

WEBEX COMMUNICATIONS INC

Filed by
CISCO SYSTEMS, INC.

FORM SC TO-T/A

(Amended tender offer statement by Third Party)

Filed 05/29/07

Address	3979 FREEDOM CIRCLE 11TH FLOOR SANTA CLARA, CA 95054
Telephone	408-566-5663
CIK	0001109935
SIC Code	3576 - Computer Communications Equipment
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

WEBEX COMMUNICATIONS INC

FORM SC TO-T/A
(Amended tender offer statement by Third Party)

Filed 5/29/2007

Address	3979 FREEDOM CIRCLE 11TH FLOOR SANTA CLARA, California 95054
Telephone	408-566-5663
CIK	0001109935
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

Powered By **EDGAR**Online

<http://www.edgar-online.com/>

© Copyright 2006. All Rights Reserved.

Distribution and use of this document restricted under EDGAR Online's Terms of Use.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 6)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

WEBEX COMMUNICATIONS, INC.
(Name of Subject Company (Issuer))

CISCO SYSTEMS, INC. (Parent of Offeror)
WONDER ACQUISITION CORP. (Offeror)
(Name of Filing Persons)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

94767L 10 9
(CUSIP Number of Class of Securities)

Dennis D. Powell
Senior Vice President and Chief Financial Officer
Cisco Systems, Inc.
170 West Tasman Drive
San Jose, California 95134
(408) 526-4000

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

Copies to:

Mark Chandler, Esq.
Senior Vice President, Legal Services,
General Counsel and Secretary
Cisco Systems, Inc.
170 West Tasman Drive
San Jose, California 95134
(408) 526-4000

Daniel J. Winnike, Esq.
Douglas N. Cogen, Esq.
Fenwick & West LLP
Silicon Valley Center
801 California Street
Mountain View, California 94041
(650) 988-8500

CALCULATION OF REGISTRATION FEE

Transaction Valuation (1)
\$2,851,485,777.00

Amount of Filing Fee (2)
\$87,540.62

- (1) Estimated for purposes of calculating the filing fee only. This amount is based upon an estimate of the maximum number of shares to be purchased pursuant to the tender offer at the tender offer price of \$57.00 per Share.
- (2) The amount of the filing fee calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of value.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$87,540.62 Filing Party: Cisco Systems, Inc. and Wonder Acquisition Corp.
Form or Registration No.: SC TO-T Date Filed: March 27, 2007

- Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 6 to the Tender Offer Statement on Schedule TO (this "Amendment"), filed with the Securities and Exchange Commission (the "SEC") on May 29, 2007, amends and supplements the Tender Offer Statement on Schedule TO filed with the SEC on March 27, 2007, as amended (the "Tender Offer Statement"), and relates to the offer by Wonder Acquisition Corp., a Delaware corporation (the "Purchaser") and wholly-owned subsidiary of Cisco Systems, Inc., a California corporation ("Cisco"), to purchase all outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of WebEx Communications, Inc., a Delaware corporation ("WebEx"), at a purchase price of \$57.00 per Share, net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 27, 2007 (which, together with any amendments and supplements thereto, collectively constitute the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Letter of Transmittal," and the Letter of Transmittal and the Offer to Purchase, together constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

The Offer is made pursuant to the Agreement and Plan of Merger, dated as of March 15, 2007 (the "Merger Agreement"), among Cisco, the Purchaser and WebEx.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Tender Offer Statement, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Items 8 and 11. Interest in Securities of the Subject Company and Additional Information.

Items 8 and 11 of the Tender Offer Statement are hereby amended and supplemented by adding the following to the end thereof:

"As a result of the Offer, after giving effect to the settlement of Shares tendered by Notice of Guaranteed Delivery, an aggregate of 46,339,278 Shares, or approximately 90.1% of the outstanding Shares, were validly tendered into, and not withdrawn from, the Offer. The Purchaser has purchased all validly tendered shares.

On May 25, 2007, the Merger of the Purchaser with and into WebEx was consummated. WebEx is the surviving corporation in the Merger and is now a wholly-owned subsidiary of Cisco. In connection with the Merger, each outstanding Share not tendered in the Offer (other than Shares held by the Purchaser or held by WebEx stockholders who properly exercise their appraisal rights under applicable Delaware law) was converted into the right to receive \$57.00 per Share, net to the seller in cash without interest, less any required withholding taxes."

Item 12. Exhibits.

Item 12 of the Tender Offer Statement is hereby amended and supplemented by adding the following exhibit:

"(a)(5)(viii) Press Release issued by Cisco on May 29, 2007."

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

W O N D E R A C Q U I S I T I O N C O R P .

By: /s/ Mark Chandler

Name: Mark Chandler

Title: Vice President and Secretary

C I S C O S Y S T E M S , I N C .

By: /s/ Mark Chandler

Name: Mark Chandler

Title: Senior Vice President, Legal Services,
General Counsel and Secretary

Dated: May 29, 2007

**Press Release****Press Contact:**

John Noh
408 853-8445
jnoh@cisco.com

Investor Relations Contact:

Laura Graves
408 526-6521
lagraves@cisco.com

Cisco Completes Acquisition of WebEx

SAN JOSE, Calif. – May 29, 2007 – Cisco Systems, Inc. (NASDAQ: CSCO) today announced the completion of its acquisition of WebEx Communications, Inc. (NASDAQ: WEBX). WebEx is a market leader in on-demand collaboration applications, and its network-based solution for delivering business-to-business collaboration extends Cisco's vision for Unified Communications, particularly within the small to medium business (SMB) segment.

As a result of its tender offer for WebEx, Cisco purchased 46,339,278 shares of WebEx common stock, or approximately 90.1% of shares outstanding.

On May 25, 2007, Cisco closed the second-step merger of WebEx, which is now a wholly-owned subsidiary of Cisco. As a result of the merger, all remaining outstanding WebEx shares not tendered were converted into the right to receive \$57.00 per share, net to the seller in cash without interest, less any required withholding taxes.

WebEx's service portfolio includes technologies and services that allow companies to engage in real-time and asynchronous data conferences over the Internet as well as share web-based documents and workspaces that help improve productivity, performance and efficiency of workers in any size organization. WebEx's subscription-based services strategy has been key to its success, and Cisco plans to preserve this business model going forward.

About Cisco Systems

Cisco, (NASDAQ: CSCO), is the worldwide leader in networking that transforms how people connect, communicate and collaborate. Information about Cisco can be found at <http://www.cisco.com>. For ongoing news, please go to <http://newsroom.cisco.com>.

###

Cisco, Cisco Systems, and the Cisco Systems logo are registered trademarks or trademarks of Cisco Systems, Inc. and/or its affiliates in the United States and certain other countries. All other trademarks mentioned in this document are the property of their respective owners. The use of the word partner does not imply a partnership relationship between Cisco and any other company. This document is Cisco Public Information.

Forward-Looking Statements

This press release contains projections and other forward-looking statements, such as statements about WebEx's business model. Statements regarding future events are based on Cisco's current expectations and are necessarily subject to associated risks related to, among other things, the ability of Cisco to successfully integrate WebEx and to achieve expected benefits and the retention of employees of WebEx. Actual results may differ materially from those in the projections or other forward-looking statements. For information regarding other related risks, please see the "Risk Factors" section of Cisco's filings with the SEC, including its most recent filings on Form 10-K and Form 10-Q.