

OPNET TECHNOLOGIES INC

Form 425

November 02, 2012

test

Q&A

What was announced today?

What is the timing?

As an OPNET partner, what does this mean for me?

Why is Riverbed doing this?

Why is OPNET doing this?

Edgar Filing: OPNET TECHNOLOGIES INC - Form 425

Filed under Rule 425 under the Securities Act of 1933  
and deemed filed under Rule 14a-12 of the  
Securities Exchange Act of 1934

Filed by: OPNET Technologies, Inc.

Subject Company: OPNET Technologies, Inc.

SEC File No.: 000-30931

OPNET

Confidential

Not  
for  
release  
to  
third  
parties

©

2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Technolo

1

test  
OPNET  
Confidential

Not  
for  
release  
to

third  
parties

©

2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Technolo

2

Q&A

Will OPNET and Riverbed channel programs be merged?

What will happen to the terms of our agreements with OPNET  
(SYNERGY, NDAs, price quotations, SOWs, etc.)?

Should I hold off on OPNET activity while waiting for the new terms of  
Riverbed's channel programs? I heard they require commitments that  
we are not ready for.

Will my key contacts at OPNET change? (Sales, BD, technical, )

test  
OPNET  
Confidential

Not  
for  
release  
to

third  
parties

©

2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Technolo

3

Q&A

Will I still be able to register opportunities with OPNET after the planned acquisition completion date? Or will I first need to join one of Riverbed's channel programs?

Will I have a chance to sell other Riverbed products given my partnership with OPNET?

What if I don't want to sell other Riverbed products besides the OPNET products? Will I be cut as an OPNET partner?

If Riverbed has partners that operate in my market segment, is my relationship with the combined company at risk?

test  
OPNET  
Confidential

Not  
for  
release  
to

third  
parties

©

2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Technolo

4

Q&A

We use OPNET products to help clients plan datacenter changes, including WAN optimization. Will I be required to promote only Steelhead going forward?

What will happen to OPNET and Riverbed product roadmaps?

What will happen to existing customers of each company?

What immediate actions are recommend current OPNET partners, services partners, and tech alliance partners?



test  
OPNET  
Confidential

Not  
for  
release  
to

third  
parties

©

2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Technolo

5

Important Notice

Additional Information and Where to Find It

The exchange offer for the outstanding common stock of OPNET Technologies, Inc. ( OPNET ) referred to in this communio  
commenced. This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of OPNET. OPNET  
are urged to read the relevant exchange offer documents when they become available because they will contain important info  
stockholders should consider before making any decision regarding tendering their shares. At the time the offer is commenced  
Technology, Inc. ( Riverbed ) will file exchange offer materials with the U.S. Securities and Exchange Commission and OPN  
Solicitation/Recommendation Statement with respect to the offer. The exchange offer materials (including a Prospectus and ce  
offer documents) and the Solicitation/Recommendation Statement will contain important information, which should be read ca  
any decision is made with respect to the exchange offer. The Prospectus and certain other offer documents, as well as the  
Solicitation/Recommendation Statement, will be made available to all shareholders of OPNET at no expense to them. The exc  
materials and the Solicitation/Recommendation Statement will be made available for free at the Securities and Exchange Com  
Interests of Certain Persons in the Offer and the Merger

Riverbed will be, and certain other persons may be, soliciting OPNET stockholders to tender their shares into the exchange off  
directors and executive officers of Riverbed and the directors and executive officers of OPNET may be deemed to be participat  
Riverbed s solicitation of OPNET s stockholders to tender their shares into the exchange offer.

Investors and shareholders may obtain more detailed information regarding the names, affiliations and interests of the directors  
of Riverbed and OPNET in the exchange offer by reading the Prospectus and certain other offer documents, as well as the  
Solicitation/Recommendation Statement, when they become available.

site

at

[www.sec.gov](http://www.sec.gov).

Free

copies

of

the

Offer

to

Purchase,

the

related

Letter

of

Transmittal

and

certain

other

offering

documents

will

be

made  
available  
by  
Riverbed  
by  
mail  
to  
Riverbed  
Technologies,  
Inc.,  
199  
Fremont  
Street,  
San  
Francisco,  
CA  
94105,  
attention:  
Investor  
Relations,  
and  
free  
copies  
of  
the  
Solicitation/Recommendation  
Statement  
will  
be  
made  
available  
by  
OPNET  
by  
mail  
to  
OPNET  
Technologies,  
Inc.,  
7255  
Woodmont  
Avenue,  
Bethesda,  
Maryland  
20814-7900,  
attention:  
Investor  
Relations.