

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SAP AG</p> <p>(Last) (First) (Middle)</p> <p>DIETMAR-HOPP-ALLEE 16</p> <p>(Street)</p> <p>D69190 WALLDORF,Â 2MÂ</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/26/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SYBASE INC [SY]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <u>X</u> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person</p>
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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 <u>(1)</u> <u>(2)</u>	80,929,717 <u>(3)</u>	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 Exercisable Expiration Date	Title Amount or 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.
- (2) 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.