

ADOBE SYSTEMS INC
Form 8-K
January 26, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): **January 25, 2010**

Adobe Systems Incorporated

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-15175
(Commission File Number)

77-0019522
(I.R.S. Employer Identification No.)

345 Park Avenue
San Jose, California 95110-2704
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(408) 536-6000**

Not Applicable

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

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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

- 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))
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Item 8.01 Other Events

Issuance of \$1.5 Billion of Notes

On February 1, 2010, Adobe Systems Incorporated (Adobe) expects to consummate the issuance and sale of \$600,000,000 aggregate principal amount of its 3.250% Notes due 2015 and \$900,000,000 aggregate principal amount of its 4.750% Notes due 2020 (together, the Notes), pursuant to an underwriting agreement dated January 25, 2010 among Adobe and Banc of America Securities LLC and J.P. Morgan Securities Inc., as representatives of the several underwriters named therein. The Notes will be issued pursuant to an Indenture dated as of January 25, 2010 (the Indenture) between Adobe and Wells Fargo Bank, National Association as trustee, and an officer s certificate issued pursuant thereto.

The Notes are being offered pursuant to Adobe s Registration Statement on Form S-3 filed on January 15, 2010 (Reg. No. 333-164378), including the prospectus contained therein (the Registration Statement), and a related preliminary prospectus supplement dated January 25, 2010 and a prospectus supplement dated January 25, 2010.

The material terms and conditions of the Notes are set forth in the Form of Officer s Certificate filed herewith as Exhibit 4.1 and incorporated by reference herein and in the Indenture filed as Exhibit 4.1 to the Registration Statement.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 4.1 | Form of Officer s Certificate setting forth the terms of the Notes |
| 5.1 | Opinion of Davis Polk & Wardwell LLP |
| 23.1 | Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.1) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADOBE SYSTEMS INCORPORATED

Dated: January 26, 2010

By:

/s/ Mark Garrett
Name: Mark Garrett

Title: Executive Vice President and Chief Financial
Officer

EXHIBIT INDEX

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