

ORACLE SYSTEMS

FORM DEFS14A

(Proxy Statement - Special Meeting (definitive))

Filed 11/30/94 for the Period Ending 01/06/95

Address	500 ORACLE PKWY REDWOOD CITY, CA 94065
Telephone	6505067000
CIK	0000777676
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	05/31

ORACLE CORP /DE/

FORM DEFS14A

(Proxy Statement - Special Meeting (definitive))

Filed 11/30/1994 For Period Ending 1/6/1995

Address	500 ORACLE PKWY REDWOOD CITY, California 94065
Telephone	650-506-7000
CIK	0000777676
Industry	Software & Programming
Sector	Technology
Fiscal Year	05/31

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the registrant /X/
Filed by a party other than the registrant //
Check the appropriate box:
// Preliminary proxy statement
/X/ Definitive proxy statement
// Definitive additional materials
// Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

Oracle Systems Corporation

(Name of Registrant as Specified in Its Charter)

Oracle Systems Corporation

(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (Check the appropriate box):
/X/ \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).
// \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3).
// Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and
0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:1

(4) Proposed maximum aggregate value of transaction:

/X/ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

\$125

(2) Form, schedule or registration statement no.:

Schedule 14A

(3) Filing party:
Oracle Systems Corporation

(4) Date filed:
November 17, 1994

1Set forth the amount on which the filing fee is calculated and state how it was determined.

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500 Oracle Parkway
Redwood City, California 94065

December 1, 1994
To our Stockholders:

You are cordially invited to attend a Special Meeting of Stockholders of Oracle Systems Corporation (the "Company"). The Special Meeting will be held on Friday, January 6, 1995, at 1:30 p.m., at the World Headquarters of the Company, located at 500 Oracle Parkway, Redwood City, California.

The action expected to be taken at the Special Meeting is described in detail in the attached Proxy Statement and Notice of Special Meeting of Stockholders.

Please use this opportunity to take part in the affairs of the Company by voting on the business to come before this meeting. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. Returning the proxy does NOT deprive you of your right to attend the meeting and to vote your shares in person for the matters acted upon at the meeting.

We look forward to seeing you at the Special Meeting.

Sincerely,

LAWRENCE J. ELLISON
President and Chief
Executive Officer

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500 Oracle Parkway
Redwood City, California 94065

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To our Stockholders:

A Special Meeting of Stockholders of the Company will be held on Friday, January 6, 1995, at 1:30 p.m., at the World Headquarters of the Company, located at 500 Oracle Parkway, Redwood City, California, for the following purposes:

1. To approve an amendment to the Company's Certificate of Incorporation increasing the number of authorized shares of the Company's Common Stock from 400,000,000 to 800,000,000 shares.
2. To transact any other business that may properly come before the meeting.

Stockholders of record at the close of business on November 18, 1994 will be entitled to notice of and to vote at the Special Meeting and at any continuation or adjournment thereof.

By Order of the Board of Directors

RAYMOND L. OCAMPO, JR.
Senior Vice President,
General Counsel & Secretary

Redwood City, California
December 1, 1994

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

PROXY STATEMENT

December 1, 1994

The accompanying proxy is solicited on behalf of the Board of Directors (the "Board") of Oracle Systems Corporation, a Delaware corporation (the "Company"), for use at a Special Meeting of Stockholders of the Company (the "Special Meeting"). The Special Meeting will be held on Friday, January 6, 1995, at 1:30 p.m., at the World Headquarters of the Company, located at 500 Oracle Parkway, Redwood City, California. All holders of record of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), on November 18, 1994, the record date, will be entitled to vote at the Special Meeting. At the close of business on the record date, the Company had 286,386,424 shares of Common Stock outstanding and entitled to vote. A majority, or 143,193,213, of these shares of Common Stock will constitute a quorum for the transaction of business at the Special Meeting. This Proxy Statement and the accompanying proxy were first mailed to stockholders on or about December 1, 1994.

VOTING RIGHTS AND SOLICITATION OF PROXIES

Stockholders are entitled to one vote for each share of Common Stock held.

Any person signing a proxy in the form accompanying this Proxy Statement has the power to revoke it either before the meeting at which the matter voted by proxy is acted upon or at the meeting before the vote on the matter. A proxy may be revoked by a later proxy that is signed by the person who signed the earlier proxy and presented at the meeting or by attendance at the meeting and voting in person.

The expense of printing and mailing proxy material will be borne by the Company. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers, and other employees of the Company by personal interview, telephone, or facsimile. No additional compensation will be paid for such solicitation. The Company also has retained Harris Trust and Savings Bank to assist in the solicitation of proxies. Harris Trust and Savings Bank will receive a fee for such services of approximately \$2,750 plus out-of-pocket expenses, which will be paid by the Company. The Company will request brokers and nominees who hold shares of Common Stock in their names to furnish proxy materials to beneficial owners of the shares and will reimburse such brokers and nominees for their reasonable expenses incurred in forwarding solicitation materials to such beneficial owners.

PROPOSAL NO. 1 -- AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION

On November 15, 1994, the Board of Directors authorized an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock, par value \$.01 per share ("Common Stock") from 400,000,000 to 800,000,000. The stockholders are being asked to approve this proposed amendment. As of November 18, 1994, 286,386,424 shares of Common Stock were issued and outstanding and 28,533,024 shares were reserved for issuance under the Company's stock plans and employee stock purchase plan.

The Board believes that the proposed increase is desirable so that, as the need may arise, the Company will have more flexibility to issue shares of Common Stock without the expense and delay of a special meeting of stockholders, in connection with possible future stock dividends or stock splits, equity financings, future opportunities for expanding the Company's business through investments or acquisitions, management incentive and employee benefit plans and for other general corporate purposes. The Company currently has no plans to use the additional authorized shares for any such purposes.

Authorized but unissued shares of the Company's Common Stock may be issued at such times, for such purposes and for such consideration as the Board of Directors may determine to be appropriate without further

authority from the Company's stockholders, except as otherwise required by applicable law or stock exchange policies.

The increase in authorized Common Stock will not have any immediate effect on the rights of existing stockholders. To the extent that the additional authorized shares are issued in the future, they may decrease the existing stockholders' percentage equity ownership and, depending upon the price at which they are issued, could be dilutive to existing stockholders. The holders of Common Stock have no preemptive rights. The increase in the authorized number of shares of Common Stock and the subsequent issuance of such shares could have the effect of delaying or preventing a change in control of the Company without further action by the stockholders. Shares of authorized and unissued Common Stock could (within the limits imposed by applicable law) be issued in one or more transactions which could make a change in control of the Company more difficult, and therefore less likely. Any such issuance of additional stock could have the effect of diluting the earnings per share and book value per share of outstanding shares of Common Stock, and such additional shares could be used to dilute the stock ownership or voting rights of a person seeking to obtain control of the Company. The Company has previously adopted certain measures that may have the effect of helping to resist an unsolicited takeover attempt.

REQUIRED VOTE

The approval of the amendment to the Company's Certificate of Incorporation requires the affirmative vote of a majority of the outstanding shares of the Company's Common Stock. Abstentions and broker non-votes are not affirmative votes and, therefore, will have the same effect as a vote against the proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL OF THE AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of November 14, 1994, with respect to the beneficial ownership of the Company's Common Stock by: (i) each stockholder known by the Company to be the beneficial owner of more than 5% of the Company's Common Stock; (ii) each director; (iii) each of the five most highly compensated executive officers; and (iv) all current executive officers and directors as a group.

NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)	PERCENT OF CLASS
Lawrence J. Ellison(2) 500 Oracle Parkway, Redwood City, CA 94065.....	67,302,794	23.50
Fidelity Management and Research Co..... 82 Devonshire Street, Boston, MA 02109	28,684,258	10.02
Twentieth Century Companies, Inc..... 4500 Main Street, Kansas City, MO 64141	15,379,900	5.37
Raymond J. Lane(3).....	328,667	*
Jeffrey O. Henley(4).....	250,000	*
James A. Abrahamson(5).....	169,000	*
Raymond L. Ocampo, Jr.(6).....	81,943	*
Donald L. Lucas(7).....	32,500	*
Joseph B. Costello(8).....	2,500	*
Delbert W. Yocam(9).....	2,500	*
Michael J. Boskin.....	0	*
All current executive officers and directors as a group (11 persons)(10).....	68,683,594	23.98

*Less than 1%

(1) Unless otherwise indicated below, each person listed had sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

(2) Includes 1,570,000 shares subject to options currently exercisable or exercisable within 60 days.

(3) Includes 325,000 shares subject to options currently exercisable or exercisable within 60 days.

(4) Includes 250,000 shares subject to options currently exercisable or exercisable within 60 days.

(5) Includes 169,000 shares subject to options currently exercisable or exercisable within 60 days.

(6) Includes 42,500 shares subject to options currently exercisable or exercisable within 60 days.

(7) Includes 5,000 shares owned of record by Mr. Lucas' Keogh Profit Sharing Trust and 10,000 shares owned of record by Mr. Lucas or his successor trustee under a trust agreement for the benefit of Mr. Lucas and his wife. Includes 17,500 shares subject to an option exercisable within 60 days.

(8) Includes 2,500 shares subject to options currently exercisable or exercisable within 60 days.

(9) Includes 2,500 shares subject to options currently exercisable or exercisable within 60 days.

(10) Includes all shares described in notes (2)-(9) above.

STOCKHOLDER PROPOSALS

Stockholder proposals for inclusion in the Company's Proxy Statement and form of proxy relating to the Company's 1995 Annual Meeting of Stockholders must be received by May 15, 1995. Stockholder proposals should be addressed to Raymond L. Ocampo, Jr., Senior Vice President, General Counsel & Secretary, Oracle Systems Corporation, Box 659507, Redwood City, California 94065.

OTHER BUSINESS

The Board of Directors does not presently intend to bring any other business before the meeting, and, so far as is known to the Board of Directors, no matters are to be brought before the meeting except as specified in the notice of the meeting. As to any business that may properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

By Order of the Board of Directors,

RAYMOND L. OCAMPO, JR.
Senior Vice President,
General Counsel & Secretary

ALL STOCKHOLDERS ARE URGED TO COMPLETE, SIGN, DATE AND RETURN THE ACCOMPANYING PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE. THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

ORACLE SYSTEMS CORPORATION

PROXY FOR SPECIAL MEETING OF STOCKHOLDERS

JANUARY 6, 1995

The undersigned hereby appoints LAWRENCE J. ELLISON, JAMES A. ABRAHAMSON, RAYMOND L. OCAMPO, JR. and BRUCE M. LANGE, or any of them, each with power of substitution, as proxies to represent the undersigned at a Special Meeting of Stockholders of ORACLE SYSTEMS CORPORATION, to be held on Friday, January 6, 1995, at 1:30 p.m., at the World Headquarters of Oracle Systems Corporation, 500 Oracle Parkway, Redwood City, California, and any adjournment thereof, and to vote the number of shares the undersigned would be entitled to vote if personally present on the following matters:

1. PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION INCREASING THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 400,000,000 TO 800,000,000.

// FOR // AGAINST // ABSTAIN

2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Special Meeting or any adjournment thereof.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. THIS PROXY WILL BE VOTED AS DIRECTED. IN THE ABSENCE OF DIRECTION, THIS PROXY WILL BE VOTED FOR THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION INCREASING THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 400,000,000 TO 800,000,000.

(Continued and to be signed on reverse side)

(Continued from other side)

PROXY INSTRUCTIONS

1. Please sign exactly as the name or names appear on stock certificate (as indicated hereon).
2. If the shares are issued in the names of two or more persons, all such persons should sign the proxy.
3. A proxy executed by a corporation should be signed in its name by its authorized officers.
4. Executors, administrators, trustees, and partners should indicate their positions when signing.

Dated: , 1994

Signatures

**STOCKHOLDERS ARE URGED TO DATE, MARK, SIGN, AND RETURN THIS PROXY IN THE
ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED WITHIN THE UNITED STATES.**

End of Filing

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