

SYBASE INC
Form 3
July 30, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â SAP AG

(Last) (First) (Middle)

DIETMAR-HOPP-ALLEE 16

(Street)

D69190 WALLDORF,Â 2MÂ

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/26/2010

3. Issuer Name and Ticker or Trading Symbol
SYBASE INC [SY]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock ⁽¹⁾ ⁽²⁾

80,929,717 ⁽³⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration Title Amount or
Exercisable Date of Number of

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAP AG DIETMAR-HOPP-ALLEE 16 D69190 WALLDORF, 2M	Â	Â X	Â	Â
SAP America, Inc. 3999 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	Â	Â X	Â	Â

Signatures

/s/ Dr. Werner Brandt, CFO of SAP AG	07/30/2010
__Signature of Reporting Person	Date
/s/ Michael Junge, General Counsel of SAP AG	07/30/2010
__Signature of Reporting Person	Date
/s/ Brad C. Brubaker, Corporate Secretary of SAP America, Inc.	07/30/2010
__Signature of Reporting Person	Date
/s/ Brad C. Brubaker, President of Sheffield Acquisition Corp.	07/30/2010
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This form is a joint filing by SAP AG, SAP America, Inc, a wholly owned subsidiary of SAP AG ("SAP America"), and Sheffield Acquisition Corp., an indirectly wholly-owned subsidiary of SAG AG (the "Purchaser").
- This Form 3 relates to shares of common stock, par value \$0.001 per share (the "Common Stock"), including the associated rights to purchase shares of Series A Participating Preferred Stock issued pursuant to the Preferred Stock Rights Agreement, dated as of July 31, 2002, as amended, by and between Sybase, Inc., a Delaware corporation ("Sybase"), and American Stock Transfer and Trust Company (together with the Common Stock, the "Shares"), of Sybase.
- Reflects Shares of Sybase purchased upon the expiration of a tender offer commenced pursuant to the Tender Offer Statement on
- (3) Schedule TO, as amended or supplemented, initially filed with the Securities and Exchange Commission on May 26, 2010 by SAP AG, SAP America and the Purchaser. Amount includes 9,293,901 Shares tendered through guaranteed delivery procedures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.