

HYPERION SOLUTIONS CORP
Form SC TO-C
March 07, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE TO

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

HYPERION SOLUTIONS CORPORATION

(Name of subject company (Issuer))

**ORACLE CORPORATION
HOTROD ACQUISITION CORPORATION**

(Names of Filing Persons (Offerors))

**Common Stock, \$0.001 par value per
share**

(Title of classes of securities)

44914M104

(CUSIP number of common stock)

**Daniel Cooperman, Esq.
Senior Vice President, General Counsel & Secretary
Oracle Corporation
500 Oracle Parkway
Redwood City, California 94065
Telephone: (650) 506-7000**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

**Copies to:
William M. Kelly, Esq.
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, California 94025
Telephone: (650) 752-2000**

CALCULATION OF FILING FEE

**Transaction Valuation*
Not applicable***

**Amount of Filing Fee*
Not applicable***

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:
Form of Registration No.:

N/A
N/A

Filing Party:
Date Filed:

N/A
N/A

Edgar Filing: HYPERION SOLUTIONS CORP - Form SC TO-C

Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Oracle and Hyperion
The New, Extended Oracle Business Intelligence:
A System for Enterprise Performance Management

01

Important Information

THIS PRESENTATION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OFFER TO SELL ANY SECURITIES. THE SOLICITATION AND THE OFFER TO BUY SHARES OF HYPERION S COMMON STOCK MAY ONLY BE MADE PURSUANT TO AN OFFER TO PURCHASE AND RELATED MATERIALS THAT ORACLE INTENDS TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION. ONCE FILED, HYPERION STOCKHOLDERS SHOULD READ THESE MATERIALS PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO THE OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION INCLUDING THE TERMS AND CONDITIONS OF THE OFFER. ONCE FILED, HYPERION STOCKHOLDERS WILL BE ABLE TO ACCESS THE OFFER TO PURCHASE AND RELATED MATERIALS WITH RESPECT TO THE OFFER FREE OF CHARGE AT THE SEVEN DAY TENDER PERIOD AT WWW.SEC.GOV, FROM THE INFORMATION AGENT NAMED IN THE TENDER OFFER MATERIALS OR FROM ORACLE.

Cautionary Statement Regarding Forward-Looking Statements

This document contains certain forward-looking statements about Oracle and Hyperion. When used in this document, the words "anticipates", "may", "can", "believes", "expects", "projects", "intends", "plans", "estimates", "anticipates", "believes", "expects", "projects", "intends", "plans", "estimates", "anticipates", "believes", "expects", "projects", "intends", "plans", "estimates", and any other statements that are not historical facts, in each case as to Oracle and Hyperion, the management of either such company or the transaction are intended to constitute forward-looking statements. In making any such statements, the person making them represents that its expectations are based on reasonable assumptions. However, any such statement may be affected by various factors that could cause actual outcomes and results to be materially different from those projected or anticipated. These forward-looking statements are subject to numerous risks and uncertainties, including various important factors that could cause actual results to differ materially from those in a forward-looking statements, many of which are beyond the control of Oracle and Hyperion, including the impact of general economic conditions in regions in which either such company currently does business, industry conditions, including competition, fluctuations in exchange rates and currency values, capital expenditure requirements, legislative or regulatory requirements, changes in the tax laws, international trade and access to capital markets. The actual results or performance by Oracle or Hyperion could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will or will not occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Hyperion.

The following is intended to outline our general product direction. It is intended for information purposes only, and may not be incorporated into any contract. It is not a commitment to deliver any material, code, or functionality, and should not be relied upon in making purchasing decisions. The development, release, and timing of any features or functionality described for Oracle's products remains at the sole discretion of Oracle.

03

Agenda

- o Market Strategy Overview
- o Product Strategy Overview
- o Customer & Partner Success
- o Summary

04

Market Strategy

05

What We Are Announcing

- o Oracle has agreed to acquire Hyperion
 - o Cash tender offer of \$52.00 per share
 - o Approximately \$3.3 billion in the aggregate
 - o Transaction expected to close in April 2007, subject to regulatory and other approvals

- o About Hyperion
 - o Leading provider of Performance Management solutions, OLAP, Financial Planning and Consolidation
 - o Public company with trailing twelve month revenues in excess of \$830 million (12/31/06)
 - o HQ Santa Clara; 2,900 Employees; 12,000+ Customers
 - o Accelerates Oracle's product strategy
 - o Business Intelligence & Performance Management Converging Rapidly
 - o Hyperion brings best-of-breed, heterogeneous Performance Management and complementary BI products to Oracle's offering
 - o Combination offers industry's only complete and integrated Performance Management System - combining EPM & Operational BI

06

Hyperion Strategic Importance to Oracle

- o Performance Management rapidly growing software segment
- o Estimated to reach \$7.0 billion in 2009; 11%+ CAGR growth
- o Top priority for executives and Boards of Directors
- o Financial planning extending to full enterprise business planning

- o Complements Oracle's existing product strengths
- o Adds leading open enterprise planning system
- o Adds high-growth, leading financial consolidation products
- o Adds powerful multi-source OLAP server
- o Extends Oracle's global distribution channels with domain expertise

- o Why now?
- o Performance Management & Business Intelligence converging rapidly
- o First integrated, end-to-end Performance Management System - combining EPM & Operational BI
- o Enables "closed loop" decision making - from Strategy to Planning to Consolidation to Operational Analytics to Actionable Insight
- o Together offer industry's most complete and best product line
- o Differentiates Oracle from other Business Intelligence vendors

07

Why Hyperion?

- o Category leader in Performance Management Software
 - o Rated as a Leader in Corporate Performance Management and Business Intelligence Platforms
 - o Leader in OLAP, Planning, and Financial Consolidation
 - o Complimentary Products enable rapid integration of Suites
 - o Successfully implemented at over 12,000 global customers
- o Strong reputation and established relationships with CFOs
 - o Strong domain expertise in financial and performance management
 - o Helps Oracle sell complementary products into the CFO office
 - o Strengthens Oracle's expansion into SAP base
- o Experienced global organization
 - o Highly skilled and experienced product development team
 - o Global sales expertise, strong services and support capability
 - o Excellent support and adoption by global system integrators
- o Oracle and Hyperion are already partners
 - o Hyperion is a member of Oracle Partner Network (OPN)
 - o Hyperion is an Oracle customer - runs e-Business Suite and Siebel

Select Hyperion & Oracle Joint Customers

09

Organizational Model

- o Hyperion Development Organization
 - o Will be part of Oracle's Business Intelligence Development Team
 - o Will be retaining all US & multi-shore development locations
 - o Will be retained intact - focus on accelerating investments
- o Hyperion Support & Consulting Organizations
 - o Will be integrated with Oracle Support & Consulting
- o Hyperion Sales Organization
 - o Will be retained intact in each geography - US, EMEA, APAC, LAD
 - o Will also sell some Oracle Analytic Applications - eg. Financial Analytics - Complete EPM & Operational Analytic Applications
- o Oracle Business Intelligence Sales
 - o Will be retained intact in each geography - US, EMEA, APAC, LAD
 - o Will also sell Hyperion's Business Intelligence Tools
- o Focused on accelerating growth and capturing share
 - o Oracle will double sales organization for these products globally

Product Strategy

11

Product Strategy Drivers

From:		To:
-----		-----
Analysts	=====>	Pervasive use
Historical data	=====>	Real-time, predictive data
Fragmented view	=====>	Unified, enterprise view
Reporting results	=====>	Insight-driven business process optimization
Analytic tools	=====>	Unified infrastructure and prebuilt analytic solutions
Planning silos with limited BI	=====>	Enterprise Performance Management System

Product Strategy

Overview

- o Integrated Business Intelligence Tools
 - o Comprehensive, Integrated, Best-of-Breed Business Intelligence Infrastructure
- o Integrated Business Intelligence Database
 - o Business Intelligence Functions Integrated in Database
- o Integrated Enterprise Performance Management System
 - o Integrated, Enterprise Wide, & Industry Specific Performance Management and Analytic Applications

Oracle BI Tools and Foundation
Extended and Unified Business Intelligence Infrastructure

Common Enterprise Information Model

Oracle BI Server Intelligent Caching Services
 Multidimensional Calculation and Integration Engine
 Intelligent Request Generation and Optimized Data Access Services

Common Enterprise Information Model

Enables Consistency, Reuse, Ease of Understanding

- o User roles, preferences
- ==> o Simplified view Role-based views of the information
- o Logical SQL interface

- o Dimensions
- o Hierarchies
- o Measures Consistent definition of business measures,
- ==> o Calculations metrics, calculations
- o Aggregation Rules
- o Time Series

- o Map Physical Data
- ==> o Connections Model once, deploy anywhere
- o Schema

Across any data sources

Oracle BI Applications
 An Enterprise Performance Management System

Reporting	Scoreboarding	Analytic Apps		Planning	
Modeling	Planning	Budgeting	Financial Management		Consolidation
Sales & Marketing	Service & Contact Center	Human Resources	Order Management & Fulfillment	Supply Chain	Verticals

Common Enterprise Information Model

Oracle Business Intelligence Foundation

OLTP & ODS Systems	Data Warehouse Data Mart	Essbase	SAP, Oracle PeopleSoft, Siebel, Custom Apps	Files Excel XML	Business Process
--------------------	-----------------------------	---------	---	-----------------------	------------------

Enterprise Performance Management System
Oracle with Hyperion

Required for

- o etter information
- o etter insight
- o etter plans
- o etter decisions
- o etter actions
- o etter performance
- o etter results

Product Integration

Insight
Performance
Action

Set Goals Model Plan Monitor Analysis Report

19

From Plan to Analysis
Financial Example

Financial
Plan

Financial Metrics,
KPIs, Scorecards

Financial
Consolidation

Financial Analytics
(Operational BI)

Management &
Statutory Reporting

20

Set Goals and Strategy
Hyperion Business Performance Architect

KPIs
Business Rules
Supporting Detail
Mark-up and Workflow

21

Define Model to Capture Strategy
Hyperion Planning & Scenario Modeling Tools

Scenarios
Simulation
Adjustment Logic
Mark-up and Workflow
Analytic Facts and Measures

22

Define Plans to Align with Strategy
Hyperion Planning & Oracle BI Applications

Strategy Definition		Sales & Revenue Plan	==	Field Reps
		Marketing Plan		Telesales Reps
Objectives & KPIs	==	Manufacturing Plan		Sales Accelerators
		HRMS Plan		Sales Comp Plan
Corporate Plan Drivers (e.g., Financial Plan)				
				Analytic Facts & Measures
				Operational Business Intelligence Applications

Monitor KPIs via Alerts

Oracle Notification & Alerting Infrastructure

E-mail
(POP/IMAP)

Priority-based Delivery
Routing & Delivery Rules
Time-based Conditions
Data-driven Conditions

Pager

Oracle BI Applications
& BI Server

SMS/Voice

Hyperion EPM
Applications

Hyperion Enterprise
Analytics

Metrics & KPIs

Consolidate Information for Analysis
Hyperion Financial Management & Consolidation

Financial
Data Quality

Core Financial
Systems

Financial
Consolidation System

Other
Financial
Sources

Analyze Information

Drill to Detail to Understand Problems - Operational BI

Oracle BI Applications

Performance Mgmt Applications

Essbase Analytics

Logical Request Parser

Intelligent Query Execution

Catalog

BI Foundation

Cache Manager

Metadata Mgr.

Functional Compensation

Scheduler

Optimized SQL/MDX Gen.

Data Access

Function shipping

Relational
Sources

OLAP
Sources

Business
Applications

Unstructured
Sources

Mainframe

Integrate Data for Analysis
Oracle & Hyperion Data Quality,
Oracle Data Integration

Analysis

27

Identify Root Cause of Problem
Integrated Metadata Lineage - Planning to Source Data Analysis

				Strategy & Objectives
				Goals, KPIs & Plans
				Planning Drivers
OLTP Source	ETL	App Data Warehouse	Logical Mapping	Analytic Facts & Measures

Generate Reports
Statutory, Operational, and Managerial

Business User	HTML
	Excel
	PDF
	RTF
Report Distributor	XML
Report Generator	Word
Layout Formatter	PPT
Job Scheduler	EDI
	EFT
	XBRL

OLTP & ODS	Data Warehouse Data Mart	SAP, Oracle PSFT, Siebel Custom Apps	Essbase
------------	-----------------------------	--	---------

Drive Action in Operational Systems
Insight to Action via Action Framework

Action

1. Conditional Alerting

Analytic Facts & Measures
Business KPIs
Data-Driven Conditions
Time-Driven Conditions

2. In-Context Analysis

Across Planning and Operational Analytic Systems

3. Insight Driving
Action

Transaction System
Change

BPEL
Analytic Workflow

ERP & CRM
Applications

Compare to Strategy & Goals
"Close the Loop" with Hyperion Scorecards

Set
Goals

Report

Model

Analysis

Plan

Monitor

Insight
Performance
Action

Operational Scorecards

Strategy & Objectives

Business KPIs

Operational Scorecards

Align Operations with Plans

Planning

Hyperion Already Integrates with Oracle
Customers Can Get Value Immediately

- o Hyperion integrates with Oracle Database
 - o Supports Oracle RAC as a data source
- o Hyperion integrates with Oracle Fusion Middleware
 - o Application Server
 - o Enterprise Portal: integrate analytics into a common portal
 - o Identity Management: provide enterprise single sign-on
 - o Business Intelligence Server as a Data Source for Essbase
- o Hyperion integrates with Oracle Applications
 - o All of Oracle's Enterprise Applications product lines
 - o Over 4,000 Hyperion customers use Oracle Applications
- o Oracle Business Intelligence integrates with Hyperion
 - o ESSBASE and Interactive Reporting are Data Sources
- o Well-defined product integration roadmap
 - o Critical enablers for product integration complete (e.g., data source)
 - o Other key design elements have been well defined
 - o Oracle & Hyperion will provide clear product roadmap to customers

Example: Unified Executive Portal
Contextual Integration across Products

Planning Scorecards

Contextual,
Drill-across Integration

Execution (Workflow) Analysis/Analytic Application

33

Example: Unified Analytics
Oracle Analytic Server & ESSBASE

Oracle Analytics Web
(Presentation Layer)

Oracle Analytic Server\

SQL MDX

Relational Source

ESSBASE Source

ESSBASE

SQL

Oracle Analytic Server

SQL

Relational Source

Exploit Existing Customer Investments
Continued Integration with Heterogeneous Environments

Portals

Any JSR 168 Portal

Analytic Tools
and Reporting

Oracle BI, HYSL, BOBJ, COGN, MSTR, Actuate ..

Applications

Oracle EBS, Siebel, SAP, PeopleSoft, JD Edwards ..

Desktop Tools

Excel, Outlook,
Lotus Notes ..

Oracle Enterprise Performance Management System
Oracle Business Intelligence Foundation

Security

Oracle
Kerberos
iPlanet
MSFT AD
Novell
Custom
Others ..

Data Access

Oracle RDBMS
Oracle OLAP Option
Microsoft SQL Server & Analysis Services
IBM DB2
Teradata
Essbase
SAP BW
XML, Excel, Text
Others ..

ETL

Oracle Data Integrator (Sunopsis)
Oracle Warehouse Builder
Informatica
Ascential
Others ..

Oracle Performance Management System
Benefits SAP R/3 & mySAP Customers Today

BI & Performance Management Applications

Reporting Scorecarding Analytic Apps Planning

Common Enterprise Information Model
Oracle BI Foundation

SAP BW SAP R/3 Heterogeneous

Oracle provides the ideal
Performance Management
System for SAP Customers and
Heterogeneous Environments

- o BI Applications integrate with R/3
- o Planning, Budgeting and Consolidations work with SAP
- o BI Foundation supports optimized access to SAP BW

Future Product Directions
Some Initiative Areas

- o Enterprise Performance Management
 - o Integrated Planning, Consolidation, & Operational Analytics
 - o For all Lines of Business - Finance, HRMS, Sales, SCM, Verticals
- o Enterprise Semantic Model
 - o Comprehensive Model spanning EPM & Operational Analytics
 - o Integrated Data Quality, Profiling, Cleansing, and Data Lineage
- o Pervasive Business Insight
 - o Search-based Access with Ubiquitous Multi-channel Access
 - o Information Transparency with Enhanced Visualization & Exploration
- o Real Time Predictive Analysis & Forecasting
 - o Real Time Activity Monitoring, Predictive Analytics and Forecasting
 - o Near Real time Integration across Operational & Management Systems
- o Insight Driven Actions
 - o From Guided Analytics to Analytic Workflow to Operational Systems
 - o Integrated with Web 2.0 & Real Time Collaboration Systems

Product Strategy

Key Differentiators

- o Enterprise Semantic Model
 - o Model Centric vs. Report Centric Analytics
- o Pervasive Business Insight
 - o Empower Business Users with Embedded Insight
- o Real Time Predictive Insight
 - o Activity Monitoring and Predictive Analytics
- o Insight Driven Actions
 - o Contextual Visualization with Guided Decisions
- o Business Process Optimization
 - o Sense & Respond with Intelligent Business Processes
- o Fastest Time to Value
 - o Pre-Packaged Analytic Applications
- o Enterprise Performance Management System
 - o First integrated, end-to-end Performance Management System - combining EPM & Operational BI

Customer and
Partner Success

39

Expected Customer & Partner Benefits

Continued Commitment to Heterogeneous Environments

- o Hyperion Customers
 - o Oracle will protect, extend and evolve customers' investments
 - o Increased R&D investment in Hyperion products
 - o Extends products with operational analytic applications and BI tools
 - o Access to Oracle's global support and services organizations
- o Oracle Customers
 - o Best-of-breed Enterprise Performance Management System
 - o Enhanced and complete suite of Business Intelligence tools
 - o Complements Oracle Database, Middleware, Applications
 - o Access to Hyperion domain expertise in financial management
- o Oracle & Hyperion Partners
 - o ISVs: Broader opportunities to embed technology
 - o SIs: Strategic partner for best and most complete BI and Performance Management applications and technology; Joint advisory to CFOs
 - o VARs: Expanded opportunities for value-added solutions

BT

Joint Customer Example

- o Heterogeneous environment
 - o Oracle e-Business Suite
 - o Oracle's Siebel CRM
 - o Thousands of operational systems
- o Oracle BI is enterprise BI standard, in use in multiple organizations
- o Hyperion System 9 selected by finance organization for financial reporting and operational metrics
- o Using Oracle BI and Hyperion System 9 for better strategic, operational and tactical decisions
- o Would benefit from integration

41

Cisco Systems

Joint Customer Example

- o Over 15,000 worldwide users of Oracle BI
 - o Every manager worldwide uses HR dashboards
 - o Top 500 executives get real-time business view
 - o Sales, Marketing, and engineering
 - o Enterprise standard
- o Approx. 2,000 users for Finance expense tracking
 - o Budget vs Actual, headcount and capital data reporting
 - o 40% of users outside finance organization
- o Customer has requested Oracle BI EE interoperate with Essbase

42

Oracle & Hyperion Together
Broadest Set of Business Intelligence Partners

43

Summary

44



The New, Extended Oracle BI
A System for Enterprise Performance Management

- o Leading and most comprehensive BI tools and technology
- o Leading and most comprehensive BI and performance management applications
- o Driving the evolution of Performance Management and BI
- o Broadest sales and distribution capability
- o Immediate benefit to Hyperion and Oracle customers and partners

45

Leadership Product Strategy

Integrating Enterprise Performance Management and BI

- o Provides industry's first end-to-end Enterprise Performance Management System
 - o Align operational intelligence with strategy: Better insight
 - o Align operational decisions with strategy: Better decisions
 - o From Insight to Action: Drives better results more quickly
- o Built on integrated and modern foundation
 - o Most complete and integrated BI tools and BI applications
 - o With a unified and consistent view of enterprise intelligence
- o Fundamentally differentiated from other BI Vendors
 - o First integrated, end-to-end Performance Management System - combining EPM & Operational BI
 - o Most Complete, best-of-breed Tools & Analytic Applications
- o Fundamentally differentiated from other Applications Vendors
 - o Other Applications Vendors EPM & BI Solutions not best-of-breed
 - o Other Vendors - Not open to heterogeneous data & applications

Next Steps

- o Public Announcement
 - o March 1, 2007
- o Communicate with all Stakeholders
 - o Press & Analyst Briefings: Week of March 5, 2007
 - o Customer Briefings: Week of March 5, 2007
- o Complete Transaction
 - o Obtain required approvals and satisfy conditions to closing
 - o Expect to close in April 2007
- o More information can be found at:
 - o www.Oracle.com/Hyperion or www.Hyperion.com

ORACEL IS THE INFORMATION COMPANY
