYSTEMS CORP
Form 3
November 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DELL INC		(Month/Day/Year)	PEROT SYSTEMS CORP [PER]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/03/2009		
ONE DELL WAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
ROUND ROCK,Â TXÂ 78682			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	153,227,011	I	Beneficially owned through indirect, wholly-owned subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELL INC ONE DELL WAY ROUND ROCK, TX 78682	^	^ X	^	^
Dell International L.L.C. ONE DELL WAY ROUND ROCK, TX 78682	^	^ X	^	^

Signatures

DELL INC., By: /s/ Janet B. Wright, Assistant Secretary	11/06/2009
**Signature of Reporting Person	Date
DELL INTERNATIONAL LLC, By: /s/ Janet B. Wright, Manager	11/06/2009
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 20, 2009, by and among Dell Inc., a Delaware corporation ("Dell"), DII - Holdings Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Dell (the "Purchaser"), and Perot Systems Corporation, a Delaware corporation ("Perot Systems"), on October 2, 2009, the Purchaser commenced a cash tender offer (the "Offer") to purchase all outstanding shares of Class A Common Stock, par value \$0.01 per share, of Perot Systems (the "Shares") at a price of \$30.00 per Share, without interest thereon and less any applicable withholding or stock transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 2, 2009, and in the related Letter of Transmittal,
- (2) (continued from Footnote 1) each as amended and supplemented from time to time, included as exhibits to the Tender Offer Statement on Schedule TO filed by Dell and the Purchaser with the Securities and Exchange Commission on September 2, 2009.
- (3) The Offer expired at 12:00 midnight, New York City time, on November 2, 2009. An aggregate of 108,774,629 Shares were validly tendered and not properly withdrawn prior to the expiration of the Offer, representing approximately 87.7% of the Shares outstanding as of November 2, 2009. Dell also received commitments to tender approximately 3,961,266 additional Shares pursuant to the Offer's guaranteed delivery procedures. On November 3, 2009, the Purchaser accepted for payment all validly tendered and not properly withdrawn Shares (including Shares tendered to the depositary pursuant to the Offer's guaranteed delivery procedures).
- (4) In order to complete the merger of the Purchaser with and into the Company as a "short form" merger under Delaware law, on November 3, 2009, the Purchaser exercised its "top-up" option pursuant to the Merger Agreement, which permitted the Purchaser to purchase additional Shares directly from Perot Systems for \$30.00 per Share, the same price paid in the Offer.
- (5) Following the Purchaser's acceptance for payment of all validly tendered and not properly withdrawn Shares on November 3, 2009, pursuant to the terms of the Merger Agreement, the Purchaser merged with and into Perot Systems and each share of common stock, par value \$0.01 per share, of the Purchaser that was issued and outstanding immediately prior to the Merger was converted into one share of common stock, par value \$0.01 of Perot Systems, as the surviving corporation. As a result of the Merger, Perot Systems became a direct, wholly owned subsidiary of Dell International LLC ("Dell LLC"), which is a direct, wholly owned subsidiary of Dell. As a result of the Merger, Dell and Dell LLC beneficially owned 153,227,011 Shares, representing 100% of the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.