

VMWARE, INC.  
Form SC 13D/A  
November 29, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**VMware, Inc.**

**(Name of Issuer)**

**Class A Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**928563402**

**(CUSIP Number)**

**Fritz Meijaard**

**Managing Director**

**Cisco Systems International B.V.**

**Dennis D. Powell**

**Executive Vice President and Chief Financial Officer**

**Cisco Systems, Inc.**

Edgar Filing: VMWARE, INC. - Form SC 13D/A

<b>Haarlerbergpark</b>	<b>170 West Tasman Drive</b>
<b>Haarlerbergweg 13-19</b>	<b>San Jose, CA 95134</b>
<b>1101 CH Amsterdam</b>	<b>(408) 526-4000</b>
<b>The Netherlands</b>	
<b>31 (0)20 357 1000</b>	

*Copies to:*

**Daniel J. Winnike, Esq.**  
**Fenwick & West LLP**  
**801 California Street**  
**Mountain View, CA 94041**  
**(650) 988-8500**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 8, 2007**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

\* 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 disclosures provided in a prior cover page. The information required on 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).

SCHEDULE 13D

CUSIP No. 928563402

Page 1 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International B.V. ( *CSIBV* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV is a direct wholly owned subsidiary of Cisco Systems Netherlands Holdings B.V. and an indirect wholly owned subsidiary of each other Reporting Person.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

SCHEDULE 13D

CUSIP No. 928563402

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Netherlands Holdings B.V. ( *CSNHBV* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSNHBV disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

SCHEDULE 13D

CUSIP No. 928563402

Page 3 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Luxembourg S.a.r.l. ( *CSLS* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSLS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.



SCHEDULE 13D

CUSIP No. 928563402

Page 4 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems Luxembourg International S.a.r.l. ( *CSLIS* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSLIS disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

SCHEDULE 13D

CUSIP No. 928563402

Page 5 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International S.a.r.l. ( **CSIS** )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIS disclaims beneficial ownership of the shares pursuant to 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

SCHEDULE 13D

CUSIP No. 928563402

Page 6 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems (Bermuda) Limited ( *CSBL* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda  
NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY  
OWNED BY 8  None  
SHARED VOTING POWER

EACH  
REPORTING 9  6,000,000(1)  
SOLE DISPOSITIVE POWER

PERSON  
WITH  
10  None  
SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSBL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

SCHEDULE 13D

CUSIP No. 928563402

Page 7 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems International Holdings Limited ( *CSIHL* )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CSIHL disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.



SCHEDULE 13D

CUSIP No. 928563402

Page 8 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Technology, Inc. ( *CTI* ), I.R.S. Identification No. 77-0462351

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. CTI disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

SCHEDULE 13D

CUSIP No. 928563402

Page 9 of 11 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cisco Systems, Inc. ( *Cisco* ), I.R.S. Identification No. 77-0059951

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

NUMBER OF  7 SOLE VOTING POWER

SHARES

BENEFICIALLY

None

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

6,000,000(1)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

None

10 SHARED DISPOSITIVE POWER

Edgar Filing: VMWARE, INC. - Form SC 13D/A

6,000,000(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000(1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.2%\*

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of CSNHBV and an indirect wholly owned subsidiary of each other Reporting Person. Cisco disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

\* Based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

---

SCHEDULE 13D

CUSIP No. 928563402

Page 10 of 11 Pages

This Amendment No. 1 to Schedule 13D (the *Amendment No. 1*) is filed on behalf of the entities (the *Reporting Persons*) identified in the statement on Schedule 13D (the *Original Statement*) filed by the Reporting Persons on October 16, 2007 with respect to the shares of Class A Common Stock, par value \$0.01 per share (the *Common Stock*), of VMware, Inc., a Delaware corporation (the *Issuer*). The principal executive offices of the Issuer are located at 3401 Hillview Avenue, Palo Alto, CA 94304. This Amendment No. 1 amends and supplements the Original Statement. In addition to the Items specifically amended and supplemented hereby, each other Item of the Original Statement to which the information set forth below is relevant is also amended and supplemented hereby. Except as set forth herein, to the knowledge of the Reporting Persons, there has been no material change in the information set forth in the Original Statement. Capitalized terms used without definition in this Amendment No. 1 shall have the meanings set forth in the Schedule 13D originally filed.

**Item 4. Purpose of Transaction.**

The third paragraph of this item is hereby amended, restated and replaced in its entirety with the following paragraph:

In connection with a prior oral agreement pursuant to which VMware agreed to consider appointing a Cisco executive to its board of directors, VMware appointed Dennis D. Powell, Executive Vice President and Chief Financial Officer of Cisco, to its board of directors on November 8, 2007. Mr. Powell intends to retire as Executive Vice President and Chief Financial Officer of Cisco around mid-February 2008.

**Item 5. Interest in Securities of the Issuer.**

(a) (b)

The first paragraph of this item is hereby amended, restated and replaced in its entirety with the following paragraph:

CSIBV holds of record and beneficially owns the Shares, and the other Reporting Persons each may be deemed to beneficially own the Shares. In addition, the Reporting Persons each may be deemed to have shared voting and dispositive power with respect to the Shares. The approximate percentage of the Shares reported as beneficially owned by the Reporting Persons as of November 8, 2007 were each 7.2% of the class, based on 82,942,188 shares of Class A Common Stock issued and outstanding on November 2, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 7, 2007.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The information set forth under this item is hereby amended, restated and replaced in its entirety as follows:

Except as provided below and in Items 3, 4 and 5 hereof, as qualified by reference to documents filed as exhibits of this Schedule, to each Reporting Person's knowledge there are no contracts, arrangements, understandings or relationships (legal or otherwise) among any person or entity referred to in Item 2, or between such persons and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities,

---

**SCHEDULE 13D**

CUSIP No. 928563402

Page 11 of 11 Pages

finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. As required by the Rights Agreement, CSIBV has also entered into a standard lock-up agreement with the underwriters of the Issuer's initial public offering. The fifth and sixth full paragraphs under the heading "Underwriting" on pages 132 and 133 of the Issuer's prospectus filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on August 15, 2007 are incorporated by reference herein.

**Item 7. Materials to be Filed as Exhibits.**

The information set forth under this item is hereby amended, restated and replaced in its entirety as follows:

The following documents are incorporated by reference as exhibits:

<b>Exhibit</b>	<b>Title</b>
A	Joint Filing Agreement dated October 15, 2007 among the Reporting Persons (incorporated by reference to Exhibit 99.A to the Original Schedule filed with the Commission on October 16, 2007).
B	Class A Common Stock Purchase Agreement by and among Cisco Systems, Inc., VMware, Inc. and EMC Corporation, dated as of July 26, 2007 (filed as Exhibit 10.21 to Amendment No. 4 to the Issuer's Registration Statement on Form S-1 (file no. 333-142368) filed with the Commission on July 27, 2007, and incorporated herein by reference).
C	Investor Rights Agreement by and between Cisco Systems, Inc. and VMware, Inc., dated as of July 26, 2007 (filed as Exhibit 10.22 to Amendment No. 4 to the Issuer's Registration Statement on Form S-1 (file no. 333-142368) filed with the Commission on July 27, 2007, and incorporated herein by reference).

**SIGNATURE**

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

Dated: November 29, 2007

CISCO SYSTEMS INTERNATIONAL B.V.

By: /s/ Fritz Meijaard  
Fritz Meijaard  
Managing Director

Dated: November 29, 2007

CISCO SYSTEMS NETHERLANDS HOLDINGS B.V.

By: /s/ Fritz Meijaard  
Fritz Meijaard  
Managing Director

Dated: November 29, 2007

CISCO SYSTEMS LUXEMBOURG S.A.R.L.

By: /s/ Evan Sloves  
Evan Sloves  
Manager

Dated: November 29, 2007

CISCO SYSTEMS LUXEMBOURG INTERNATIONAL  
S.A.R.L.

By: /s/ Evan Sloves  
Evan Sloves  
Manager

Dated: November 29, 2007

CISCO SYSTEMS INTERNATIONAL S.A.R.L.

By: /s/ Catherine Littrell  
Catherine Littrell  
Manager

Dated: November 29, 2007

CISCO SYSTEMS (BERMUDA) LIMITED

By: /s/ Catherine Littrell  
Catherine Littrell  
President and Director

Dated: November 29, 2007

CISCO SYSTEMS INTERNATIONAL HOLDINGS LIMITED

By: /s/ Catherine Littrell  
Catherine Littrell  
President and Director

Dated: November 29, 2007

CISCO TECHNOLOGY, INC.

By: /s/ Dennis D. Powell  
Dennis D. Powell  
Chief Financial Officer and Treasurer

Dated: November 29, 2007

CISCO SYSTEMS, INC.

By: /s/ Dennis D. Powell  
Dennis D. Powell  
Executive Vice President, Chief Financial Officer



Schedule A

**Directors and Executive Officers of  
the Reporting Persons**

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems International B.V. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems International B.V., Haarlerbergpark, Haarlerbergweg 13-19, 1101 CH Amsterdam, The Netherlands.

CISCO SYSTEMS INTERNATIONAL B.V.

DIRECTORS AND EXECUTIVE OFFICERS

Ulrika Carlsson, Managing Director  
(Citizen of Sweden and The Netherlands)  
*Director, Finance, Cisco Systems International B.V.*

Edwin Paalvast, Managing Director  
(Citizen of The Netherlands)  
*Vice President, Customer Advocacy, Cisco Systems International B.V.*

Jose van Dijk, Managing Director  
(Citizen of The Netherlands)  
*Director, Customer Services, Cisco Systems International B.V.*

Coks Stoffer, Managing Director  
(Citizen of The Netherlands)  
*General Manager, Cisco Systems International B.V.*

Fritz Meijaard, Managing Director  
(Citizen of The Netherlands)  
*Director, Finance, Cisco Systems International B.V.*

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems Netherlands Holdings B.V. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems International B.V., Haarlerbergpark, Haarlerbergweg 13-19, 1101 CH Amsterdam, The Netherlands.

**CISCO SYSTEMS NETHERLANDS HOLDINGS B.V.**

**DIRECTORS AND EXECUTIVE OFFICERS**

Ulrika Carlsson, Managing Director  
(Citizen of Sweden and The Netherlands)  
*Director, Finance, Cisco Systems International B.V.*

Fritz Meijaard, Managing Director  
(Citizen of The Netherlands)  
*Director, Finance, Cisco Systems International B.V.*

Jose van Dijk, Managing Director  
(Citizen of The Netherlands)  
*Director, Customer Services, Cisco Systems International B.V.*

Coks Stoffer, Managing Director  
(Citizen of The Netherlands)  
*General Manager, Cisco Systems International B.V.*

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems Luxembourg S.a.r.l. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems Luxembourg S.a.r.l., Avenue JF Kennedy 46A, 4th Floor, Luxembourg, Luxembourg, L-1855.

**CISCO SYSTEMS LUXEMBOURG S.A.R.L.**

**DIRECTORS AND EXECUTIVE OFFICERS**

Graham Allan, Manager  
(Citizen of the United Kingdom)  
*Vice President, Law and Deputy General Counsel, Cisco Systems, Inc.*  
c/o Cisco Systems, Inc.  
170 West Tasman Drive  
San Jose, CA 95134-1706

Evan Sloves, Manager  
*Senior Director, Legal Services, Cisco Systems, Inc.*  
c/o Cisco Systems, Inc.  
170 West Tasman Drive  
San Jose, California 95134-1706

Mark T. Gorman, Manager  
*Senior Director, Legal Services, Cisco Systems, Inc.*  
c/o Cisco Systems, Inc.  
170 West Tasman Drive  
San Jose, California 95134-1706

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems Luxembourg International S.a.r.l. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems Luxembourg International S.a.r.l., 8-10, rue Mathias Hardt, L-1717 Luxembourg.

CISCO SYSTEMS LUXEMBOURG INTERNATIONAL S.A.R.L.

DIRECTORS AND EXECUTIVE OFFICERS

Graham Allan, Manager  
(Citizen of the United Kingdom)  
*Vice President, Law and Deputy General Counsel,*  
*Cisco Systems, Inc.*  
c/o Cisco Systems, Inc.  
170 West Tasman Drive  
San Jose, CA 95134-1706

Evan Sloves, Manager  
*Senior Director, Legal Services, Cisco Systems, Inc.*  
c/o Cisco Systems, Inc.  
170 West Tasman Drive  
San Jose, California 95134-1706

Mark T. Gorman, Manager  
*Senior Director, Legal Services, Cisco Systems, Inc.*  
c/o Cisco Systems, Inc.  
170 West Tasman Drive  
San Jose, California 95134-1706

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems International S.a.r.l. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems International S.a.r.l., Avenue des Uttins, CH-1180 Rolle, Switzerland.

CISCO SYSTEMS INTERNATIONAL S.A.R.L.

BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Jill Franze, Alternate Director

Paul Kurth, Manager  
(Citizen of the United Kingdom)  
*Manager, Manufacturing Operations, CiscoSystems*  
*International S.a.r.l.*

Catherine Littrell, Manager  
*Senior Director, Finance, Cisco Systems International S.a.r.l.*

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems (Bermuda) Limited as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems (Bermuda) Limited, Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, except that the business address of Mr. Collis and Ms. Ferguson is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Lynn Miller, Manager  
*Director, Technical Services, Cisco Systems*  
*International S.a.r.l.*

Eamann O Callaghan, Manager  
(Citizen of Ireland)  
*Director, Tax, Cisco Systems International S.a.r.l.*

Grahme Weeks, Alternate Director  
(Citizen of Australia)

CISCO SYSTEMS (BERMUDA) LIMITED

DIRECTORS AND EXECUTIVE OFFICERS

Ulrika Carlsson, Treasurer  
(Citizen of Sweden and The Netherlands)  
*Director, Finance, Cisco Systems International B.V.*  
c/o Cisco Systems International B.V.  
Haarlerbergpark  
Haarlebergweg 13-19  
1101 CH Amsterdam  
The Netherlands

Graham B. R. Collis, Resident Representative  
(Citizen of the United Kingdom)  
*Attorney, Conyers Dill & Pearman*

Dawna Ferguson, Secretary  
(Citizen of Canada)  
*Corporate Manager, Codan Services Limited*

Jill Franze, Director  
c/o Cisco Systems International S.a.r.l.,  
Avenue des Uttins, CH-1180 Rolle,  
Switzerland

Catherine Littrell, President and Director  
*Senior Director, Finance, Cisco Systems International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Paul Kurth, Vice President and Director  
(Citizen of the United Kingdom)  
*Manager, Manufacturing Operations, Cisco Systems  
International S.a.r.l*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Lynn Miller, Director  
c/o Cisco Systems International S.a.r.l.,  
Avenue des Uttins, CH-1180 Rolle,  
Switzerland

Eamann O Callaghan, Vice President and Director  
(Citizen of Ireland)  
*Director, Tax, Cisco Systems International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Grahame Weeks, Alternate Director  
(Citizen of Australia)  
*Controller, Cisco Systems International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems International Holdings Limited as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems International Holdings Limited, Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, except that the business address of Mr. Collis and Ms. Ferguson is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

**CISCO SYSTEMS INTERNATIONAL HOLDINGS LIMITED**

**DIRECTORS AND EXECUTIVE OFFICERS**

Graham B. R. Collis, Resident Representative  
(Citizen of the United Kingdom)  
*Attorney, Conyers Dill & Pearman*

Dawna Ferguson, Secretary  
(Citizen of Canada)  
*Corporate Manager, Codan Services Limited*

Jill Franze, Alternate Director  
*Manager, Tax, Cisco Systems International S.a.r.l*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Catherine Littrell, President and Director  
*Senior Director, Finance, Cisco Systems  
International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Paul Kurth, Vice President and Director  
(Citizen of the United Kingdom)  
*Manager, Manufacturing Operations, Cisco*

*Systems International S.a.r.l*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Lynn Miller, Director  
*Director, Technical Services, Cisco Systems*

*International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Eamann O Callaghan, Vice President and Director  
(Citizen of Ireland)  
*Director, Tax, Cisco Systems International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

Grahame Weeks, Alternate Director  
(Citizen of Australia)  
*Controller, Cisco Systems International S.a.r.l.*  
c/o Cisco Systems International S.a.r.l., Avenue des  
Uttins, CH-1180 Rolle, Switzerland

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Technology, Inc. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Technology, Inc., 170 West Tasman Drive, San Jose, California 95134-1706.

CISCO TECHNOLOGY, INC.

DIRECTORS AND EXECUTIVE OFFICERS

Mark Chandler, Director

*Senior Vice President, Legal Services, General Counsel and Secretary,  
Cisco Systems, Inc.*

Van Dang, Director

*Vice President, Law and Deputy General Counsel,  
Cisco Systems, Inc.*

Charles H. Giancarlo, Vice President

*Executive Vice President, Chief Development Officer,  
Cisco Systems, Inc.*

David K. Holland, Secretary

*Senior Vice President, Treasurer, Cisco Systems, Inc.*

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Cisco Systems, Inc. as of the date hereof. Except as indicated below, the business address of each person is c/o Cisco Systems, Inc., 170 West Tasman Drive, San Jose, California 95134-1706.

Robert Johnson, Vice President

*Vice President, Global Taxation, Cisco Systems, Inc.*

Dennis D. Powell, CFO & Treasurer

*Executive Vice President, Chief Financial Officer,  
Cisco Systems, Inc.*

Daniel Scheinman, President & CEO

*Senior Vice President, Media Solutions Group,  
Cisco Systems, Inc.*

Evan B. Sloves, Director

*Senior Director, Legal Services, Cisco Systems, Inc.*

CISCO SYSTEMS, INC.

BOARD OF DIRECTORS

Carol A. Bartz

*Executive Chairman of the Board,  
Autodesk, Inc.*

111 McInnis Parkway

San Rafael, California 94903

John L. Hennessy

*President, Stanford University*

Stanford University

Stanford, California 94305

Richard M. Kovacevich

Edgar Filing: VMWARE, INC. - Form SC 13D/A

M. Michele Burns

*Chairman and Chief Executive Officer,*

*Mercer LLC*

1166 Avenue of the Americas

New York, New York 10036-2774

Michael D. Capellas

*Chairman and Chief Executive Officer,*

*First Data Corporation*

6200 South Quebec Street,

Greenwood Village, Colorado 80111

*Chairman, Wells Fargo & Company*

420 Montgomery Street

San Francisco, California 94163

Roderick C. McGeary

*Chairman of the Board,*

*BearingPoint, Inc.*

1676 International Drive

McLean, Virginia 22102

Larry R. Carter  
*Senior Vice President, Office of the President,*  
*Cisco Systems, Inc.*

John T. Chambers  
*Chairman and Chief Executive Officer,*  
*Cisco Systems, Inc.*

Brian L. Halla  
*Chairman and Chief Executive Officer,*  
*National Semiconductor Corporation*  
 2900 Semiconductor Drive  
 Santa Clara, California 95052-8090

Michael K. Powell  
*Senior Advisor, Providence Equity Partners, Inc.*  
*and Chairman of the MK Powell Group*  
 1225 19th Street, N.W.  
 Washington, DC 20036  
 Steven M. West  
*Founder and Partner,*  
*Emerging Company Partners LLC*  
 551 Lantern Court  
 Incline Village, NV 89451  
 Jerry Yang  
*Chief Executive Officer,*  
*Yahoo! Inc.*  
 701 First Avenue  
 Sunnyvale, California 94089

**EXECUTIVE OFFICERS**

<i>Name</i>	<i>Title</i>
Susan L. Bostrom	Executive Vice President, Chief Marketing Officer,  Global Policy and Government Affairs
Larry R. Carter	Senior Vice President, Office of the President
Jonathan Chadwick (Citizen of the United Kingdom)	Senior Vice President, Corporate Controller and  Principal Accounting Officer
John T. Chambers	Chairman and Chief Executive Officer
Mark Chandler	Senior Vice President, Legal Services, General Counsel  and Secretary
Wim Elfrink (Citizen of the Netherlands)	Executive Vice President, Customer Advocacy and  Chief Globalization Officer
Charles H. Giancarlo	Executive Vice President, Chief Development Officer
Richard J. Justice	Executive Vice President, Worldwide Operations and  Business Development
Randy Pond	Executive Vice President, Operations, Systems and  Processes
Dennis D. Powell	Executive Vice President, Chief Financial Officer



**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Title</b>
A	Joint Filing Agreement dated October 15, 2007 among the Reporting Persons (incorporated by reference to Exhibit 99.A to the Original Schedule filed with the Commission on October 16, 2007).
B	Class A Common Stock Purchase Agreement by and among Cisco Systems, Inc., VMware, Inc. and EMC Corporation, dated as of July 26, 2007 (filed as Exhibit 10.21 to Amendment No. 4 to the Issuer's Registration Statement on Form S-1 (file no. 333-142368) filed with the Commission on July 27, 2007, and incorporated herein by reference).
C	Investor Rights Agreement by and between Cisco Systems, Inc. and VMware, Inc., dated as of July 26, 2007 (filed as Exhibit 10.22 to Amendment No. 4 to the Issuer's Registration Statement on Form S-1 (file no. 333-142368) filed with the Commission on July 27, 2007, and incorporated herein by reference).