SAP AG
Form 6-K
December 05, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

December 5, 2011

Commission file number:

1-14251

SAP AG

(Exact name of registrant as specified in its charter)

SAP CORPORATION

(Translation of registrant s name into English)

Dietmar-Hopp-Allee 16

69190 Walldorf

Federal Republic of Germany

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F ¨

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ¨ No x

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

SAP AG

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On December 3, 2011, SAP AG, a stock corporation organized under the laws of Germany (**SAP**), and SuccessFactors, Inc., a Delaware corporation (**SuccessFactors**), issued a joint press release (the **Press Release**) announcing the entry into a definitive Agreement and Plan of Merger dated as of December 3, 2011 among SuccessFactors, SAP America, Inc. (**SAP America**), a wholly owned subsidiary of SAP, and Saturn Expansion Corporation (**Merger Sub**), a wholly owned subsidiary of SAP America, pursuant to which Merger Sub will make an offer to purchase all outstanding shares of common stock of SuccessFactors for $40.00 per share in cash. The Press Release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Any statements contained in this document that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as anticipate , believe , estimate , expect , forecast , intend , may , plan , project , predict and similar expressions as they relate to SAP or SuccessFactors are intended to identify such forward-looking statements. This release contains forward-looking statements that involve risks and uncertainties concerning the parties ability to close the transaction and the expected closing date of the transaction, the anticipated benefits and synergies of the proposed transaction, anticipated future combined operations, products and services, and the anticipated role of SuccessFactors, its key executives and its employees within SAP following the closing of the transaction. Actual events or results may differ materially from those described in this release due to a number of risks and uncertainties. These potential risks and uncertainties include, among others, the outcome of regulatory reviews of the proposed transaction, the ability of the parties to complete the transaction, the failure to retain key SuccessFactors employees, customer and partner uncertainty regarding the anticipated benefits of the transaction, the failure of SAP and SuccessFactors to achieve the anticipated synergies of the proposed transaction and other risks detailed in SAP s and SuccessFactors s SEC filings, including those discussed in SAP s annual report on Form 20-F for the year ended December 31, 2010 and SuccessFactors s quarterly report on Form 10-Q for the quarter ended September 30, 2011, each of which is on file with the SEC and available at the SEC s website at www.sec.gov. Neither SAP nor SuccessFactors is obligated to update these forward-looking statements to reflect events or circumstances after the date of this document. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

EXHIBITS

Exhibit No.	Exhibit
99.1	Joint press release issued by SAP and SuccessFactors dated December 3, 2011

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, thereunto duly authorized.

SAP AG
(Registrant)

By: /s/ Dr. Werner Brandt
Name: Dr. Werner Brandt
Title: CFO

By: /s/ Michael Junge
Name: Michael Junge
Title: General Counsel

Date: December 5, 2011

EXHIBIT INDEX

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