

CATZ SAFRA

Form 4

August 03, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CATZ SAFRA

(Last) (First) (Middle)

C/O DELPHI ASSET MGMT  
CORPORATION, 5525 KIETZKE  
LANE, SUITE 200

(Street)

RENO, NV 89511

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ORACLE CORP [ORCL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 08/02/2018                           |                                                    | M                              |                                                                   | 257,810                | A          | \$ 0                                                                                          | 844,823                                                  | D                                                     |
| Common Stock                    | 08/02/2018                           |                                                    | M                              |                                                                   | 210,936                | A          | \$ 0                                                                                          | 1,055,759                                                | D                                                     |
| Common Stock                    | 08/02/2018                           |                                                    | M                              |                                                                   | 210,936                | A          | \$ 0                                                                                          | 1,266,695                                                | D                                                     |
| Common Stock                    | 08/02/2018                           |                                                    | F                              |                                                                   | 310,756 <sup>(1)</sup> | D          | \$ 47.9                                                                                       | 955,939                                                  | D                                                     |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                       |
| Performance Stock Unit                     | \$ 0                                                   | 08/02/2018                           |                                                    | A                              | 257,810<br>(2)                                                                          | (2) (2)                                                  | Common Stock                                                |
| Performance Stock Unit                     | \$ 0                                                   | 08/02/2018                           |                                                    | M                              | 257,810<br>(2)                                                                          | (2) (2)                                                  | Common Stock                                                |
| Performance Stock Unit                     | \$ 0                                                   | 08/02/2018                           |                                                    | A                              | 210,936<br>(3)                                                                          | (3) (3)                                                  | Common Stock                                                |
| Performance Stock Unit                     | \$ 0                                                   | 08/02/2018                           |                                                    | M                              | 210,936<br>(3)                                                                          | (3) (3)                                                  | Common Stock                                                |
| Performance Stock Unit                     | \$ 0                                                   | 08/02/2018                           |                                                    | A                              | 210,936<br>(4)                                                                          | (4) (4)                                                  | Common Stock                                                |
| Performance Stock Unit                     | \$ 0                                                   | 08/02/2018                           |                                                    | M                              | 210,936<br>(4)                                                                          | (4) (4)                                                  | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships                    |
|---------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                   | Director 10% Owner Officer Other |
| CATZ SAFRA<br>C/O DELPHI ASSET MGMT CORPORATION<br>5525 KIETZKE LANE, SUITE 200<br>RENO, NV 89511 | X Chief Executive Officer        |

## Signatures

/s/Lori A. Clancy by Lori A. Clancy, Attorney in Fact for Safra Catz (POA Filed 03-29-16)

08/03/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Shares withheld for payment of tax liability upon vesting of performance stock units.

Represents amount of performance stock units earned from awards granted on July 24, 2014 and October 5, 2014 based on the achievement of performance targets for the fiscal year ended May 31, 2018, as determined by the Compensation Committee on August 2, 2018. The earned amount vested immediately. The number of earned performance stock units represents 150% of the target number of performance stock units eligible to be earned for the third performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

(3) Represents amount of performance stock units earned from an award granted on July 2, 2015 based on the achievement of performance targets for the fiscal year ended May 31, 2018, as determined by the Compensation Committee on August 2, 2018. The earned amount vested immediately. The number of earned performance stock units represents 150% of the target number of performance stock units eligible to be earned for the second performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

(4) Represents amount of performance stock units earned from an award granted on June 30, 2016 based on the achievement of performance targets for the fiscal year ended May 31, 2018, as determined by the Compensation Committee on August 2, 2018. The earned amount vested immediately. The number of earned performance stock units represents 150% of the target number of performance stock units eligible to be earned for the first performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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