

Tschira Klaus
Form SC 13G/A
February 10, 2010

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

SAP AG

(f/k/a SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung)

(Name of Issuer)

ORDINARY SHARES, WITHOUT NOMINAL VALUE

(Title of Class of Securities)

803054204

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

Table of Contents

CUSIP No. 803054204 13G/A

NAME OF REPORTING PERSON

1

Dr. h.c. Klaus Tschira

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

2,738,000

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

100,691,595¹

EACH
REPORTING

7

SOLE DISPOSITIVE POWER

PERSON
WITH

2,738,000

SHARED DISPOSITIVE POWER

8

100,511,595²

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

103,429,595³

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers over the ordinary shares held by such entities.

² Includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers over the ordinary shares held by such entities.

³ Excludes 8,996,360 ordinary shares owned by Dr. Tschira's immediate family.

Table of Contents

CUSIP No. 803054204 13G/A

NAME OF REPORTING PERSON

1

Dr. h.c. Tschira Beteiligungs GmbH & Co. KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

32,830,640

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

0

EACH
REPORTING

7

SOLE DISPOSITIVE POWER

PERSON
WITH

32,830,640

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,830,640

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

3

Table of Contents

CUSIP No. 803054204

13G/A

NAME OF REPORTING PERSON

1

Dr. h.c. Tschira Verwaltungs GmbH

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

0

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

32,830,640¹

EACH
REPORTING

7

SOLE DISPOSITIVE POWER

PERSON
WITH

0

SHARED DISPOSITIVE POWER

8

32,830,640²

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

32,830,640

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

¹ Includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

² Includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

Table of Contents

CUSIP No. 803054204 13G/A

NAME OF REPORTING PERSON

1

Klaus Tschira Stiftung gGmbH

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Federal Republic of Germany

SOLE VOTING POWER

5

67,860,955

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

0

EACH
REPORTING

7

SOLE DISPOSITIVE POWER

PERSON
WITH

67,860,955

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

67,860,955

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

TABLE OF CONTENTS

Item 1(a) Name of Issuer:

Item 1(b) Address of Issuer's Principal Executive Offices:

Item 2(a) Name of Person Filing:

Item 2(b) Address of Principal Business Office or, if none, Residence:

Item 2(c) Citizenship:

Item 2(d) Title of Class of Securities:

Item 2(e) CUSIP Number:

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13-2(b) or (c), check whether the person filing is a:

Item 4 Ownership.

Item 5 Ownership of Five Percent or Less of a Class.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Item 8 Identification and Classification of Members of the Group.

Item 9 Notice of Dissolution of Group.

Item 10 Certifications.

SIGNATURES

Exhibit Index

Table of Contents

Item 1(a) Name of Issuer:

The name of the issuer is SAP AG (f/k/a SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung) (the Company).

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at Dietmar-Hopp-Allee 16, 69190 Walldorf, Federal Republic of Germany.

Item 2(a) Name of Person Filing:

This Amendment No. 2 to Schedule 13G is filed on behalf of the following persons with respect to ordinary shares without nominal value of the Company beneficially held by such persons (collectively, the Shares):

- (i) Dr. h.c. Klaus Tschira, with respect to Shares beneficially owned by him and with respect to Shares beneficially owned by Klaus Tschira Stiftung gGmbH and Dr. h.c. Tschira Beteiligungs GmbH & Co. KG.
- (ii) Dr. h.c. Tschira Beteiligungs GmbH & Co. KG, with respect to Shares beneficially owned by it.
- (iii) Dr. h.c. Tschira Verwaltungs GmbH, with respect to Shares beneficially owned by it and Dr. h.c. Tschira Beteiligungs GmbH & Co. KG.

(iv) Klaus Tschira Stiftung gGmbH, with respect to Shares beneficially owned by it.

The foregoing entities are hereinafter referred to collectively as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is Schloss-Wolfsbrunnenweg 33, 69118 Heidelberg, Federal Republic of Germany.

Item 2(c) Citizenship:

- (i) Dr. h.c. Klaus Tschira is a citizen of the Federal Republic of Germany.
- (ii) Dr. h.c. Tschira Beteiligungs GmbH & Co. KG is a limited partnership organized under the laws of the Federal Republic of Germany.
- (iii) Dr. h.c. Tschira Verwaltungs GmbH is a limited liability company organized under the laws of the Federal Republic of Germany.
- (iv) Klaus Tschira Stiftung gGmbH is a corporation organized under the laws of the Federal Republic of Germany.

Item 2(d) Title of Class of Securities:

Ordinary Shares without nominal value.

Table of Contents

Item 2(e) CUSIP Number:

803054204

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

Item 4 Ownership.

The percentages used herein and in the rest of Item 4 are calculated based on information obtained from the Company to the effect that there were 1,188,777,143 ordinary shares without nominal value of the Company (excluding 37,262,465 treasury shares) issued and outstanding as of December 31, 2009.

As of December 31, 2009, each Reporting Person's ownership was as follows:

(A) Dr. h.c. Klaus Tschira:

(1) Amount beneficially owned: 103,429,595¹

(2) Percent of class: 8.7%

(3) (i) Sole power to vote or direct the vote: 2,738,000

¹ Excludes 8,996,360 ordinary shares owned by Dr. Tschira's immediate family.

Table of Contents

- (ii) Shared power to vote or direct the vote: 100,691,595²
 - (iii) Sole power to dispose or direct the disposition: 2,738,000
 - (iv) Shared power to dispose or direct the disposition: 100,511,595
- (B) Dr. h.c. Tschira Beteiligungs GmbH & Co. KG:
 - (1) Amount beneficially owned: 32,830,640
 - (2) Percent of class: 2.8%
 - (3) (i) Sole power to vote or direct the vote: 32,830,640
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 32,830,640
 - (iv) Shared power to dispose or direct the disposition: 0
- (C) Dr. h.c. Tschira Verwaltungs GmbH:
 - (1) Amount beneficially owned: 32,830,640
 - (2) Percent of class: 2.8%
 - (3) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 32,830,640³
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 32,830,640⁴
- (D) Klaus Tschira Stiftung gGmbH:
 - (1) Amount beneficially owned: 67,860,955
 - (2) Percent of class: 5.7%
 - (3) (i) Sole power to vote or direct the vote: 67,860,955
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 67,860,955
 - (iv) Shared power to dispose or direct the disposition: 0

² Includes 67,860,955 ordinary shares owned by Klaus Tschira Stiftung gGmbH and 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira exercises the voting and dispositive powers of the ordinary shares held by such entities.

³ Includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

⁴ Includes 32,830,640 ordinary shares owned by Dr. h.c. Tschira Beteiligungs GmbH & Co. KG. Dr. Tschira Verwaltungs GmbH exercises the voting and dispositive power over the ordinary shares held by such entity.

Table of Contents

<u>Item 5</u>	Ownership of Five Percent or Less of a Class.
	If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.
<u>Item 6</u>	Ownership of More than Five Percent on Behalf of Another Person.
	To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.
<u>Item 7</u>	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
	Not Applicable.
<u>Item 8</u>	Identification and Classification of Members of the Group.
	Not Applicable.
<u>Item 9</u>	Notice of Dissolution of Group.
	Not Applicable.
<u>Item 10</u>	Certifications.
	Not Applicable.

Table of Contents

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G/A is true, complete and correct.

Dated: February 10, 2010

/s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira

DR. H.C. TSCHIRA BETEILIGUNGS GMBH &
CO. KG
By: Dr. h.c. Tschira Verwaltungs GmbH, as general
partner

By: /s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira
Title: Managing Director

DR. H.C. TSCHIRA VERWALTUNGS GMBH

By: /s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira
Title: Managing Director

KLAUS TSCHIRA STIFTUNG GGMBH

By: /s/ Dr. h.c. Klaus Tschira
Name: Dr. h.c. Klaus Tschira
Title: Managing Director

Table of Contents

Exhibit Index

Exhibit No.	Exhibit Description
-------------	---------------------

99.1	Joint Filing Agreement dated July 30, 2004 (incorporated herein by reference Exhibit 99.1 to the reporting persons Schedule 13G filed on July 30, 2004)
------	---