

SUN MICROSYSTEMS, INC.  
Form 8-K  
December 08, 2008

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 8, 2008**

**Sun Microsystems, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-15086**  
(Commission File Number)

**94-2805249**  
(IRS Employer  
Identification No.)

**4150 Network Circle**

**Santa Clara, California**

**95054-1778**

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(Address of Principal Executive Offices)

(650) 960-1300

(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 8, 2008, Sun Microsystems, Inc. (the Company ) entered into a letter agreement with Southeastern Asset Management, Inc. ( Southeastern ), which is attached hereto as Exhibit 10.1 (the Southeastern Letter Agreement ). The agreement provides that the Company agrees to appoint two persons nominated by Southeastern to the Company s Board of Directors as soon as reasonably practicable.

The foregoing description is qualified in its entirety by the complete Southeastern Letter Agreement, which is incorporated herein by reference.

A copy of the press release issued by the Company and Southeastern in connection with the Southeastern Letter Agreement is attached as Exhibit 99.1 hereto.

Southeastern is currently the Company s largest stockholder and beneficially owns in excess of 20% of the Company s outstanding stock.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed herewith:

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Letter Agreement, dated December 8, 2008, by and between Sun Microsystems, Inc. and Southeastern Asset Management, Inc.   |
| 99.1                  | Text of press release issued by Sun Microsystems, Inc., dated December 8, 2008, titled Sun Microsystems and Southeastern Asset Management Agree to Appoint New Independent Members to Sun s Board of Directors. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 8, 2008

**SUN MICROSYSTEMS, INC.**

By: /s/ Craig Norris  
Craig Norris  
Vice President, Corporate Law, and Assistant  
Secretary

**EXHIBIT INDEX**

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