

Oracle's Bid for PeopleSoft: Update 24 February 2004

Jeff Comport, Betsy Burton, Lee Geishecker, Yvonne Genovese

With its tender offer for PeopleSoft, Oracle is attempting to gain more control over broader markets. Gartner advises how this offer could affect you.

NEWS ANALYSIS

Event

As of 24 February 2004, the latest developments in Oracle's unsolicited bid to acquire PeopleSoft include:

- On 23 February 2004, PeopleSoft sent proxy materials to shareholders and recommended that they vote for its own slate of candidates for the board of directors. PeopleSoft's shareholders will vote on the new directors at the annual shareholders meeting on 25 March 2004.
- On 17 February 2004, Oracle sent out proxy materials urging PeopleSoft shareholders to tender their shares to Oracle, to vote to expand PeopleSoft's board to nine members and to approve the five candidates whom Oracle nominated for it.
- On 11 February 2004, Oracle and PeopleSoft confirmed they were notified by the U.S. Department of Justice that its lawyers have recommended blocking the Oracle deal on antitrust grounds. The Justice Department will consider this recommendation before issuing its final decision, likely by early March 2004.
- On 9 February 2004, PeopleSoft's board of directors voted unanimously to recommend that shareholders reject Oracle's latest tender offer.
- On 4 February 2004, Oracle announced that it has raised its offer for PeopleSoft from \$19.50 per share to \$26 per share (a total of \$9.4 billion in cash). The offer represents about a 19 percent premium over the closing price of PeopleSoft shares on 3 February (\$22). Oracle also extended its tender offer to 12 March 2004.

Analysis

Although the Justice Department now seems likely to try to block the deal, it still must take definitive action. Oracle would need to overcome any unfavorable ruling through appeal, negotiation or litigation. In such a case, Oracle would have to decide whether to continue pursuing the acquisition or publicly retreat. A similar antitrust ruling is pending from the European Commission.

The recommendation by PeopleSoft's board to reject Oracle's higher offer price should surprise no one. And it does not alter the nature of the contest. The size and timing of the revised bid indicate that Oracle has begun a final attempt to overcome opposition to the deal in the PeopleSoft camp. According to Oracle, it timed the bid ahead of the 10 February registration deadline for PeopleSoft shareholders who wish to vote their shares at the 25 March stockholders' meeting. Oracle hopes to make PeopleSoft shareholders more receptive to its bid so that they will vote for the slate of board candidates proposed by Oracle. Oracle hopes a new board might remove the "poison pill" provision in the PeopleSoft shareholder agreement, which prevents a hostile takeover, and reconsider the deal. The revised offer and the recommendation of PeopleSoft's board do not affect the Justice Department's inquiry into the deal.

Advice to Clients

Until the Justice Department rules on this case, Gartner continues to advise clients considering PeopleSoft and J.D. Edwards offerings to use Gartner's decision frameworks to determine their strategy. The frameworks yield different advice, depending on a combination of risk tolerance, your opinion on the outcome of Oracle's bid and your company's position in the application life

cycle (see "Updated Advice for PeopleSoft Enterprise Clients" and "Updated Advice for PeopleSoft EnterpriseOne Clients"). To develop an opinion on the potential effects of Oracle's bid, consider all the elements that could affect the outcome of this action (see "Pivotal Factors Affecting Oracle's Bid for PeopleSoft").

For Further Information and Research

Gartner continues to work on research related to the individual markets affected and the impact on customers of other vendors. We encourage clients to review our current research, and if you have specific questions, talk with your Gartner analyst — by phone (United States +1 203 316 1266, Europe +44 1784 267770) or e-mail (bizapps@gartner.com, euro.inquiry@gartner.com). Gartner offers the following research:

- "Executive Changes Will Not Alter Oracle's Strategy" — These moves do not amount to a palace coup but deliberately rebalance power among Oracle's board and management team. **By Jeff Comport**
- "Pivotal Factors Affecting Oracle's Bid for PeopleSoft" — As you seek to evaluate the current status of the deal and develop an opinion on the potential effects of Oracle's bid, you should consider all the elements that could affect the outcome. **By Brian Zrimsek**
- "Updated Advice for PeopleSoft Enterprise Clients" — Assess your risk tolerance and how likely you think it is that Oracle will complete the PeopleSoft acquisition. Then act based on where you are in the application life cycle. **By Brian Zrimsek and Jeff Comport**
- "Updated Advice for PeopleSoft EnterpriseOne Clients" — An updated framework to help firms using PeopleSoft EnterpriseOne and World make decisions in light of Oracle's bid for PeopleSoft. **By Brian Zrimsek, Jeff Comport, Yvonne Genovese, Kristian Steenstrup and Lee Geishecker**
- "PeopleSoft Meets Financial Targets, but Key Challenges Await" — Two hurdles remain to achieving PeopleSoft's incremental revenue goals: making the current high-level product road map a reality and creating a sales organization that can sell the right products to the right customers. **By Lee Geishecker, Esteban Kolsky and Yvonne Genovese**
- "PeopleSoft's New Strategy Depends on Cross-Selling, Service Goals" — As with any product-centric vendor, achieving its revenue goal for services depends on achieving its targets for growth in license sales as well as newly identified cross-selling opportunities. **By Lee Geishecker, Frances Karamouzis, Jeff Comport, Joel Wecksell and Chad Eschinger**
- "Eight Best-in-Class Services Contract Terms and Conditions" — Write all service agreements to account for the possibility that the service provider may be acquired or affected by an acquisition. **By Brian Zrimsek, Jane B. Disbrow and Beth Eisenfeld**
- "Survey: Impact on Spending of Oracle's Bid for PeopleSoft" — Gartner's IT Watch survey of IT buyers shows that overall software demand and vendor preference have not been significantly affected by Oracle's tender offer for PeopleSoft. **By Betsy Burton, Thomas Hoover, Martin Reynolds and Scott Evans**
- "Short-Term Advice for J.D. Edwards Clients: Update 18 July" — While waiting for PeopleSoft-J.D. Edwards product road maps to emerge, those seeking advice on how to proceed can use our decision-making framework. **By Brian Zrimsek, Jeff Comport, Kristian Steenstrup, Yvonne Genovese, Tony Humphries and Lee Geishecker**

- "EAS Market Share Scenarios Based on Acquisitions" — Should the Oracle bid for PeopleSoft or the PeopleSoft bid for J.D. Edwards go through, the list of the top four enterprise application software vendors would almost certainly change. **By Thomas Topolinsky and Chad Eschinger**
- "'White Knight' Candidates for PeopleSoft" — The position of other vendors in the infrastructure and application markets makes it unlikely that a company will emerge to offer a friendly takeover of PeopleSoft. **By Simon Hayward and others**
- "Business Applications and Infrastructure Entwined" — The "megavendors" are creating an entwined application and infrastructure stack; this trend makes it difficult to create a sustainable business in best-of breed applications without control of the underlying software infrastructure. **By Simon Hayward and others**
- "Comparing Oracle and PeopleSoft CRM Functionality" — If Oracle does acquire PeopleSoft, PeopleSoft CRM customer should not migrate to Oracle CRM with any expectation of recouping the migration costs within 24 months. **By Robert DeSisto and Michael Maoz**
- "Consolidation: A Reality That's Not Always Good for Users" — To be safest with a smaller independent vendor's products, build strategies based on how those products complement or compete with those vendors best positioned to survive consolidation. **By Betsy Burton and Jeff Comport**
- "Contractual Protections for PeopleSoft Customers" — PeopleSoft customers and prospects should *immediately* audit contracts and seek specialized legal advice to ensure they have sufficient protection if the company is acquired. **By Alexa Bona and Jane Disbrow**
- "What PeopleSoft Customers Can Expect if Oracle Succeeds"— We believe that during the first two years, Oracle would work very actively to satisfy and thus retain PeopleSoft customers. This focus would begin to wane in subsequent years. **By Simon Hayward, Betsy Burton, Lee Geishecker and Kristian Steenstrup**
- "Short-Term Advice for J.D. Edwards Customers, Prospects" - While uncertainty lingers, don't stop all J. D. Edwards deployments. Assess your risk tolerance and acceptance of the product "as is," coupled with your assessment of how J. D. Edwards will emerge from this event and how its condition will affect its product enhancement. **By Brian Zrimsek, Jeff Comport, Yvonne Genovese, Tony Humphries and Kristian Steenstrup**
- "The Deeper Implication of Oracle's Bid for PeopleSoft" — The battle for market control rewards vendors that own both applications and infrastructure but can limit customer application choices. **By Simon Hayward, Betsy Burton and Jeff Comport**
- "Frequently Asked Questions on the Oracle/PeopleSoft Deal" — We answer some of the most common questions our clients are asking about Oracle's unsolicited bid for PeopleSoft. **By Betsy Burton and others**
- "Oracle Could Change PeopleSoft BI and CPM Product Plans" — If the proposed acquisition of PeopleSoft by Oracle takes place, and if you use PeopleSoft business intelligence and corporate performance management products, you should formulate the terms under which the impact and cost of migration might be justified. **By Bill Hostmann, Brian Wood and Frank Buytendijk**

- "Short-Term Advice for PeopleSoft Customers and Prospects" - Gartner provides a framework to help clients make decisions. **By Brian Zrimsek and Jeff Comport**
- "Oracle/PeopleSoft Deal Would Greatly Affect ERP Market" — If Oracle's bid succeeds, PeopleSoft customers would have to undertake a disruptive migration at some point, and J.D. Edwards' customers may not see any major new functions. **By Karen Peterson, Yvonne Genovese, Lee Geishecker and Betsy Burton**
- "Oracle's Bid for PeopleSoft Won't Alter Its CRM Position" — Even if Oracle accomplished a seamless acquisition, the deal would not allow Oracle to overtake Siebel Systems or SAP in the CRM market. **By Robert DeSisto and Michael Maoz**
- "PeopleSoft and J.D. Edwards Fit, but Merger Will Be Complex" — Customers will likely not feel an impact from this acquisition until at least mid-2004. **By Lee Geishecker and Jeff Comport**

REGIONAL HEADQUARTERS

Corporate Headquarters
56 Top Gallant Road
Stamford, CT 06902-7700
U.S.A.
+1 203 964 0096

European Headquarters
Tamesis
The Glanty
Egham
Surrey, TW20 9AW
UNITED KINGDOM
+44 1784 431611

Asia/Pacific Headquarters
Level 7, 40 Miller Street
North Sydney
New South Wales 2060
AUSTRALIA
+61 2 9459 4600

Latin America Headquarters
Av. das Nações Unidas 12.551
9 andar—WTC
04578-903 São Paulo SP
BRAZIL
+55 11 3443 1509