

ORACLE CORP

FORM 10-Q (Quarterly Report)

Filed 12/21/12 for the Period Ending 11/30/12

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Telephone	6505067000
CIK	0001341439
Symbol	ORCL
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology
Fiscal Year	05/31

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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended November 30, 2012

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 000-51788

Oracle Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

54-2185193
(I.R.S. Employer
Identification No.)

**500 Oracle Parkway
Redwood City, California**
(Address of principal executive offices)

94065
(Zip Code)

(650) 506-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of registrant's common stock outstanding as of December 14, 2012 was: 4,734,297,000.

Table of Contents

ORACLE CORPORATION FORM 10-Q QUARTERLY REPORT

TABLE OF CONTENTS

	<u>Page</u>
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements (Unaudited)	
Condensed Consolidated Balance Sheets as of November 30, 2012 and May 31, 2012	3
Condensed Consolidated Statements of Operations for the Three and Six Months Ended November 30, 2012 and 2011	4
Condensed Consolidated Statements of Comprehensive Income for the Three and Six Months Ended November 30, 2012 and 2011	5
Condensed Consolidated Statements of Cash Flows for the Six Months Ended November 30, 2012 and 2011	6
Notes to Condensed Consolidated Financial Statements	7
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	26
Item 3. Quantitative and Qualitative Disclosures About Market Risk	50
Item 4. Controls and Procedures	50
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	51
Item 1A. Risk Factors	51
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	51
Item 6. Exhibits	52
Signatures	53

Cautionary Note on Forward-Looking Statements

For purposes of this Quarterly Report, the terms “Oracle,” “we,” “us” and “our” refer to Oracle Corporation and its consolidated subsidiaries. This Quarterly Report on Form 10-Q contains statements that are not historical in nature, are predictive in nature, or that depend upon or refer to future events or conditions or otherwise contain forward-looking statements within the meaning of Section 21 of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These include, among other things, statements regarding:

- our expectation to continue to acquire companies, products, services and technologies;
- our expectation that our software business’ total revenues generally will continue to increase;
- our belief that software license updates and product support revenues and margins will grow;
- our expectation that our hardware business will have lower operating margins as a percentage of revenues than our software business;
- our international operations providing a significant portion of our total revenues and expenses;
- our expectation to continue to make significant investments in research and development and related product opportunities, including those related to hardware products and services;
- our expectation to grow our consulting revenues;
- the sufficiency of our sources of funding for acquisitions or other matters;
- the payment of future dividends and our Board of Directors’ next opportunity to consider and approve a dividend;
- our belief that we have adequately provided for any reasonably foreseeable outcomes related to our tax audits and that any settlement will not have a material adverse effect on our consolidated financial position or results of operations;
- our belief that certain legal proceedings and claims to which we are a party will not, individually or in the aggregate, result in losses that are materially in excess of amounts already recognized, if any;
- our expectation to incur the majority of the remaining expenses pursuant to the Fiscal 2013 Oracle Restructuring Plan through fiscal 2014;
- our expectation that to the extent customers renew support contracts or cloud software subscriptions contracts, we will recognize revenues for the full contracts’ values over the respective renewal periods;
- our experience and ability to predict future quarterly hardware systems products revenues;
- the timing of customer orders and delays in our ability to manufacture or deliver a few large transactions substantially affecting the amount of hardware systems products revenues, expenses and operating margins that we will report;

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. Forward-looking statements may be preceded by, followed by or include the words “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “will,” “is designed to” and similar expressions. We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about our business that could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in “Risk Factors” included in documents we file from time to time with the Securities and Exchange Commission (the SEC), including our Annual Report on Form 10-K for our fiscal year ended May 31, 2012 and our other Quarterly Reports on Form 10-Q to be filed by us in our fiscal year 2013, which runs from June 1, 2012 to May 31, 2013.

Table of Contents

We have no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or risks, except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements. New information, future events or risks could cause the forward-looking events we discuss in this Quarterly Report not to occur. You should not place undue reliance on these forward-looking statements, which reflect our expectations only as of the date of this Quarterly Report.

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

ORACLE CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS As of November 30, 2012 and May 31, 2012 (Unaudited)

(in millions, except per share data)	November 30, 2012	May 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 15,912	\$ 14,955
Marketable securities	17,783	15,721
Trade receivables, net of allowances for doubtful accounts of \$303 and \$323 as of November 30, 2012 and May 31, 2012, respectively	4,401	6,377
Inventories	164	158
Deferred tax assets	893	877
Prepaid expenses and other current assets	1,976	1,935
Total current assets	<u>41,129</u>	<u>40,023</u>
Non-current assets:		
Property, plant and equipment, net	3,093	3,021
Intangible assets, net	6,873	7,899
Goodwill	25,458	25,119
Deferred tax assets	782	595
Other assets	2,322	1,670
Total non-current assets	<u>38,528</u>	<u>38,304</u>
Total assets	<u>\$ 79,657</u>	<u>\$ 78,327</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Notes payable, current and other current borrowings	\$ 1,250	\$ 2,950
Accounts payable	372	438
Accrued compensation and related benefits	1,546	2,002
Deferred revenues	6,504	7,035
Other current liabilities	2,675	2,963
Total current liabilities	<u>12,347</u>	<u>15,388</u>
Non-current liabilities:		
Notes payable and other non-current borrowings	18,507	13,524
Income taxes payable	3,906	3,759
Other non-current liabilities	1,487	1,569
Total non-current liabilities	<u>23,900</u>	<u>18,852</u>
Commitments and contingencies		
Oracle Corporation stockholders' equity:		
Preferred stock, \$0.01 par value—authorized: 1.0 shares; outstanding: none	—	—
Common stock, \$0.01 par value and additional paid in capital—authorized: 11,000 shares; outstanding: 4,748 shares as of November 30, 2012 and 4,905 as of May 31, 2012	18,015	17,489
Retained earnings	24,746	26,087
Accumulated other comprehensive income	222	112
Total Oracle Corporation stockholders' equity	<u>42,983</u>	<u>43,688</u>
Noncontrolling interests	427	399
Total equity	<u>43,410</u>	<u>44,087</u>
Total liabilities and equity	<u>\$ 79,657</u>	<u>\$ 78,327</u>

See notes to condensed consolidated financial statements.

ORACLE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three and Six Months Ended November 30, 2012 and 2011
(Unaudited)

(in millions, except per share data)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Revenues:				
New software licenses and cloud software subscriptions	\$ 2,389	\$ 2,048	\$ 3,963	\$ 3,546
Software license updates and product support	4,260	3,986	8,400	8,008
Software revenues	6,649	6,034	12,363	11,554
Hardware systems products	734	953	1,513	1,981
Hardware systems support	587	625	1,161	1,271
Hardware systems revenues	1,321	1,578	2,674	3,252
Services revenues	1,124	1,180	2,238	2,360
Total revenues	9,094	8,792	17,275	17,166
Operating expenses:				
Sales and marketing ⁽¹⁾	1,773	1,697	3,319	3,327
Software license updates and product support ⁽¹⁾	270	298	553	594
Hardware systems products ⁽¹⁾	367	471	751	943
Hardware systems support ⁽¹⁾	227	258	451	541
Services ⁽¹⁾	930	929	1,814	1,865
Research and development	1,199	1,102	2,400	2,152
General and administrative	263	277	538	587
Amortization of intangible assets	584	592	1,203	1,184
Acquisition related and other	(121)	5	(380)	25
Restructuring	131	52	276	154
Total operating expenses	5,623	5,681	10,925	11,372
Operating income	3,471	3,111	6,350	5,794
Interest expense	(195)	(192)	(382)	(384)
Non-operating income, net	4	41	14	21
Income before provision for income taxes	3,280	2,960	5,982	5,431
Provision for income taxes	699	768	1,367	1,399
Net income	<u>\$ 2,581</u>	<u>\$ 2,192</u>	<u>\$ 4,615</u>	<u>\$ 4,032</u>
Earnings per share:				
Basic	<u>\$ 0.54</u>	<u>\$ 0.43</u>	<u>\$ 0.96</u>	<u>\$ 0.80</u>
Diluted	<u>\$ 0.53</u>	<u>\$ 0.43</u>	<u>\$ 0.94</u>	<u>\$ 0.78</u>
Weighted average common shares outstanding:				
Basic	<u>4,792</u>	<u>5,041</u>	<u>4,829</u>	<u>5,052</u>
Diluted	<u>4,868</u>	<u>5,123</u>	<u>4,904</u>	<u>5,137</u>
Dividends declared per common share	<u>\$ 0.06</u>	<u>\$ 0.06</u>	<u>\$ 0.12</u>	<u>\$ 0.12</u>

⁽¹⁾ Exclusive of amortization of intangible assets, which is shown separately.

See notes to condensed consolidated financial statements.

ORACLE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Three and Six Months Ended November 30, 2012 and 2011
(Unaudited)

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Net income	\$ 2,581	\$ 2,192	\$ 4,615	\$ 4,032
Other comprehensive income, net of tax:				
Net foreign currency translation gains (losses)	10	(307)	77	(255)
Net unrealized (losses) gains on defined benefit plans	(1)	(5)	4	(4)
Net unrealized (losses) gains on marketable securities	(98)	12	29	9
Total other comprehensive (loss) income, net	(89)	(300)	110	(250)
Comprehensive income	<u>\$ 2,492</u>	<u>\$ 1,892</u>	<u>\$ 4,725</u>	<u>\$ 3,782</u>

See notes to condensed consolidated financial statements.

Table of Contents

ORACLE CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS For the Six Months Ended November 30, 2012 and 2011 (Unaudited)

(in millions)	Six Months Ended November 30,	
	2012	2011
Cash Flows From Operating Activities:		
Net income	\$ 4,615	\$ 4,032
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	261	226
Amortization of intangible assets	1,203	1,184
Deferred income taxes	(40)	(137)
Stock-based compensation	386	298
Tax benefits on the exercise of stock options and vesting of restricted stock-based awards	179	94
Excess tax benefits on the exercise of stock options and vesting of restricted stock-based awards	(95)	(53)
Other, net	80	53
Changes in operating assets and liabilities, net of effects from acquisitions:		
Decrease in trade receivables, net	2,038	2,128
Decrease in inventories	—	93
(Increase) decrease in prepaid expenses and other assets	(213)	424
Decrease in accounts payable and other liabilities	(790)	(1,306)
(Decrease) increase in income taxes payable	(559)	184
Decrease in deferred revenues	(599)	(544)
Net cash provided by operating activities	<u>6,466</u>	<u>6,676</u>
Cash Flows From Investing Activities:		
Purchases of marketable securities and other investments	(17,314)	(21,422)
Proceeds from maturities and sales of marketable securities and other investments	15,263	16,335
Acquisitions, net of cash acquired	(660)	(571)
Capital expenditures	(351)	(289)
Net cash used for investing activities	<u>(3,062)</u>	<u>(5,947)</u>
Cash Flows From Financing Activities:		
Payments for repurchases of common stock	(6,072)	(1,798)
Proceeds from issuances of common stock	752	434
Payments of dividends to stockholders	(583)	(607)
Proceeds from borrowings, net of issuance costs	4,974	—
Repayments of borrowings	(1,700)	(1,150)
Excess tax benefits on the exercise of stock options and vesting of restricted stock-based awards	95	53
Distributions to noncontrolling interests	(31)	(163)
Net cash used for financing activities	<u>(2,565)</u>	<u>(3,231)</u>
Effect of exchange rate changes on cash and cash equivalents	118	(375)
Net increase (decrease) in cash and cash equivalents	957	(2,877)
Cash and cash equivalents at beginning of period	14,955	16,163
Cash and cash equivalents at end of period	<u>\$ 15,912</u>	<u>\$ 13,286</u>
Non-cash investing and financing transactions:		
Fair value of stock options assumed in connection with acquisitions	\$ 1	\$ 1
Fair value of contingent consideration payable in connection with acquisition	\$ —	\$ 346
Increase in unsettled repurchases of common stock	\$ 14	\$ 25

See notes to condensed consolidated financial statements.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2012
(Unaudited)

1. BASIS OF PRESENTATION AND RECENT ACCOUNTING PRONOUNCEMENTS

Basis of Presentation

We have prepared the condensed consolidated financial statements included herein pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, we believe that the disclosures herein are adequate to ensure the information presented is not misleading. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2012.

We believe that all necessary adjustments, which consisted only of normal recurring items, have been included in the accompanying financial statements to present fairly the results of the interim periods. The results of operations for the interim periods presented are not necessarily indicative of the operating results to be expected for any subsequent interim period or for our fiscal year ending May 31, 2013.

Pursuant to our adoption of Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220)—Presentation of Comprehensive Income* and Accounting Standards Update No. 2011-12, *Comprehensive Income (Topic 220)—Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, we elected to present separate consolidated statements of comprehensive income. There have been no other significant changes in our reported financial position or results of operations and cash flows as a result of the adoption of new accounting pronouncements or to our significant accounting policies that were disclosed in our Annual Report on Form 10-K for the fiscal year ended May 31, 2012 that have had a significant impact on our consolidated financial statements or notes thereto.

Certain prior year balances have been reclassified to conform to the current year's presentation. Such reclassifications did not affect total revenues, operating income or net income.

New Software Licenses and Cloud Software Subscriptions Revenues

New software licenses revenues represent fees earned from granting customers licenses to use our database and middleware and our application software products. Cloud software subscriptions revenues represent fees earned from granting customers access to select Oracle software applications and software platforms on a subscription basis through a cloud-based computing environment. Our new software licenses and cloud software subscriptions revenues for the three and six months ended November 30, 2012 and 2011 were as follows:

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
New software licenses	\$ 2,171	\$ 1,959	\$ 3,542	\$ 3,372
Cloud software subscriptions	218	89	421	174
Total new software licenses and cloud software subscriptions revenues	<u>\$ 2,389</u>	<u>\$ 2,048</u>	<u>\$ 3,963</u>	<u>\$ 3,546</u>

Acquisition Related and Other Expenses

Acquisition related and other expenses consist of personnel related costs for transitional and certain other employees, stock-based compensation expenses, integration related professional services, certain business combination adjustments including adjustments after the measurement period has ended and changes in fair value

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

of contingent consideration payable (further discussed in Note 2 below) and certain other operating items, net. Stock-based compensation included in acquisition related and other expenses resulted from unvested options and restricted stock-based awards assumed from acquisitions whereby vesting was accelerated upon termination of the employees pursuant to the original terms of those options and restricted stock-based awards.

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Transitional and other employee related costs	\$ 8	\$ 1	\$ 17	\$ 12
Stock-based compensation	4	2	21	3
Professional fees and other, net	12	(8)	(289)	(8)
Business combination adjustments, net	(145)	10	(129)	18
Total acquisition related and other expenses	<u>\$ (121)</u>	<u>\$ 5</u>	<u>\$ (380)</u>	<u>\$ 25</u>

Included in acquisition related and other expenses for the three and six months ended November 30, 2012 were changes in estimates for contingent consideration payable, which reduced acquisition related and other expenses by \$145 million and \$129 million for the three and six months ended November 30, 2012, respectively. Acquisition related and other expenses during the first half of fiscal 2013 also included a benefit of \$306 million related to certain litigation (see Note 14 for additional information), which reduced our expenses in this period.

Non-Operating Income, net

Non-operating income, net consists primarily of interest income, net foreign currency exchange gains (losses), the noncontrolling interests in the net profits of our majority-owned subsidiaries (Oracle Financial Services Software Limited and Oracle Japan) and net other income (losses) including net realized gains and losses related to all of our investments and net unrealized gains and losses related to the small portion of our investment portfolio that we classify as trading.

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Interest income	\$ 61	\$ 58	\$ 118	\$ 114
Foreign currency losses, net	(37)	(10)	(63)	(40)
Noncontrolling interests in income	(31)	(25)	(64)	(52)
Other income (losses), net	11	18	23	(1)
Total non-operating income, net	<u>\$ 4</u>	<u>\$ 41</u>	<u>\$ 14</u>	<u>\$ 21</u>

Sales of Financing Receivables

We offer certain of our customers the option to acquire our products and services offerings through separate long-term payment contracts. We generally sell these contracts that we have financed on a non-recourse basis to financial institutions within 90 days of the contracts' dates of execution. We record the transfers of amounts due from customers to financial institutions as sales of financing receivables because we are considered to have surrendered control of these financing receivables. Financing receivables sold to financial institutions were \$192 million and \$1.2 billion for the three and six months ended November 30, 2012, respectively, and \$108 million and \$887 million for the three and six months ended November 30, 2011, respectively.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

Recent Accounting Pronouncements

Testing Indefinite-Lived Intangible Assets for Impairment: In July 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2012-02, *Intangibles—Goodwill and Other (Topic 350)—Testing Indefinite-Lived Intangible Assets for Impairment* (ASU 2012-02), to allow entities to use a qualitative approach to test indefinite-lived intangible assets for impairment. ASU 2012-02 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed quantitative impairment test by comparing the fair value of the indefinite-lived intangible asset with its carrying value. Otherwise, the quantitative impairment test is not required. ASU 2012-02 is effective for us in our fiscal 2014 and earlier adoption is permitted. We are currently evaluating the impact of our pending adoption of ASU 2012-02 on our consolidated financial statements.

2. ACQUISITIONS

Fiscal 2013 Acquisitions

During the first half of fiscal 2013, we acquired certain companies and purchased certain technology and development assets to expand our products and services offerings. These acquisitions were not significant individually or in the aggregate. In addition, as of November 30, 2012, we have agreed to acquire certain companies for amounts that are not material to our business and expect to close such acquisitions within the next twelve months.

Fiscal 2012 Acquisitions

Acquisition of Taleo Corporation

On April 5, 2012, we completed our acquisition of Taleo Corporation (Taleo), a provider of cloud-based talent management solutions. We have included the financial results of Taleo in our consolidated financial statements from the date of acquisition. The total preliminary purchase price for Taleo was approximately \$2.0 billion, which consisted of approximately \$2.0 billion in cash and \$10 million for the fair value of stock options and restricted stock-based awards assumed. We have preliminarily recorded \$1.1 billion of identifiable intangible assets and \$267 million of net tangible liabilities related primarily to deferred tax liabilities and customer performance obligations that were assumed as a part of this acquisition based on their estimated fair values, and \$1.2 billion of residual goodwill.

Acquisition of RightNow Technologies, Inc.

On January 25, 2012, we completed our acquisition of RightNow Technologies, Inc. (RightNow), a provider of cloud-based customer service. We have included the financial results of RightNow in our consolidated financial statements from the date of acquisition. The total preliminary purchase price for RightNow was approximately \$1.5 billion, which consisted of approximately \$1.5 billion in cash and \$14 million for the fair value of stock options and restricted stock-based awards assumed. We have preliminarily recorded \$697 million of identifiable intangible assets and \$247 million of net tangible liabilities related primarily to customer performance obligations, convertible debt and deferred tax liabilities that were assumed as a part of this acquisition based on their estimated fair values, and \$1.1 billion of residual goodwill.

Acquisition of Pillar Data Systems, Inc.

On July 18, 2011, we acquired Pillar Data Systems, Inc. (Pillar Data), a provider of enterprise storage systems solutions. Prior to the acquisition, Pillar Data was directly and indirectly majority-owned and controlled by

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

Lawrence J. Ellison, our Chief Executive Officer, director and largest stockholder. Pursuant to the agreement and plan of merger dated as of June 29, 2011 (Merger Agreement), we acquired all of the issued and outstanding equity interests of Pillar Data from the stockholders in exchange for rights to receive contingent cash consideration (Earn-Out), if any, pursuant to an Earn-Out calculation. An affiliate of Mr. Ellison's has a preference right to receive the first approximately \$565 million of the Earn-Out, if any, and rights to 55% of any amount of the Earn-Out that exceeds \$565 million. The Earn-Out calculation methodology as defined by the Merger Agreement was disclosed in Note 2 of Notes to Consolidated Financial Statements as included in our Annual Report on Form 10-K for our fiscal year ended May 31, 2012. We do not expect the Earn-Out will be material to our results of operations or financial position.

We have included the financial results of Pillar Data in our consolidated financial statements from the date of acquisition. These results were not material to our consolidated financial statements. The estimated fair value of the liability for contingent consideration as of the acquisition date, representing the purchase price payable for our acquisition of Pillar Data, was approximately \$346 million and was included in other non-current liabilities in our consolidated balance sheet. Our liability for contingent consideration payable may change until the liability is settled with the related impact recorded to our consolidated statements of operations as acquisition related and other expenses. In connection with our acquisition of Pillar Data, we recorded \$142 million of identifiable intangible assets and \$16 million of net tangible liabilities, based on their estimated fair values, and \$220 million of residual goodwill. As of November 30, 2012, the estimated fair value of the Earn-Out liability was \$258 million and resulted in a net benefit to acquisition related and other expenses of \$145 million and \$129 million during the three and six months ended November 30, 2012, respectively. The Earn-Out liability decreased as of November 30, 2012 in comparison to the amount recorded as of the acquisition date primarily due to a change in our estimate of year three revenues related to our acquisition of Pillar Data and their related impact to the liability calculation in accordance with the terms of the Merger Agreement, partially offset by the accretion of the liability from the application of appropriate discounting considering the uncertainties associated with the obligation. Our valuation techniques and inputs used to estimate the fair value of the Earn-Out liability are described in Note 3 below.

Other Fiscal 2012 Acquisitions

During fiscal 2012, we acquired certain other companies and purchased certain technology and development assets primarily to expand our products and services offerings. These acquisitions were not individually significant. We have included the financial results of these companies in our consolidated financial statements from their respective acquisition dates and the results from each of these companies were not individually material to our consolidated financial statements. In the aggregate, the total purchase price for these acquisitions was approximately \$1.6 billion and consisted of approximately \$1.6 billion in cash and \$5 million for the fair values of stock options assumed. We recorded \$540 million of identifiable intangible assets and \$18 million of net tangible assets, based on their estimated fair values, and \$1.1 billion of residual goodwill.

The preliminary fair value estimates for the assets acquired and liabilities assumed for certain acquisitions completed during fiscal 2012 were based upon preliminary calculations and valuations and our estimates and assumptions for each of these acquisitions are subject to change as we obtain additional information for our estimates during the respective measurement periods (up to one year from the respective acquisition dates). The primary areas of those preliminary estimates that were not yet finalized related to certain tangible assets and liabilities acquired, identifiable intangible assets, certain legal matters and income and non-income based taxes.

Unaudited Pro Forma Financial Information

The unaudited pro forma financial information in the table below summarizes the combined results of operations for Oracle, Taleo, RightNow, Pillar Data and certain other companies that we acquired since the beginning of

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

fiscal 2012 (which were considered significant for the purposes of unaudited pro forma financial information disclosure) as though the companies were combined as of the beginning of fiscal 2012. The pro forma financial information for all periods presented also included the business combination accounting effects resulting from these acquisitions including our amortization charges from acquired intangible assets (certain of which were preliminary), stock-based compensation charges for unvested stock options and restricted stock-based awards assumed, if any, and the related tax effects as though the aforementioned companies were combined as of the beginning of fiscal 2012. The pro forma financial information as presented below is for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisitions had taken place at the beginning of fiscal 2012.

The unaudited pro forma financial information for the three and six months ended November 30, 2012 combined the historical results of Oracle for the three and six months ended November 30, 2012, and the historical results of certain other companies that we acquired since the beginning of fiscal 2012 based upon their respective previous reporting periods and the dates these companies were acquired by us, and the effects of the pro forma adjustments listed above.

The unaudited pro forma financial information for the three and six months ended November 30, 2011 combined the historical results of Oracle for the three and six months ended November 30, 2011, the historical results of Taleo for the three and six months ended December 31, 2011 (due to differences in reporting periods), the historical results of RightNow for the three and six months ended September 30, 2011 (due to differences in reporting periods), the historical results of Pillar Data for the three months ended June 30, 2011 (adjusted due to differences in reporting periods and considering the date we acquired Pillar Data), the historical results of certain other companies that we acquired since the beginning of fiscal 2012 based upon their respective previous reporting periods and the dates these companies were acquired by us, and the effects of the pro forma adjustments listed above.

(in millions, except per share data)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Total revenues	\$ 9,095	\$ 8,987	\$17,282	\$17,555
Net income	\$ 2,580	\$ 2,116	\$ 4,602	\$ 3,858
Basic earnings per share	\$ 0.54	\$ 0.42	\$ 0.95	\$ 0.76
Diluted earnings per share	\$ 0.53	\$ 0.41	\$ 0.94	\$ 0.75

3. FAIR VALUE MEASUREMENTS

We perform fair value measurements in accordance with the guidance provided by FASB's Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*. ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at their fair values, we consider the principal or most advantageous market in which we would transact and consider assumptions that market participants would use when pricing the assets or liabilities, such as inherent risk, transfer restrictions and risk of nonperformance.

ASC 820 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. An asset's or liability's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair values of the assets or liabilities.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Our assets and liabilities measured at fair value on a recurring basis, excluding accrued interest components, consisted of the following (Level 1, 2 and 3 inputs are defined above):

(in millions)	November 30, 2012				May 31, 2012			
	Fair Value Measurements Using Input Types				Fair Value Measurements Using Input Types			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
U.S. Treasury, U.S. government and U.S. government agency debt securities	\$ 350	\$ —	\$ —	\$ 350	\$ 100	\$ —	\$ —	\$ 100
Commercial paper debt securities	—	16,620	—	16,620	—	13,954	—	13,954
Corporate debt securities and other	300	4,305	—	4,605	254	1,983	—	2,237
Derivative financial instruments	—	57	—	57	—	69	—	69
Total assets	<u>\$ 650</u>	<u>\$ 20,982</u>	<u>\$ —</u>	<u>\$ 21,632</u>	<u>\$ 354</u>	<u>\$ 16,006</u>	<u>\$ —</u>	<u>\$ 16,360</u>
Liabilities:								
Contingent consideration	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 258</u>	<u>\$ 258</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 387</u>	<u>\$ 387</u>

Our valuation techniques used to measure the fair values of our U.S. Treasury, U.S. government and U.S. government agency debt securities and certain other marketable securities that were classified as Level 1 in the table above were derived from quoted market prices and active markets for these instruments exist. Substantially all of these instruments have maturity dates, if any, within two years from our date of purchase. Our valuation techniques used to measure the fair values of Level 2 instruments listed in the table above, substantially all of which mature within two years and the counterparties to which have high credit ratings, were derived from the following: non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models, such as discounted cash flow techniques, with all significant inputs derived from or corroborated by observable market data including LIBOR-based yield curves, among others. The fair value of contingent consideration payable that was classified as Level 3 in the table above was estimated using a discounted cash flow technique with significant inputs that are not observable in the market and thus represents a Level 3 fair value measurement as defined in ASC 820. The significant inputs in the Level 3 measurement not supported by market activity included our probability assessments of expected future year three revenues related to our acquisition of Pillar Data and their related impact to the liability calculation, appropriately discounted considering the uncertainties associated with the obligation, and as calculated in accordance with the terms of the Merger Agreement.

Based on the trading prices of our \$19.8 billion and \$16.5 billion of borrowings, which consisted of senior notes that were outstanding as of November 30, 2012 and senior notes and short-term borrowings that were outstanding as of May 31, 2012, respectively, the estimated fair values of our borrowings using Level 2 inputs at November 30, 2012 and May 31, 2012 were \$22.8 billion and \$19.3 billion, respectively.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

4. INVENTORIES

Inventories consisted of the following:

(in millions)	November 30, 2012	May 31, 2012
Raw materials	\$ 83	\$ 45
Work-in-process	21	20
Finished goods	60	93
Total	<u>\$ 164</u>	<u>\$ 158</u>

5. INTANGIBLE ASSETS AND GOODWILL

The changes in intangible assets for fiscal 2013 and the net book value of intangible assets at November 30, 2012 and May 31, 2012 were as follows:

	Intangible Assets, Gross			Accumulated Amortization			Intangible Assets, Net		Weighted Average Useful Life ⁽¹⁾
	May 31, 2012	Additions	November 30, 2012	May 31, 2012	Expense	November 30, 2012	May 31, 2012	November 30, 2012	
(Dollars in millions)									
Software support agreements and related relationships	\$ 5,294	\$ 4	\$ 5,298	\$ (3,330)	\$ (292)	\$ (3,622)	\$ 1,964	\$ 1,676	5 years
Hardware systems support agreements and related relationships	768	8	776	(266)	(60)	(326)	502	450	5 years
Developed technology	6,908	77	6,985	(4,651)	(424)	(5,075)	2,257	1,910	6 years
Core technology	2,549	7	2,556	(1,609)	(164)	(1,773)	940	783	5 years
Customer relationships and contract backlog	2,260	20	2,280	(1,287)	(180)	(1,467)	973	813	3 years
Cloud software subscriptions and related relationships	989	58	1,047	(42)	(52)	(94)	947	953	6 years
Trademarks	597	3	600	(292)	(31)	(323)	305	277	7 years
Total intangible assets subject to amortization	19,365	177	19,542	(11,477)	(1,203)	(12,680)	7,888	6,862	6 years
In-process research and development	11	—	11	—	—	—	11	11	N.A.
Total intangible assets, net	<u>\$ 19,376</u>	<u>\$ 177</u>	<u>\$ 19,553</u>	<u>\$ (11,477)</u>	<u>\$ (1,203)</u>	<u>\$ (12,680)</u>	<u>\$ 7,899</u>	<u>\$ 6,873</u>	

⁽¹⁾ Represents weighted average useful lives of intangible assets acquired during fiscal 2013.

Total amortization expense related to our intangible assets was \$584 million and \$1.2 billion for the three and six months ended November 30, 2012, respectively, and \$592 million and \$1.2 billion for the three and six months ended November 30, 2011, respectively. As of November 30, 2012, estimated future amortization expenses related to intangible assets were as follows (in millions):

Remainder of Fiscal 2013	\$1,140
Fiscal 2014	1,972
Fiscal 2015	1,522
Fiscal 2016	967
Fiscal 2017	408
Fiscal 2018	284
Thereafter	569
Total intangible assets subject to amortization	6,862
In-process research and development	11
Total intangible assets, net	<u>\$6,873</u>

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

The changes in the carrying amounts of goodwill, which is generally not deductible for tax purposes, for our operating segments for the six months ended November 30, 2012 were as follows:

(in millions)	New Software Licenses and Cloud Software Subscriptions	Software License Updates and Product Support	Hardware Systems Support	Other ⁽³⁾	Total
Balances as of May 31, 2012	\$ 7,367	\$ 12,479	\$ 1,193	\$ 4,080	\$ 25,119
Allocation of goodwill ⁽¹⁾	2,346	—	—	(2,346)	—
Goodwill from acquisitions	297	19	61	72	449
Goodwill adjustments ⁽²⁾	(93)	(23)	4	2	(110)
Balances as of November 30, 2012	<u>\$ 9,917</u>	<u>\$ 12,475</u>	<u>\$ 1,258</u>	<u>\$ 1,808</u>	<u>\$ 25,458</u>

⁽¹⁾ Represents the allocation of goodwill to our operating segments upon completion of our intangible asset valuations.

⁽²⁾ Pursuant to our business combinations accounting policy, we recorded goodwill adjustments for the effect on goodwill of changes to net assets acquired during the measurement period (up to one year from the date of an acquisition). Goodwill adjustments were not significant to our previously reported operating results or financial position.

⁽³⁾ Represents goodwill allocated to our other operating segments and goodwill to be allocated to our operating segments upon completion of our intangible asset valuations, if any.

6. NOTES PAYABLE AND OTHER BORROWINGS

Senior Notes

In October 2012, we issued \$5.0 billion of fixed rate senior notes comprised of \$2.5 billion of 1.20% notes due October 2017 (2017 Notes) and \$2.5 billion of 2.50% notes due October 2022 (2022 Notes, and together with the 2017 Notes, the Senior Notes). We issued the Senior Notes for general corporate purposes, which may include stock repurchases, future acquisitions and repayment of indebtedness, including the repayment of \$1.25 billion of 4.95% senior notes due April 2013.

The effective interest yields of the 2017 Notes and 2022 Notes at November 30, 2012 were 1.24% and 2.51%, respectively. Interest on the Senior Notes is payable semi-annually. We may redeem some or all of the Senior Notes of each series at any time, subject to payment of the applicable make-whole premium.

The Senior Notes rank pari passu with any other notes we may issue in the future pursuant to our commercial paper program (see Note 8 of Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2012 for further information on our commercial paper program) and all existing and future senior indebtedness of Oracle Corporation. All existing and future liabilities of the subsidiaries of Oracle Corporation are or will be effectively senior to the Senior Notes. We were in compliance with all debt-related covenants at November 30, 2012.

Revolving Credit Agreement

On May 29, 2012, we borrowed \$1.7 billion pursuant to a revolving credit agreement with JPMorgan Chase Bank, N.A., as initial lender and administrative agent; and J.P. Morgan Securities, LLC, as sole lead arranger and sole bookrunner (the 2012 Credit Agreement). On July 2, 2012, we repaid the \$1.7 billion and the 2012 Credit Agreement expired pursuant to its terms.

There have been no other significant changes in our notes payable or other borrowing arrangements that were disclosed in our Annual Report on Form 10-K for the fiscal year ended May 31, 2012.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

7. RESTRUCTURING ACTIVITIES

Fiscal 2013 Oracle Restructuring Plan

During the first quarter of fiscal 2013, our management approved, committed to and initiated plans to restructure and further improve efficiencies in our Oracle-based operations (the 2013 Restructuring Plan). The total estimated restructuring costs associated with the 2013 Restructuring Plan are \$297 million and will be recorded to the restructuring expense line item within our consolidated statements of operations as they are incurred. We recorded \$249 million of restructuring expenses in connection with the 2013 Restructuring Plan in the first half of fiscal 2013 and we expect to incur the majority of the estimated remaining \$48 million through fiscal 2014. Any changes to the estimates of executing the 2013 Restructuring Plan will be reflected in our future results of operations.

Summary of All Plans

	Accrued		Six Months Ended November 30, 2012				Total	Total
	May 31,	Initial	Adj. to	Cash		Accrued	Costs	Expected
(in millions)	2012 (2)	Costs (3)	Cost (4)	Payments	Others (5)	November 30, 2012 (2)	Accrued to Date	Program Costs
Fiscal 2013 Oracle Restructuring Plan (1)								
New software licenses and cloud software subscriptions	\$ —	\$ 65	\$ (3)	\$ (32)	\$ (1)	\$ 29	\$ 62	\$ 78
Software license updates and product support	—	9	(6)	(3)	3	3	3	41
Hardware systems business	—	77	(2)	(26)	—	49	75	60
Services	—	51	(1)	(20)	1	31	50	50
General and administrative and other	—	59	—	(25)	(8)	26	59	68
Total Fiscal 2013 Oracle Restructuring Plan	\$ —	\$ 261	\$ (12)	\$ (106)	\$ (5)	\$ 138	\$ 249	\$ 297
Total other restructuring plans (6)	\$ 337	\$ 40	\$ (13)	\$ (105)	\$ (1)	\$ 258		
Total restructuring plans	\$ 337	\$ 301	\$ (25)	\$ (211)	\$ (6)	\$ 396		

⁽¹⁾ Restructuring costs recorded for individual line items presented related to employee severance costs except for general and administrative and other, which also included \$35 million recorded during the first half of fiscal 2013 for facilities related restructuring, contract termination and other costs.

⁽²⁾ The balances at November 30, 2012 and May 31, 2012 included \$258 million and \$178 million, respectively, recorded in other current liabilities, and \$138 million and \$159 million, respectively, recorded in other non-current liabilities.

⁽³⁾ Costs recorded for the respective restructuring plans during the current period presented.

⁽⁴⁾ All plan adjustments were changes in estimates whereby increases and decreases in costs were generally recorded to operating expenses in the period of adjustments.

⁽⁵⁾ Represents foreign currency translation and certain other adjustments.

⁽⁶⁾ Other restructuring plans presented in the table above included condensed information for other Oracle-based plans and other plans associated with certain of our acquisitions whereby we continued to make cash outlays to settle obligations under these plans during the period presented but for which the current impact to our consolidated statements of operations was not significant.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

8. DEFERRED REVENUES

Deferred revenues consisted of the following:

	November 30,	May 31,
(in millions)	2012	2012
Software license updates and product support	\$ 5,184	\$ 5,565
Hardware systems support and other	651	714
Services	335	403
New software licenses and cloud software subscriptions	334	353
Deferred revenues, current	6,504	7,035
Deferred revenues, non-current (in other non-current liabilities)	311	296
Total deferred revenues	<u>\$ 6,815</u>	<u>\$ 7,331</u>

Deferred software license updates and product support revenues and deferred hardware systems support revenues represent customer payments made in advance for support contracts that are typically billed on a per annum basis in advance with corresponding revenues being recognized ratably over the support periods. Deferred services revenues include prepayments for our services business and revenues for these services are generally recognized as the services are performed. Deferred new software licenses and cloud software subscriptions revenues typically result from undelivered products or specified enhancements, customer specific acceptance provisions, time-based arrangements including cloud software subscriptions offerings that are typically billed in advance and recognized over the corresponding contractual term and software license transactions that cannot be segmented from undelivered consulting or other services.

In connection with our acquisitions, we have estimated the fair values of the cloud software subscriptions, software license updates and product support, and hardware systems support obligations assumed from our acquired companies. We have estimated the fair values of the obligations assumed using a cost build-up approach. The cost build-up approach determines fair value by estimating the costs related to fulfilling the obligations plus a normal profit margin. The sum of the costs and operating profit approximates, in theory, the amount that we would be required to pay a third party to assume the acquired obligations. The aforementioned fair value adjustments recorded for obligations assumed from our acquisitions reduced the new software licenses and cloud software subscriptions, software license updates and product support and hardware systems support deferred revenues balances that we recorded as liabilities from these acquisitions and also reduced the resulting revenues that we recognized or will recognize over the terms of the acquired obligations during the post-combination periods.

9. DERIVATIVE FINANCIAL INSTRUMENTS

Interest Rate Swap Agreements

In September 2009, we entered into interest rate swap agreements that have the economic effect of modifying the fixed interest obligations associated with our 3.75% senior notes due July 2014 (2014 Notes) so that the interest payable on these notes effectively became variable based on LIBOR. The critical terms of the interest rate swap agreements and the 2014 Notes match, including the notional amounts and maturity dates. Accordingly, we have designated these swap agreements as qualifying hedging instruments and are accounting for them as fair value hedges pursuant to ASC 815, *Derivatives and Hedging*. These transactions are characterized as fair value hedges for financial accounting purposes because they protect us against changes in the fair value of our fixed rate borrowings due to benchmark interest rate movements. The changes in fair values of these interest rate swap agreements are recognized as interest expense in our consolidated statements of operations with the

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

corresponding amounts included in other assets or other non-current liabilities in our consolidated balance sheets. The amount of net gain (loss) attributable to the risk being hedged is recognized as interest expense in our consolidated statements of operations with the corresponding amount included in notes payable and other non-current borrowings. The periodic interest settlements, which occur at the same interval as the 2014 Notes, are recorded as interest expense. The fair values of these interest rate swap agreements recorded as other assets in our consolidated balance sheets were \$57 million and \$69 million as of November 30, 2012 and May 31, 2012, respectively.

We do not use any interest rate swap agreements for trading purposes.

Foreign Currency Forward Contracts Not Designated as Hedges

We transact business in various foreign currencies and have established a program that primarily utilizes foreign currency forward contracts to offset the risks associated with the effects of certain foreign currency exposures. We neither use these foreign currency forward contracts for trading purposes nor do we designate these forward contracts as hedging instruments pursuant to ASC 815 (refer to Note 11 of Notes to Consolidated Financial Statements as included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2012 for additional information regarding these contracts). As of November 30, 2012 and May 31, 2012, respectively, the notional amounts of the forward contracts we held to purchase U.S. Dollars in exchange for other major international currencies were \$3.4 billion and \$3.0 billion, respectively, and the notional amounts of forward contracts we held to sell U.S. Dollars in exchange for other major international currencies were \$859 million and \$873 million, respectively. The fair values of our outstanding foreign currency forward contracts were nominal at November 30, 2012 and May 31, 2012. Included in our non-operating income, net was \$18 million and \$51 million of net losses related to these forward contracts for the three and six months ended November 30, 2012, respectively, and \$115 million and \$98 million of net gains for the three and six months ended November 30, 2011, respectively.

10. STOCKHOLDERS' EQUITY

Stock Repurchases

Our Board of Directors has approved a program for us to repurchase shares of our common stock. On June 18, 2012, we announced that our Board of Directors approved an expansion of our stock repurchase program by an additional \$10.0 billion. Approximately \$7.0 billion remained available for stock repurchases as of November 30, 2012 pursuant to our stock repurchase program. We repurchased 200.3 million shares for \$6.1 billion during the six months ended November 30, 2012 (including 4.7 million shares for \$150 million that were repurchased but not settled) and 60.6 million shares for \$1.8 billion during the six months ended November 30, 2011 under the stock repurchase program.

Our stock repurchase authorization does not have an expiration date and the pace of our repurchase activity will depend on factors such as our working capital needs, our cash requirements for acquisitions and dividend payments, our debt repayment obligations or repurchase of our debt, our stock price, and economic and market conditions. Our stock repurchases may be effected from time to time through open market purchases or pursuant to a Rule 10b5-1 plan. Our stock repurchase program may be accelerated, suspended, delayed or discontinued at any time.

Dividends on Common Stock

During the six months ended November 30, 2012, our Board of Directors declared cash dividends of \$0.12 per share of our outstanding common stock, which we paid during the same period.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

In December 2012, our Board of Directors declared an accelerated second, third and fourth quarter of fiscal 2013 cash dividend totaling \$0.18 per share of outstanding common stock payable on December 21, 2012 to stockholders of record as of the close of business on December 14, 2012. This accelerated dividend is intended by our Board of Directors to be in lieu of quarterly dividends that we would have otherwise announced with our quarterly earnings results for the second, third and fourth quarters of fiscal 2013, and that would have been paid in calendar year 2013. The next opportunity for our Board of Directors to consider and approve the declaration of a dividend will be when we announce our earnings results for the first quarter of fiscal 2014, which ends on August 31, 2013. Future declarations of dividends and the establishment of future record and payment dates are subject to the final determination of our Board of Directors.

Stock-Based Compensation Expense and Valuation of Stock Options

Stock-based compensation is included in the following operating expense line items in our condensed consolidated statements of operations:

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Sales and marketing	\$ 43	\$ 29	\$ 81	\$ 55
Software license updates and product support	5	5	10	8
Hardware systems products	1	—	1	1
Hardware systems support	1	2	2	3
Services	8	6	17	10
Research and development	89	68	172	139
General and administrative	41	40	82	79
Acquisition related and other	4	2	21	3
Total stock-based compensation	<u>\$ 192</u>	<u>\$ 152</u>	<u>\$ 386</u>	<u>\$ 298</u>

During the first half of fiscal 2013, we issued 114 million stock options (including our annual grant of stock options in our first quarter of fiscal 2013 and certain stock options assumed from companies that we acquired). These stock option-based award issuances were partially offset by forfeitures and cancellations of 10 million shares during the first half of fiscal 2013.

We estimate the fair values of our share-based payments using the Black-Scholes-Merton option-pricing model, which was developed for use in estimating the fair values of stock options. Option valuation models, including the Black-Scholes-Merton option-pricing model, require the input of assumptions, including stock price volatility. Changes in the input assumptions can materially affect the fair value estimates and ultimately how much we recognize as stock-based compensation expense. We recognize stock-based compensation expense on a straight-line basis over the service period of the award, which is generally four years. The fair values of our stock options were estimated at the date of grant or date of acquisition for options assumed in a business combination. The weighted average input assumptions used and resulting fair values of our stock options were as follows for the three and six months ended November 30, 2012 and 2011:

	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Expected life (in years)	4.7	4.7	5.1	5.1
Risk-free interest rate	0.6%	0.8%	0.7%	1.7%
Volatility	30%	34%	31%	30%
Dividend yield	0.8%	0.8%	0.8%	0.7%
Weighted-average fair value per share	\$ 11.66	\$ 9.60	\$ 7.99	\$ 8.80

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

The expected life input is based on historical exercise patterns and post-vesting termination behavior, the risk-free interest rate input is based on United States Treasury instruments, the annualized dividend yield input is based on the per share dividend declared by our Board of Directors and the volatility input is calculated based on the implied volatility of our publicly traded options.

11. INCOME TAXES

The effective tax rate for the periods presented is the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rates. Our provision for income taxes differs from the tax computed at the U.S. federal statutory income tax rate due primarily to earnings considered as indefinitely reinvested in foreign operations, state taxes, the U.S. research and development tax credit and the U.S. domestic production activity deduction. Our effective tax rate was 21.3% and 22.9% for the three and six months ended November 30, 2012, respectively, and 25.9% and 25.8% for the three and six months ended November 30, 2011, respectively.

During fiscal 2012, we increased the number of foreign subsidiaries in countries with lower statutory rates than the rate used in the United States, the earnings of which we consider to be indefinitely reinvested outside the United States.

Our net deferred tax assets were \$1.6 billion and \$1.4 billion as of November 30, 2012 and May 31, 2012, respectively. We believe it is more likely than not that the net deferred tax assets will be realized in the foreseeable future. Realization of our net deferred tax assets is dependent upon our generation of sufficient taxable income in future years in appropriate tax jurisdictions to obtain benefit from the reversal of temporary differences, net operating loss carryforwards, and tax credit carryforwards. The amount of net deferred tax assets considered realizable is subject to adjustment in future periods if estimates of future taxable income change.

Domestically, U.S. federal and state taxing authorities are currently examining income tax returns of Oracle and various acquired entities for years through fiscal 2010. Our U.S. federal and, with some exceptions, our state income tax returns have been examined for all years prior to fiscal 2000, and we are no longer subject to audit for those periods.

Internationally, tax authorities for numerous non-U.S. jurisdictions are also examining returns affecting unrecognized tax benefits. With some exceptions, we are generally no longer subject to tax examinations in non-U.S. jurisdictions for years prior to fiscal 1998.

We believe that we have adequately provided for any reasonably foreseeable outcomes related to our tax audits and that any settlement will not have a material adverse effect on our consolidated financial position or results of operations. However, there can be no assurances as to the possible outcomes.

12. SEGMENT INFORMATION

ASC 280, *Segment Reporting*, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our Chief Executive Officer. We are organized geographically and by line of business. While our Chief Executive Officer evaluates results in a number of different ways, the line of business management structure is the primary basis for which the allocation of resources and financial results are assessed. We have three businesses—software, hardware systems and services—which are further divided into certain operating segments. Our software business is comprised of two operating segments: (1) new software licenses and cloud software subscriptions and (2) software license updates and product support. Our hardware systems business is comprised of two operating segments: (1) hardware systems products and (2) hardware systems support. All other operating segments are combined under our services business.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

The new software licenses and cloud software subscriptions line of business is engaged in licensing our database and middleware software and our applications software, and providing access to select Oracle software applications and software platforms on a subscription basis through a cloud-based computing environment. Database and middleware software generally includes database and database management software; application server and cloud application software; Service-Oriented Architecture and business process management software; business intelligence software; identity and access management software; data integration software; web experience management, portals, content management and social network software; and development tools. Our database and middleware software product offerings also include Java, which is a global software development platform used in a wide range of computers, networks and devices. Applications software generally provides enterprise information that enables companies to manage their business cycles and provides intelligence and includes enterprise resource planning software including human capital management; customer relationship management; financials; governance, risk and compliance; procurement; supply chain management; enterprise portfolio project management; enterprise performance management; business intelligence analytic applications; web commerce; and industry-specific applications. Oracle Cloud, which is a family of our cloud-based software subscription offerings, provides our customers and partners subscription-based, self-service access to certain of our database and middleware, and applications software and includes hosting, infrastructure management, the use of software updates, and support.

The software license updates and product support line of business provides customers with rights to unspecified software product upgrades and maintenance releases, internet access to technical content, as well as internet and telephone access to technical support personnel during the support period.

The hardware systems products line of business consists primarily of computer server, storage and networking product offerings and hardware-related software, including the Oracle Solaris Operating System. As a part of this line of business, we offer our Oracle Engineered Systems, including Oracle Exadata Database Machine, Oracle Exalogic Elastic Cloud, Oracle Exalytics In-Memory Machine, SPARC SuperCluster, Oracle Database Appliance, and Oracle Big Data Appliance, which are engineered to run certain of our hardware and software offerings to create performance and operational cost advantages for customers. Most of our computer servers are based on our SPARC family of microprocessors and on microprocessors from Intel Corporation. Our servers range from high performance computing servers to cost efficient, entry-level servers, and run with Oracle Solaris, Oracle Linux and certain other operating systems environments. Our storage products are designed to securely manage, protect, archive and restore customers' data assets and consist of tape, disk and networking solutions for open systems and mainframe server environments. Our hardware systems support line of business offers customers contracts that provide software updates for the software components that are essential to the functionality of our hardware systems and storage products and may also include product repairs, maintenance services and technical support services.

Our services business is comprised of the remainder of our operating segments and offers consulting, managed cloud services and education services. Our consulting line of business primarily provides services to customers in business and IT strategy alignment, enterprise architecture planning and design, initial product implementation and integration and ongoing product enhancements and upgrades. Oracle managed cloud services provide comprehensive software and hardware management and maintenance services for customers hosted at our Oracle data center facilities, select partner data centers, or physically on-premise at customer facilities. Additionally, we provide support services, both on-premise and remote, to Oracle customers to enable increased performance and higher availability of their products and services. Education services provide training to customers, partners and employees as a part of our mission to further the adoption and usage of our software and hardware products by our customers and to create opportunities to grow our product revenues.

We do not track our assets by operating segments. Consequently, it is not practical to show assets by operating segment.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

The following table presents summary results for each of our three businesses and for the operating segments of our software and hardware systems businesses:

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
New software licenses and cloud software subscriptions:				
Revenues ⁽¹⁾	\$ 2,398	\$ 2,044	\$ 3,987	\$ 3,537
Sales and distribution expenses	<u>1,263</u>	<u>1,174</u>	<u>2,341</u>	<u>2,318</u>
Margin ⁽²⁾	\$ 1,135	\$ 870	\$ 1,646	\$ 1,219
Software license updates and product support:				
Revenues ⁽¹⁾	\$ 4,264	\$ 3,996	\$ 8,408	\$ 8,032
Software license updates and product support expenses	<u>276</u>	<u>268</u>	<u>545</u>	<u>542</u>
Margin ⁽²⁾	\$ 3,988	\$ 3,728	\$ 7,863	\$ 7,490
Total software business:				
Revenues ⁽¹⁾	\$ 6,662	\$ 6,040	\$12,395	\$11,569
Expenses	<u>1,539</u>	<u>1,442</u>	<u>2,886</u>	<u>2,860</u>
Margin ⁽²⁾	\$ 5,123	\$ 4,598	\$ 9,509	\$ 8,709
Hardware systems products:				
Revenues	\$ 734	\$ 953	\$ 1,513	\$ 1,981
Hardware systems products expenses	<u>366</u>	<u>468</u>	<u>750</u>	<u>941</u>
Sales and distribution expenses	<u>213</u>	<u>271</u>	<u>431</u>	<u>537</u>
Margin ⁽²⁾	\$ 155	\$ 214	\$ 332	\$ 503
Hardware systems support:				
Revenues ⁽¹⁾	\$ 590	\$ 634	\$ 1,169	\$ 1,290
Hardware systems support expenses	<u>222</u>	<u>248</u>	<u>435</u>	<u>520</u>
Margin ⁽²⁾	\$ 368	\$ 386	\$ 734	\$ 770
Total hardware systems business:				
Revenues ⁽¹⁾	\$ 1,324	\$ 1,587	\$ 2,682	\$ 3,271
Expenses	<u>801</u>	<u>987</u>	<u>1,616</u>	<u>1,998</u>
Margin ⁽²⁾	\$ 523	\$ 600	\$ 1,066	\$ 1,273
Total services business:				
Revenues ⁽¹⁾	\$ 1,127	\$ 1,184	\$ 2,245	\$ 2,369
Services expenses	<u>910</u>	<u>911</u>	<u>1,772</u>	<u>1,824</u>
Margin ⁽²⁾	\$ 217	\$ 273	\$ 473	\$ 545
Totals:				
Revenues ⁽¹⁾	\$ 9,113	\$ 8,811	\$17,322	\$17,209
Expenses	<u>3,250</u>	<u>3,340</u>	<u>6,274</u>	<u>6,682</u>
Margin ⁽²⁾	<u>\$ 5,863</u>	<u>\$ 5,471</u>	<u>\$11,048</u>	<u>\$10,527</u>

⁽¹⁾ Operating segment revenues generally differ from the external reporting classifications due to certain software license products that are classified as service revenues for management reporting purposes. New software licenses and cloud software subscriptions revenues for management reporting included revenues related to cloud software subscriptions contracts that would have otherwise been recorded by

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

the acquired businesses as independent entities but were not recognized in the accompanying condensed consolidated statements of operations in the amounts of \$12 million and \$31 million for the three and six months ended November 30, 2012, respectively. Software license updates and product support revenues for management reporting included revenues related to software support contracts that would have otherwise been recorded by the acquired businesses as independent entities but were not recognized in the accompanying condensed consolidated statements of operations in the amounts of \$4 million and \$10 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$24 million for the six months ended November 30, 2012 and 2011, respectively. In addition, we did not recognize hardware systems support revenues related to hardware systems support contracts that would have otherwise been recorded by the acquired businesses as independent entities in the amounts of \$3 million and \$9 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$19 million for the six months ended November 30, 2012 and 2011, respectively. See Note 8 for an explanation of these adjustments and the table below for a reconciliation of our total operating segment revenues to our total revenues.

- (2) The margins reported reflect only the direct controllable costs of each line of business and do not include allocations of product development, information technology, marketing and partner programs and corporate and general and administrative expenses. Additionally, the margins do not reflect amortization of intangible assets, acquisition related and other expenses, restructuring expenses, stock-based compensation, interest expense or certain other expenses, net.

The following table reconciles total operating segment revenues to total revenues as well as total operating segment margin to income before provision for income taxes:

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Total revenues for operating segments	\$ 9,113	\$ 8,811	\$17,322	\$17,209
New software licenses and cloud software subscriptions revenues ⁽¹⁾	(12)	—	(31)	—
Software license updates and product support revenues ⁽¹⁾	(4)	(10)	(8)	(24)
Hardware systems support revenues ⁽¹⁾	(3)	(9)	(8)	(19)
Total revenues	<u>\$ 9,094</u>	<u>\$ 8,792</u>	<u>\$17,275</u>	<u>\$17,166</u>
Total margin for operating segments	\$ 5,863	\$ 5,471	\$11,048	\$10,527
New software licenses and cloud software subscriptions revenues ⁽¹⁾	(12)	—	(31)	—
Software license updates and product support revenues ⁽¹⁾	(4)	(10)	(8)	(24)
Hardware systems support revenues ⁽¹⁾	(3)	(9)	(8)	(19)
Product development and information technology expenses	(1,228)	(1,134)	(2,459)	(2,210)
Marketing and partner program expenses	(162)	(156)	(290)	(288)
Corporate and general and administrative expenses	(216)	(230)	(442)	(499)
Amortization of intangible assets	(584)	(592)	(1,203)	(1,184)
Acquisition related and other	121	(5)	380	(25)
Restructuring	(131)	(52)	(276)	(154)
Stock-based compensation	(188)	(150)	(365)	(295)
Interest expense	(195)	(192)	(382)	(384)
Other, net	19	19	18	(14)
Income before provision for income taxes	<u>\$ 3,280</u>	<u>\$ 2,960</u>	<u>\$ 5,982</u>	<u>\$ 5,431</u>

- ⁽¹⁾ New software licenses and cloud software subscriptions revenues for management reporting included revenues related to cloud software subscriptions contracts that would have otherwise been recorded by the acquired businesses as independent entities but were not recognized in the accompanying condensed consolidated statements of operations in the amounts of \$12 million and \$31 million for the three and six months ended November 30, 2012, respectively. Software license updates and product support revenues for management

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

reporting included revenues related to software support contracts that would have otherwise been recorded by the acquired businesses as independent entities but were not recognized in the accompanying condensed consolidated statements of operations in the amounts of \$4 million and \$10 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$24 million for the six months ended November 30, 2012 and 2011, respectively. In addition, we did not recognize hardware systems support revenues related to hardware systems support contracts that would have otherwise been recorded by the acquired businesses as independent entities in the amounts of \$3 million and \$9 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$19 million for the six months ended November 30, 2012 and 2011, respectively.

13. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period, plus the dilutive effect of outstanding stock options, restricted stock-based awards and shares issuable under the employee stock purchase plan using the treasury stock method. The following table sets forth the computation of basic and diluted earnings per share:

(in millions, except per share data)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Net income	<u>\$ 2,581</u>	<u>\$ 2,192</u>	<u>\$ 4,615</u>	<u>\$ 4,032</u>
Weighted average common shares outstanding	4,792	5,041	4,829	5,052
Dilutive effect of employee stock plans	76	82	75	85
Dilutive weighted average common shares outstanding	<u>4,868</u>	<u>5,123</u>	<u>4,904</u>	<u>5,137</u>
Basic earnings per share	\$ 0.54	\$ 0.43	\$ 0.96	\$ 0.80
Diluted earnings per share	\$ 0.53	\$ 0.43	\$ 0.94	\$ 0.78
Shares subject to anti-dilutive stock options and restricted stock-based awards excluded from calculation ⁽¹⁾	223	117	206	101

⁽¹⁾ These weighted shares relate to anti-dilutive stock options and restricted stock-based awards as calculated using the treasury stock method (described above) and could be dilutive in the future.

14. LEGAL PROCEEDINGS

SAP Intellectual Property Litigation

On March 22, 2007, Oracle Corporation, Oracle USA, Inc. and Oracle International Corporation (collectively, Oracle) filed a complaint in the United States District Court for the Northern District of California against SAP AG, its wholly-owned subsidiary, SAP America, Inc., and its wholly-owned subsidiary, TomorrowNow, Inc., (the SAP Subsidiary, and collectively, the SAP Defendants) alleging that SAP unlawfully accessed Oracle's Customer Connection support website and improperly took and used Oracle's intellectual property.

Trial commenced on November 1, 2010 on the issue of damages, as SAP had stipulated to liability. The jury awarded Oracle \$1.3 billion. On September 1, 2011, the court granted the SAP Defendants' motion for judgment as a matter of law and for a new trial. The court vacated the \$1.3 billion award and held that Oracle could either accept a reduced amount or remittitur of \$272 million or proceed to a new trial. On February 6, 2012, Oracle rejected the remittitur and requested a new trial.

On August 2, 2012, Oracle and the SAP Defendants stipulated to a judgment of \$306 million against the SAP Defendants, in lieu of having a second jury trial, while preserving both parties' rights to appeal prior court orders.

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

We recorded a \$306 million non-current receivable, included in other assets, in our condensed consolidated balance sheet and we recognized a corresponding benefit to our results of operations for the first quarter of fiscal 2013. Previously during trial we received payment of \$120 million in attorneys' fees from SAP under a stipulation, and we recorded this payment upon receipt as a benefit to our results of operations during the second quarter of fiscal 2011. On August 3, 2012, the court entered the judgment and vacated the date set for the new trial. Oracle filed a Notice of Appeal on August 31, 2012, and the SAP Defendants filed a notice of appeal on September 14, 2012. These appeals are scheduled to be fully briefed by February 22, 2013. The appellate court has not yet scheduled a date for oral argument.

Hewlett-Packard Company Litigation

On June 15, 2011, Hewlett-Packard Company ("HP") filed a complaint in the California Superior Court, County of Santa Clara against Oracle Corporation alleging numerous causes of action including breach of contract, breach of the covenant of good faith and fair dealing, defamation, intentional interference with prospective economic advantage, and violation of the California Unfair Business Practices Act. The complaint alleged that when Oracle announced on March 22 and 23, 2011 that it would no longer develop future versions of its software to run on HP's Itanium-based servers, it breached a settlement agreement signed on September 20, 2010 between HP and Mark Hurd (the "Hurd Settlement Agreement"), who was both HP's former chief executive officer and chairman of HP's board of directors. HP sought a judicial declaration of the parties' rights and obligations under the Hurd Settlement Agreement, and other equitable and monetary relief.

Oracle answered the complaint and filed a cross-complaint, which was amended on December 2, 2011. The amended cross-complaint alleged claims including violation of the Lanham Act. Oracle alleged that HP had secretly agreed to pay Intel to continue to develop and manufacture the Itanium microprocessor, and had misrepresented to customers that the Itanium microprocessor had a long roadmap, among other claims. Oracle sought equitable rescission of the Hurd Settlement Agreement, and other equitable and monetary relief.

The court bifurcated the trial and tried HP's causes of action for declaratory relief and promissory estoppel without a jury in June 2012. The court issued a final statement of decision on August 28, 2012, finding that the Hurd Settlement Agreement required Oracle to continue to develop certain of its software products for use on HP's Itanium-based servers and to port such products at no cost to HP for as long as HP sells those servers. Oracle has announced that it is appealing this decision. The issues of breach, HP's performance, causation and damages, HP's tort claims, and Oracle's cross-claims will all be tried before a jury beginning April 8, 2013. We cannot currently estimate a reasonably possible range of loss for this action. We believe that we have meritorious defenses against this action, and we will continue to vigorously defend it.

Derivative Litigations and Related Action

Various stockholder derivative lawsuits have been filed against Oracle and certain former and current directors in connection with a qui tam lawsuit that had been filed against Oracle in the United States District Court for the Eastern District of Virginia. The qui tam action alleged that Oracle made false statements to the General Services Administration (GSA) in 1997-1998 while negotiating its GSA contract, among other claims. Oracle settled this action without admitting liability, and the case was dismissed on October 11, 2011. Thereafter, the following stockholder derivative actions have been filed, claiming that the named officer and director defendants were responsible for certain alleged conduct in the qui tam action and thereby exposing Oracle to reputational damage, monetary damages and costs and asserting claims for breach of fiduciary duty, abuse of control and unjust enrichment: on August 2, 2010, a stockholder derivative lawsuit was filed in the United States District Court for the Northern District of California; on August 19, 2010, a similar stockholder derivative lawsuit was filed in California Superior Court, County of San Mateo; and on September 8, 2011, another stockholder derivative lawsuit was filed in the United States District Court for the Northern District of California. The first two

ORACLE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
November 30, 2012
(Unaudited)

derivative actions were consolidated, but pursuant to a motion by Oracle, they were dismissed on November 11, 2011, with leave to plaintiffs to amend. No amended complaint has been filed.

On September 12, 2011, two alleged stockholders of Oracle filed a Verified Petition for Writ of Mandate for Inspection of Corporate Books and Records in California Superior Court, County of San Mateo. The petition originally named as respondents Oracle and two of our officers, both of whom were subsequently dismissed. The alleged stockholders claim that they are investigating alleged corporate mismanagement relating to the claims in the qui tam action, and asked the court to compel the inspection of certain of Oracle's accounting books and records and minutes of meetings of the stockholders, our Board of Directors and the committees of our Board of Directors, related to those allegations, plus expenses of the audit and attorneys' fees. At a hearing on November 10, 2011, the court granted the alleged stockholders' request for a Writ of Mandate, which was confirmed in a judgment on December 12, 2011. Oracle filed a notice of appeal on February 2, 2012.

The parties in the derivative and Writ of Mandate actions discussed above have agreed to mediate all disputes and have stipulated to a stay of further proceedings in each of the trial courts. On June 5, 2012, the parties met with a mediator, and since that time, have continued to discuss a potential resolution.

On September 30, 2011, a stockholder derivative lawsuit was filed in the Delaware Court of Chancery and a second stockholder was permitted to intervene as a plaintiff on November 15, 2011. The derivative suit is brought by two alleged stockholders of Oracle, purportedly on Oracle's behalf, against our current directors, including against our Chief Executive Officer as an alleged controlling stockholder. Plaintiffs allege that Oracle's directors breached their fiduciary duties in agreeing to purchase Pillar Data Systems, Inc. at an excessive price. Plaintiffs allege breach of fiduciary duty, aiding and abetting breach of fiduciary duty, waste of corporate assets and unjust enrichment. Plaintiffs seek an injunction of the Pillar Data transaction, rescission of the Pillar Data transaction, disgorgement of our Chief Executive Officer's alleged profits and other declaratory and monetary relief. Defendants moved to dismiss the operative complaint, and at a hearing on August 22, 2012, the court dismissed all claims without prejudice against two of our directors and dismissed with prejudice plaintiffs' claims for breach of the fiduciary duty of care. The court ruled that all other claims for breach of fiduciary duty remain in the case. The court also dismissed with prejudice plaintiffs' claims for aiding and abetting breach of fiduciary duty, waste of corporate assets and unjust enrichment. The court further dismissed with prejudice plaintiffs' requests for relief, other than their request for monetary relief and for costs and expenses incurred in this action. The parties currently are conducting fact discovery.

While the outcome of the derivative litigations and the related action noted above cannot be predicted with certainty, we do not believe that the outcome of any of these matters, individually or in the aggregate, will result in losses that are materially in excess of amounts already recognized, if any.

Other Litigation

We are party to various other legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business, including proceedings and claims that relate to acquisitions we have completed or to companies we have acquired or are attempting to acquire. While the outcome of these matters cannot be predicted with certainty, we do not believe that the outcome of any of these matters, individually or in the aggregate, will result in losses that are materially in excess of amounts already recognized, if any.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

We begin Management's Discussion and Analysis of Financial Condition and Results of Operations with an overview of our key operating business segments and significant trends. This overview is followed by a summary of our critical accounting policies and estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results. We then provide a more detailed analysis of our results of operations and financial condition.

Business Overview

We are the world's largest provider of enterprise software and a leading provider of computer hardware products and services. Our software, hardware systems, and services businesses develop, manufacture, market, host and support database and middleware software, applications software and hardware systems, with the latter consisting primarily of computer server and storage products. Our businesses provide products and services that are built upon industry standards, are engineered to work together or independently within existing customer information technology (IT) environments and run securely on a wide range of customer IT environments, including cloud computing environments.

Cloud computing environments provide on demand access to a shared pool of computing resources in a scalable, self-service manner, delivering advantages in speed, agility and efficiency. Cloud computing has evolved from technologies and services that Oracle has provided for many years, including clustering, server virtualization, Service-Oriented Architecture (SOA), shared services, large-scale management automation, and more recently, our Oracle Engineered Systems. Our secure, reliable and scalable product offerings are designed to improve business efficiencies at a low total cost of ownership. We seek to be an industry leader in each of the product offering categories in which we compete and to expand into new and emerging markets.

We believe our ability to offer our customers choice and flexibility in the manner in which they deploy our products and services while maintaining enterprise-grade reliability, security and interoperability based upon industry-standards is important to our corporate strategy. Oracle Fusion Applications, for example, offer customers a choice of deployment models to run our standards-based software applications in on-premise or cloud computing IT environments. Oracle Cloud, a family of our cloud-based software subscription offerings, provides access to select Oracle software applications and software platforms on a subscription basis in a secure, standards-based cloud computing environment. Oracle Cloud includes software applications as a service, such as Oracle Fusion Human Capital Management Cloud Service and Oracle Fusion Customer Relationship Management Cloud Service, and software platform services such as Oracle Database Cloud Service and Oracle Java Cloud Service, among others.

We are organized into three businesses—software, hardware systems and services—which are further divided into certain operating segments. We believe our internal growth and continued innovation with respect to our software, hardware and services businesses are the foundation of our long-term strategic plans. We continue to focus the engineering of our hardware and software products to make them work together more effectively and deliver improved computing performance, reliability and security to our customers. For example, Oracle Engineered Systems, which include our Oracle Exadata Database Machine, Oracle Exalogic Elastic Cloud and SPARC SuperCluster products, among others, combine certain of our hardware and software offerings to provide engineered systems that increase computing performance and reduce storage requirements relative to our competitors' products, creating time savings, efficiencies and operational cost advantages for our customers.

We believe that an active acquisition program is an important element of our corporate strategy as it strengthens our competitive position, enhances the products and services that we can offer to customers, expands our customer base, provides greater scale to accelerate innovation, grows our revenues and earnings and increases stockholder value. In recent years, we have invested billions of dollars to acquire a number of companies, products, services and technologies that add to, are complementary to, or have otherwise enhanced our existing offerings. We expect to continue to acquire companies, products, services and technologies to further our corporate strategy.

Each of our businesses and operating segments has unique characteristics and faces different opportunities and challenges. Although we report our actual results in U.S. Dollars, we conduct a significant number of

Table of Contents

transactions in currencies other than U.S. Dollars. Therefore, we present constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations. An overview of our three businesses and related operating segments follows.

Software Business

Our software business, which represented 73% of our total revenues on a trailing 4-quarter basis, is comprised of two operating segments: (1) new software licenses and cloud software subscriptions and (2) software license updates and product support. On a constant currency basis, we expect that our software business' total revenues generally will continue to increase due to continued demand for our software products and software license updates and product support offerings, including the high percentage of customers that renew their software license updates and product support contracts, and due to our acquisitions, which should allow us to grow our profits and continue to make investments in research and development.

New Software Licenses and Cloud Software Subscriptions: We license our database and middleware, as well as our applications software, and provide access to certain of our software offerings through cloud software subscriptions contracts. We offer customers choice and flexibility in the manner in which they deploy our enterprise-grade, standards-based software products within on-premise or cloud computing IT environments. Our customers include businesses of many sizes, government agencies, educational institutions and resellers. We market and sell our software products and services to these customers with an integrated sales force positioned to offer the combinations that best fit their needs. We enable customers to evolve and transform to substantially any IT environment at whatever pace is most appropriate for them.

The growth in new software licenses and cloud software subscriptions revenues that we report is affected by the strength of general economic and business conditions, governmental budgetary constraints, the competitive position of our software offerings, our acquisitions and foreign currency fluctuations. The substantial majority of our new software license transactions is characterized by long sales cycles and the timing of a few large software license transactions can substantially affect our quarterly new software licenses and cloud software subscriptions revenues. Since our new software licenses and cloud software subscriptions revenues in a particular quarter can be difficult to predict as a result of the timing of a few large software license transactions, we believe that analysis of new software licenses and cloud software subscriptions revenues on a trailing 4-quarter period provides additional visibility into the underlying performance of this business segment. New software licenses and cloud software subscriptions revenues represented 28% of our total revenues on a trailing 4-quarter basis. Our cloud software subscriptions contracts are generally one to three years in duration and we strive to renew these contracts when they are eligible for renewal. Our new software licenses and cloud software subscriptions segment's margin has historically trended upward over the course of the four quarters within a particular fiscal year due to the historical upward trend of our new software licenses revenues over those quarterly periods and because the majority of our costs for this segment are predominantly fixed in the short-term. However, our new software licenses and cloud software subscriptions segment's margin has been and will continue to be affected by the fair value adjustments relating to the cloud software subscriptions obligations that we assumed in our business combinations (described further below) and by the amortization of intangible assets associated with companies and technologies that we have acquired.

For certain of our acquired businesses, we recorded adjustments to reduce cloud software subscription obligations to their estimated fair values at the acquisition dates. As a result, as required by business combination accounting rules, we did not recognize new software licenses and cloud software subscriptions revenues that would have been otherwise recorded as cloud software subscriptions revenues by the acquired businesses as independent entities in the amounts of \$12 million and \$31 million for the three and six months ended November 30, 2012, respectively. To the extent underlying cloud software subscriptions contracts are renewed with us following an acquisition, we will recognize the revenues for the full values of the cloud software subscriptions contracts over their respective contractual periods.

Software License Updates and Product Support: Customers that purchase software license updates and product support are granted rights to unspecified product upgrades and maintenance releases issued during the support period, as well as technical support assistance. Substantially all of our customers renew their software

Table of Contents

license updates and product support contracts annually. The growth of software license updates and product support revenues is primarily influenced by three factors: (1) the percentage of our support contract customer base that renews its support contracts, (2) the amount of new support contracts sold in connection with the sale of new software licenses and (3) the amount of support contracts assumed from companies we have acquired.

Software license updates and product support revenues, which represented 45% of our total revenues on a trailing 4-quarter basis, is our highest margin business unit. Our software support margins over the trailing 4-quarters were 88% and accounted for 72% of our total margins over the same period. Our software license update and product support margins have been affected by fair value adjustments relating to software support obligations assumed in business combinations (described further below) and by amortization of intangible assets. However, over the longer term, we believe that software license updates and product support revenues and margins will grow for the following reasons:

- substantially all of our customers, including customers from acquired companies, renew their support contracts when eligible for renewal;
- substantially all of our customers purchase software license updates and product support contracts when they buy new software licenses, resulting in a further increase in our support contract base. Even if new software licenses revenues growth was flat, software license updates and product support revenues would continue to grow in comparison to the corresponding prior year periods assuming contract renewal and cancellation rates and foreign currency rates remained relatively constant since substantially all new software licenses transactions result in the sale of software license updates and product support contracts, which add to our support contract base; and
- our acquisitions have increased our support contract base, as well as the portfolio of products available to be licensed and supported.

We recorded adjustments to reduce support obligations assumed in business combinations to their estimated fair values at the acquisition dates. As a result, as required by business combination accounting rules, we did not recognize software license updates and product support revenues related to software support contracts that would have been otherwise recorded by the acquired businesses as independent entities in the amounts of \$4 million and \$10 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$24 million for the six months ended November 30, 2012 and 2011, respectively. To the extent underlying support contracts are renewed with us following an acquisition, we will recognize the revenues for the full values of the support contracts over the respective support periods, the majority of which are one year.

Hardware Systems Business

Our hardware systems business consists of two operating segments: (1) hardware systems products and (2) hardware systems support. Our hardware business represented 15% of our total revenues on a trailing 4-quarter basis. We expect our hardware business to have lower operating margins as a percentage of revenues than our software business due to the incremental costs we incur to produce and distribute these products and to provide support services, including direct materials and labor costs. We expect to make investments in research and development to improve existing hardware products and services and to develop new hardware products and services.

Hardware Systems Products: We provide a complete selection of hardware systems and related services including servers, storage, networking, virtualization software, operating systems, and management software to support diverse IT environments, including public and private cloud computing environments. We engineer our hardware systems with virtualization and management capabilities to enable the rapid deployment and efficient management of cloud IT infrastructures. Our hardware systems products consist primarily of computer server, storage and hardware-related software, including our Oracle Solaris operating system. Our hardware systems component products are designed to be “open,” or to work in customer environments that may include other Oracle or non-Oracle hardware or software components.

We have also engineered our hardware systems products to create performance and operational cost advantages for customers when our hardware and software products are combined as Oracle Engineered Systems. Our Oracle Engineered Systems include Oracle Exadata Database Machine, Oracle Exalogic Elastic Cloud, Oracle

Table of Contents

Exalytics In-Memory Machine, SPARC SuperCluster, Oracle Database Appliance and the Oracle Big Data Appliance. By combining our server and storage hardware with our software, our open, integrated products better address customer on-premise and cloud computing requirements for performance, scalability, reliability, security, ease of management and lower total cost of ownership.

We offer a wide range of server systems using our SPARC microprocessor. Our SPARC servers are differentiated by their reliability, security, scalability and customer environments that they target (general purpose or specialized systems). Our midsize and large servers are designed to offer greater performance and lower total cost of ownership than mainframe systems for business critical applications and for customers having more computationally intensive needs. Our SPARC servers run the Oracle Solaris operating system and are designed for the most demanding mission critical enterprise environments at any scale.

We also offer enterprise x86 servers. These x86 servers are primarily based on microprocessor platforms from Intel Corporation and are also compatible with Oracle Solaris, Oracle Linux, Microsoft Windows and other operating systems.

Our Netra line of servers are aimed at the unique needs of original equipment manufacturers (OEMs) and network equipment providers. Rack-optimized systems and our blade product offerings combine high-density hardware architecture and system management software that OEMs find particularly useful in building their own solution architectures.

Our storage products are designed to securely manage, protect, archive and restore customers' mission critical data assets and consist of tape, disk, hardware-related software including file systems software, back-up and archive software and storage management software and networking for mainframe and open systems environments.

The majority of our hardware systems products are sold through indirect channels, including independent distributors and value added resellers.

To produce our hardware products, we rely on both our internal manufacturing operations as well as third party manufacturing partners. Our internal manufacturing operations consist primarily of final assembly, test and quality control of enterprise and data center servers and storage systems. For all other manufacturing, we rely on third party manufacturing partners. We distribute most of our hardware products either from our facilities or partner facilities. We strive to reduce costs by simplifying our manufacturing processes through increased standardization of components across product types and a "build-to-order" manufacturing process in which products generally are built only after customers have placed firm orders. In addition, we seek to enhance hardware systems support processes that are designed to proactively identify and solve quality issues and to increase the amount of new hardware systems support contracts sold in connection with the sales of new hardware products.

Our hardware systems products revenues, cost of hardware systems products and hardware systems operating margins that we report are affected by the strength of general economic and business conditions, governmental budgetary constraints, our strategy for and the competitive position of our hardware systems products, our acquisitions and foreign currency rate fluctuations. In addition, our operating margins for our hardware systems products segment have been and will be affected by the amortization of intangible assets.

We have limited experience in predicting our quarterly hardware systems products revenues. The timing of customer orders and delays in our ability to timely manufacture or deliver a few large hardware transactions could substantially affect the amount of hardware systems products revenues, expenses and operating margins that we report.

Hardware Systems Support: Our hardware systems support offerings provide customers with software updates for the software components that are essential to the functionality of our server and storage products, such as Oracle Solaris, and can include product repairs, maintenance services and technical support services. Typically, our hardware systems support contract arrangements are invoiced to the customer at the beginning of the support period and are one year in duration. Our hardware systems support revenues that we report are influenced by a number of factors, including the volume of purchases of hardware products, the mix of hardware products purchased, whether customer's decide to purchase hardware systems support contracts at or in close proximity to

Table of Contents

the time of sale, and the percentage of our hardware systems support contract customer base that renews its support contracts. All of these factors are heavily influenced by our customers' decisions to either maintain or upgrade their existing hardware systems' infrastructure to newly developed technologies that are available.

Our hardware systems support margins have been and will be affected by our acquisitions and related accounting including fair value adjustments relating to hardware systems support obligations assumed and by the amortization of intangible assets. As required by business combination accounting rules, we recorded adjustments to reduce our hardware systems support revenues for contracts assumed from our acquisitions to their estimated fair values. These amounts would have been recorded as hardware systems support revenues by the acquired businesses as independent entities in the amounts of \$3 million and \$9 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$19 million for the six months ended November 30, 2012 and 2011, respectively. To the extent underlying hardware systems support contracts are renewed with us following an acquisition, we will recognize the revenues for the full values of the hardware systems support contracts over the respective support periods.

Services Business

Our services business is comprised of the remainder of our operating segments and offers consulting services, managed cloud services and education services. Our services business, which represented 12% of our total revenues on a trailing 4-quarter basis, has lower margins than our software and hardware businesses. Our services revenues are impacted by certain of our acquisitions, general economic conditions, personnel reductions in our customers' IT departments, tighter controls over discretionary spending and the growth in our software and hardware systems products revenues.

Our consulting line of business primarily provides services to customers in business and IT strategy alignment, enterprise architecture planning and design, initial product implementation and integration, and ongoing product enhancements and upgrades. The amount of consulting revenues recognized tends to lag the amount of our software and hardware systems products revenues by several quarters since consulting services, if purchased, are typically segmentable from the products to which they relate and are performed after the customer's purchase of the products. Our services revenues as they relate to consulting services are dependent upon general economic conditions and the level of our product revenues, in particular the new software licenses sales of our application products. To the extent we are able to grow our products revenues, in particular our software application product revenues, we would also generally expect to be able to eventually grow our consulting revenues.

Oracle managed cloud services provide comprehensive software and hardware management and maintenance services—including deployment, management, monitoring, patching, security and upgrade services—for customers hosted at our Oracle data center facilities, select partner data centers or physically on-premise at customer facilities. Additionally, we provide support services, both on-premise and remote, to Oracle customers to enable increased performance and higher availability of their products and services. We believe that our managed cloud services offerings provide our customers with greater value and choice through increased business performance, reduced risk, a predictable cost and more flexibility in terms of service in order to maximize the performance of their Oracle software and hardware products and services.

Education services provide training to customers, partners and employees as a part of our mission to further the adoption and usage of our software and hardware products by our customers and create opportunities to grow our products revenues.

Acquisitions

An active acquisition program is another important element of our corporate strategy. In recent years, we have invested billions of dollars to acquire a number of complementary companies, products, services and technologies. We believe our acquisition program strengthens our competitive position, enhances the products and services that we can offer to customers, expands our customer base, provides greater scale to accelerate innovation, grows our revenues and earnings and increases stockholder value. We expect to continue to acquire companies, products, services and technologies in furtherance of our corporate strategy. Note 2 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report provides additional information related to our pending and recent acquisitions.

Table of Contents

We believe we can fund our pending and future acquisitions with our internally available cash, cash equivalents and marketable securities, cash generated from operations, additional borrowings or from the issuance of additional securities. We estimate the financial impact of any potential acquisition with regard to earnings, operating margin, cash flow and return on invested capital targets before deciding to move forward with an acquisition.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP) as set forth in the Financial Accounting Standards Board's Accounting Standards Codification (Codification) and consider the various staff accounting bulletins and other applicable guidance issued by the SEC. GAAP, as set forth within the Codification, requires us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue Recognition
- Business Combinations
- Goodwill and Intangible Assets—Impairment Assessments
- Accounting for Income Taxes
- Legal and Other Contingencies
- Stock-Based Compensation
- Allowances for Doubtful Accounts

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. Our senior management has reviewed these critical accounting policies and related disclosures with the Finance and Audit Committee of our Board of Directors.

During the first half of fiscal 2013, there were no significant changes to our critical accounting policies and estimates. Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended May 31, 2012 provides a more complete discussion of our critical accounting policies and estimates.

Results of Operations

Impact of Acquisitions

The comparability of our operating results in the second quarter and first half of fiscal 2013 compared to the same periods of fiscal 2012 is impacted by our acquisitions, primarily our acquisitions of Taleo Corporation (Taleo) in the fourth quarter of fiscal 2012 and RightNow Technologies, Inc. (RightNow) in the third quarter of fiscal 2012.

In our discussion of changes in our results of operations from the second quarter and first half of fiscal 2013 compared to the same periods of fiscal 2012, we quantify the contributions of our acquired products (for acquisitions that were completed since the beginning of fiscal 2012) to the growth in new software licenses and cloud software subscriptions revenues and to the growth in software license updates and product support

Table of Contents

revenues. The incremental contributions of our acquisitions to our other businesses and operating segments' revenues and expenses are not provided as they either were not separately identifiable due to the integration of these operating segments into our existing operations and/or were insignificant to our results of operations during the periods presented.

We caution readers that, while pre- and post-acquisition comparisons, as well as the quantified amounts themselves may provide indications of general trends, the acquisition information that we provide has inherent limitations for the following reasons:

- the quantifications cannot address the substantial effects attributable to changes in business strategies, including our sales force integration efforts. We believe that if our acquired companies had operated independently and sales forces had not been integrated, the relative mix of products sold would have been different; and
- although substantially all of our customers, including customers from acquired companies, renew their software license updates and product support contracts when the contracts are eligible for renewal and we strive to renew cloud software subscriptions contracts and hardware systems support contracts, the amounts shown as new software licenses and cloud software subscriptions deferred revenues, software license updates and product support deferred revenues, and hardware systems support deferred revenues in our supplemental disclosure related to certain charges (presented below) are not necessarily indicative of revenue improvements we will achieve upon contract renewal to the extent customers do not renew.

Seasonality

Our quarterly revenues have historically been affected by a variety of seasonal factors, including the structure of our sales force incentive compensation plans, which are common in the technology industry. Our total revenues and operating margins are typically highest in our fourth fiscal quarter and lowest in our first fiscal quarter. The operating margins of our businesses are generally affected by seasonal factors in a similar manner as our revenues (in particular, our new software licenses and cloud software subscriptions segment) as certain expenses within our cost structure are relatively fixed in the short term.

Constant Currency Presentation

Our international operations have provided and will continue to provide a significant portion of our total revenues and expenses. As a result, total revenues and expenses will continue to be affected by changes in the U.S. Dollar against major international currencies. In order to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency fluctuations, we compare the percent change in the results from one period to another period in this Quarterly Report using constant currency disclosure. To present this information, current and comparative prior period results for entities reporting in currencies other than U.S. Dollars are converted into U.S. Dollars at constant exchange rates (i.e. the rates in effect on May 31, 2012, which was the last day of our prior fiscal year) rather than the actual exchange rates in effect during the respective periods. For example, if an entity reporting in Euros had revenues of 1.0 million Euros from products sold on November 30, 2012 and November 30, 2011, our financial statements would reflect reported revenues of \$1.29 million in the first half of fiscal 2013 (using 1.29 as the month-end average exchange rate for the period) and \$1.34 million in the first half of fiscal 2012 (using 1.34 as the month-end average exchange rate for the period). The constant currency presentation would translate the results for the three and six months ended November 30, 2012 and 2011 using the May 31, 2012 exchange rate and indicate, in this example, no change in revenues during the period. In each of the tables below, we present the percent change based on actual, unrounded results in reported currency and in constant currency.

Table of Contents

Total Revenues and Operating Expenses

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Total Revenues by Geography:								
Americas	\$ 4,787	6%	6%	\$ 4,532	\$ 9,111	4%	5%	\$ 8,758
EMEA ⁽¹⁾	2,701	-2%	1%	2,756	5,084	-7%	0%	5,460
Asia Pacific ⁽²⁾	1,606	7%	7%	1,504	3,080	4%	7%	2,948
Total revenues	9,094	3%	5%	8,792	17,275	1%	4%	17,166
Total Operating Expenses	5,623	-1%	0%	5,681	10,925	-4%	-1%	11,372
Total Operating Margin	<u>\$ 3,471</u>	12%	13%	<u>\$ 3,111</u>	<u>\$ 6,350</u>	10%	14%	<u>\$ 5,794</u>
Total Operating Margin %	38%			35%	37%			34%
% Revenues by Geography:								
Americas	52%			52%	53%			51%
EMEA	30%			31%	29%			32%
Asia Pacific	18%			17%	18%			17%
Total Revenues by Business:								
Software	\$ 6,649	10%	11%	\$ 6,034	\$ 12,363	7%	10%	\$ 11,554
Hardware Systems	1,321	-16%	-16%	1,578	2,674	-18%	-15%	3,252
Services	1,124	-5%	-3%	1,180	2,238	-5%	-2%	2,360
Total revenues	<u>\$ 9,094</u>	3%	5%	<u>\$ 8,792</u>	<u>\$ 17,275</u>	1%	4%	<u>\$ 17,166</u>
% Revenues by Business:								
Software	73%			69%	72%			67%
Hardware Systems	15%			18%	15%			19%
Services	12%			13%	13%			14%

(1) Comprised of Europe, the Middle East and Africa

(2) Asia Pacific includes Japan

Fiscal Second Quarter 2013 Compared to Fiscal Second Quarter 2012: Excluding the effect of unfavorable foreign currency rate fluctuations of 2 percentage points, our total revenues increased in the second quarter of fiscal 2013 due to an increase in our software business revenues, which was attributable to growth in our new software licenses and cloud software subscriptions revenues and due to growth in our software license updates and product support revenues. On a constant currency basis, the contribution of our software business revenues to our total revenues growth in the second quarter of fiscal 2013 was partially offset by decreases in revenues from our hardware systems and services businesses.

Excluding the effect of favorable foreign currency rate fluctuations of 1 percentage point, total operating expenses were relatively flat in the second quarter of fiscal 2013. In constant currency, our research and development expenses and sales and marketing expenses increased during the second quarter of fiscal 2013 due primarily to higher employee related expenses associated with increased headcount, and our restructuring expenses increased due to recent actions taken pursuant to our Fiscal 2013 Oracle Restructuring Plan. These expense increases were offset by constant currency expense decreases during the second quarter of fiscal 2013 in most of our other lines of business due to lower variable compensation expenses, lower external contractor expenses, and a reduction in certain legal costs; lower hardware systems products costs associated with lower hardware systems products revenues; and a \$145 million acquisition related benefit (described further below).

On a constant currency basis, our operating margin and our operating margin as a percentage of revenues increased during the second quarter of fiscal 2013 as our total revenues increased at a faster rate than our total operating expenses.

Table of Contents

First Half Fiscal 2013 Compared to First Half Fiscal 2012: Excluding the effect of unfavorable foreign currency rate fluctuations of 3 percentage points, our total revenues increased in the first half of fiscal 2013 due primarily to the same reasons as noted above.

Excluding the effect of favorable foreign currency rate fluctuations of 3 percentage points, total operating expenses decreased in the first half of fiscal 2013 primarily due to similar reasons as noted above and a \$306 million benefit that we recorded during the first quarter of fiscal 2013 related to certain litigation (see Note 14 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for additional information). These decreases in our total expenses were partially offset by constant currency expense increases due to similar reasons as noted above.

On a constant currency basis, our operating margin and our operating margin as a percentage of revenues increased during the first half of fiscal 2013 due to the increase in our total revenues and decrease in our total operating expenses.

Supplemental Disclosure Related to Certain Charges

To supplement our consolidated financial information, we believe the following information is helpful to an overall understanding of our past financial performance and prospects for the future. You should review the introduction under “Impact of Acquisitions” (above) for a discussion of the inherent limitations in comparing pre- and post-acquisition information.

Our operating results included the following business combination accounting adjustments and expenses related to acquisitions, as well as certain other significant expense and income items:

(in millions)	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
New software licenses and cloud software subscriptions deferred revenues ⁽¹⁾	\$ 12	\$ —	\$ 31	\$ —
Software license updates and product support deferred revenues ⁽¹⁾	4	10	8	24
Hardware systems support deferred revenues ⁽¹⁾	3	9	8	19
Amortization of intangible assets ⁽²⁾	584	592	1,203	1,184
Acquisition related and other ⁽³⁾⁽⁵⁾	(121)	5	(380)	25
Restructuring ⁽⁴⁾	131	52	276	154
Stock-based compensation ⁽⁵⁾	188	150	365	295
Income tax effects ⁽⁶⁾	(260)	(226)	(390)	(483)
	<u>\$ 541</u>	<u>\$ 592</u>	<u>\$ 1,121</u>	<u>\$ 1,218</u>

⁽¹⁾ In connection with our acquisitions, we have estimated the fair values of the cloud software subscriptions, software support and hardware systems support obligations assumed. Due to our application of business combination accounting rules, we did not recognize new software licenses and cloud software subscriptions revenues related to contracts that would have otherwise been recorded by the acquired businesses as independent entities in the amounts of \$12 million and \$31 million for the three and six months ended November 30, 2012, respectively. We also did not recognize software license updates and product support revenues related to software support contracts that would have otherwise been recorded by the acquired businesses as independent entities in the amounts of \$4 million and \$10 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$24 million for the six months ended November 30, 2012 and 2011, respectively. In addition, we did not recognize hardware systems support revenues related to hardware systems support contracts that would have otherwise been recorded by the acquired businesses as independent entities in the amounts of \$3 million and \$9 million for the three months ended November 30, 2012 and 2011, respectively, and \$8 million and \$19 million for the six months ended November 30, 2012 and 2011, respectively.

Approximately \$5 million of estimated new software licenses and cloud software subscriptions revenues assumed will not be recognized during the remainder of fiscal 2013 that would have otherwise been recognized as revenues by the acquired businesses as independent entities due to the application of the aforementioned business combination accounting rules. Approximately \$5 million and \$2 million of estimated software license updates and product support revenues related to software support contracts assumed will not be recognized during the remainder of fiscal 2013 and fiscal 2014, respectively, that would have otherwise been recognized by the acquired businesses as independent entities due to the application of the aforementioned business combination accounting rules. Approximately \$5 million and \$2 million of estimated hardware systems support revenues related to hardware systems support contracts assumed will not be recognized during the remainder of fiscal 2013 and fiscal 2014, respectively, that would have otherwise been recognized by certain acquired companies as independent entities due to the application of the aforementioned business combination accounting rules. To the extent customers renew these contracts with us, we expect to recognize revenues for the full contracts' values over the respective contracts' renewal periods.

Table of Contents

- (2) Represents the amortization of intangible assets substantially all of which were acquired in connection with our acquisitions. As of November 30, 2012, estimated future amortization expenses related to intangible assets were as follows (in millions):

Remainder of Fiscal 2013	\$ 1,140
Fiscal 2014	1,972
Fiscal 2015	1,522
Fiscal 2016	967
Fiscal 2017	408
Fiscal 2018	284
Thereafter	569
Total intangible assets subject to amortization	6,862
In-process research and development	11
Total intangible assets, net	<u>\$ 6,873</u>

- (3) Acquisition related and other expenses primarily consist of personnel related costs for transitional and certain other employees, stock-based compensation expenses, integration related professional services, certain business combination adjustments including certain adjustments after the measurement period has ended and changes in fair value of contingent consideration payable and certain other operating items, net. In the first half of fiscal 2013, acquisition related and other expenses included a benefit of \$306 million related to certain litigation (see Note 14 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for additional information), and a net benefit of \$129 million due to an acquisition related item (see Note 2 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for additional information).
- (4) The significant majority of restructuring expenses during the first half of fiscal 2013 related to employee severance and facility exit costs in connection with our Fiscal 2013 Oracle Restructuring Plan (the 2013 Restructuring Plan). Restructuring expenses during the first half of fiscal 2012 primarily related to costs incurred pursuant to our Sun Restructuring Plan. Additional information regarding certain of our restructuring plans is provided in Note 7 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report.
- (5) Stock-based compensation was included in the following operating expense line items of our condensed consolidated statements of operations (in millions):

	Three Months Ended November 30,		Six Months Ended November 30,	
	2012	2011	2012	2011
Sales and marketing	\$ 43	\$ 29	\$ 81	\$ 55
Software license updates and product support	5	5	10	8
Hardware systems products	1	—	1	1
Hardware systems support	1	2	2	3
Services	8	6	17	10
Research and development	89	68	172	139
General and administrative	41	40	82	79
Subtotal	188	150	365	295
Acquisition related and other	4	2	21	3
Total stock-based compensation	<u>\$ 192</u>	<u>\$ 152</u>	<u>\$ 386</u>	<u>\$ 298</u>

Stock-based compensation included in acquisition related and other expenses resulted from unvested stock options and restricted stock-based awards assumed from acquisitions whose vesting was accelerated upon termination of the employees pursuant to the terms of those stock options and restricted stock-based awards.

- (6) The income tax effects presented were calculated as if the above described charges were not included in our results of operations for each of the respective periods presented. Income tax effects for the three months ended November 30, 2012 were calculated based on the applicable jurisdictional tax rates applied to the items within the table above and resulted in an effective tax rate of 23.5%, instead of 21.3%, which represented our effective tax rate as derived per our condensed consolidated statement of operations, primarily due to the net tax effects of acquisition related items, including the tax effects of amortization of intangible assets. Income tax effects for the first half of fiscal 2013 were calculated reflecting an effective tax rate of 23.5%, instead of 22.9%, which represented our effective tax rate as derived per our condensed consolidated statement of operations, primarily due to the net tax effects of acquisition related items, including the tax effects of amortization of intangible assets, partially offset by the disproportionate tax rate impact of certain discrete items for the period. Income tax effects for the second quarter of fiscal 2012 were calculated reflecting an effective tax rate of 26.3%, instead of 25.9%, which represented our effective tax rate as derived per our condensed consolidated statement of operations, primarily due to differences in jurisdictional tax rates and the related tax benefits attributable to our restructuring expenses. Income tax effects for the first half of fiscal 2012 were calculated reflecting an effective tax rate of 26.4%, instead of 25.8%, which represented our effective tax rate as derived per our condensed consolidated statement of operations, primarily due to income tax effects related to our acquired tax exposures, and the differences in jurisdictional tax rates and the related tax benefits attributable to our restructuring expenses.

Table of Contents

Software Business

Our software business consists of our new software licenses and cloud software subscriptions segment and software license updates and product support segment.

New Software Licenses and Cloud Software Subscriptions: New software licenses revenues represent fees earned from granting customers licenses to use our database and middleware and our application software products. Cloud software subscriptions revenues represent fees earned from granting customers access to select Oracle software applications and software platforms on a subscription basis in a secure, standards-based cloud computing environment that includes access, hosting, infrastructure management, the use of software updates, and support. We continue to place significant emphasis, both domestically and internationally, on direct sales through our own sales force. We also continue to market our products through indirect channels. Expenses associated with our new software licenses and cloud software subscriptions revenues are included in sales and marketing expenses, which are largely personnel related and include commissions earned by our sales force for the sale of our software offerings, marketing program costs, the cost of providing cloud software subscriptions services and amortization of intangible assets.

(Dollars in millions)	Three Months Ended November 30,			Six Months Ended November 30,				
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
New Software Licenses and Cloud Software Subscriptions Revenues:								
Americas	\$ 1,253	22%	22%	\$ 1,027	\$ 2,066	18%	19%	\$ 1,754
EMEA	641	10%	12%	584	1,044	2%	8%	1,024
Asia Pacific	495	13%	13%	437	853	11%	13%	768
Total revenues	2,389	17%	18%	2,048	3,963	12%	14%	3,546
Expenses:								
Sales and marketing ⁽¹⁾	1,505	9%	10%	1,382	2,784	3%	6%	2,708
Stock-based compensation	41	43%	43%	28	79	44%	44%	54
Amortization of intangible assets ⁽²⁾	242	27%	27%	190	489	30%	30%	378
Total expenses	1,788	12%	13%	1,600	3,352	7%	9%	3,140
Total Margin	\$ 601	34%	34%	\$ 448	\$ 611	50%	53%	\$ 406
Total Margin %	25%			22%	15%			11%
% Revenues by Geography:								
Americas	52%			50%	52%			49%
EMEA	27%			29%	26%			29%
Asia Pacific	21%			21%	22%			22%

⁽¹⁾ Excluding stock-based compensation

⁽²⁾ Included as a component of 'Amortization of Intangible Assets' in our condensed consolidated statements of operations

Fiscal Second Quarter 2013 Compared to Fiscal Second Quarter 2012: Excluding the effect of unfavorable currency rate fluctuations of 1 percentage point, total new software licenses and cloud software subscriptions revenues increased by 18% in the second quarter of fiscal 2013 due to growth across all major regions and product types and incremental revenues from our acquisitions. Excluding the effect of currency rate fluctuations, the Americas contributed 65%, EMEA contributed 19% and Asia Pacific contributed 16% to the increase in new software licenses and cloud software subscriptions revenues during the second quarter of fiscal 2013.

Our new software licenses revenues were \$2.2 billion and \$2.0 billion in the second quarters of fiscal 2013 and 2012, respectively. Our cloud software subscriptions revenues were \$218 million and \$89 million in the second quarters of fiscal 2013 and 2012, respectively. In constant currency, new software licenses revenues and cloud software subscriptions revenues increased by 12% and 145%, respectively, in the second quarter of fiscal 2013 due to improved customer demand for our software product offerings, our sales force's execution and

Table of Contents

incremental revenues from our acquisitions. In reported currency, our recent acquisitions contributed \$144 million of growth to our total new software licenses and cloud software subscriptions revenues during the second quarter of fiscal 2013.

In constant currency, our new software licenses and cloud software subscriptions revenues increased over the trailing 4-quarters by 12% for similar reasons as noted above.

As a result of our acquisitions, we recorded adjustments to reduce assumed cloud software subscriptions obligations to their estimated fair values at the acquisition dates. Due to our application of business combination accounting rules, cloud software subscriptions revenues in the amount of \$12 million that would have been otherwise recorded by our acquired businesses as independent entities were not recognized in the second quarter of fiscal 2013. To the extent underlying cloud software subscriptions contracts are renewed with us following an acquisition, we will recognize the revenues for the full values of the cloud software subscriptions contracts over the respective contractual periods.

In reported currency, new software licenses revenues earned from transactions of \$3 million or greater increased by 56% in the second quarter of fiscal 2013 and represented 27% of our total new software licenses and cloud software subscriptions revenues in the second quarter of fiscal 2013 in comparison to 20% in the second quarter of fiscal 2012.

Excluding the effect of favorable currency rate fluctuations of 1 percentage point, total new software licenses and cloud software subscriptions expenses increased in the second quarter of fiscal 2013 primarily due to higher employee related expenses from increased headcount and higher intangible asset amortization.

Excluding the effect of currency rate fluctuations, total new software licenses and cloud software subscriptions margin and margin as a percentage of revenues increased during the second quarter of fiscal 2013 as our total revenues associated with this segment increased at a faster rate than our total expenses.

First Half Fiscal 2013 Compared to First Half Fiscal 2012: Excluding the effect of unfavorable currency rate fluctuations of 2 percentage points, total new software licenses and cloud software subscriptions revenues increased in the first half of fiscal 2013 primarily due to the same reasons as noted above. Excluding the effect of currency rate fluctuations, the Americas contributed 66%, EMEA contributed 15% and Asia Pacific contributed 19% to the increase in new software licenses and cloud software subscriptions revenues during the first half of fiscal 2013.

Our new software licenses revenues were \$3.5 billion and \$3.4 billion in the first half of fiscal 2013 and 2012, respectively. Our cloud software subscriptions revenues were \$421 million and \$174 million in the first half of fiscal 2013 and 2012, respectively. In constant currency, new software licenses revenues and cloud software subscriptions revenues increased by 8% and 142%, respectively, in the first half of fiscal 2013 primarily due to the same reasons as noted above. In reported currency, cloud software subscriptions revenues in the amount of \$31 million that would have been otherwise recorded by our acquired businesses as independent entities were not recognized in the first half of fiscal 2013 due to business combination accounting rules.

In reported currency, our recent acquisitions contributed \$274 million of growth to our total new software licenses and cloud software subscriptions revenues during the first half of fiscal 2013. In reported currency, new software licenses revenues earned from transactions of \$3 million or greater increased by 36% in the first half of fiscal 2013 and represented 25% of our total new software licenses and cloud software subscriptions revenues in the first half of fiscal 2013 in comparison to 21% in the first half of fiscal 2012.

Excluding the effect of favorable currency rate fluctuations of 2 percentage points, total new software licenses and cloud software subscriptions expenses increased in the first half of fiscal 2013 primarily due to the same reasons as noted above, partially offset by a decrease in certain legal expenses.

Excluding the effect of currency rate fluctuations, total new software licenses and cloud software subscriptions margin and margin as a percentage of revenues increased during the first half of fiscal 2013 as our total revenues associated with this segment increased at a faster rate than our total expenses.

Software License Updates and Product Support: Software license updates grant customers rights to unspecified software product upgrades and maintenance releases issued during the support period. Product

Table of Contents

support includes internet access to technical content as well as internet and telephone access to technical support personnel in our global support centers. Expenses associated with our software license updates and product support line of business include the cost of providing the support services, largely personnel related expenses, and the amortization of our intangible assets associated with software support contracts and customer relationships obtained from acquisitions.

	Three Months Ended November 30,				Six Months Ended November 30,			
		Percent Change				Percent Change		
(Dollars in millions)	2012	Actual	Constant	2011	2012	Actual	Constant	2011
Software License Updates and Product Support Revenues:								
Americas	\$ 2,301	9%	9%	\$ 2,114	\$ 4,557	8%	9%	\$ 4,238
EMEA	1,333	3%	7%	1,290	2,612	0%	8%	2,610
Asia Pacific	626	8%	8%	582	1,231	6%	8%	1,160
Total revenues	4,260	7%	8%	3,986	8,400	5%	8%	8,008
Expenses:								
Software license updates and product support ⁽¹⁾	265	-9%	-8%	293	543	-7%	-4%	586
Stock-based compensation	5	8%	8%	5	10	18%	18%	8
Amortization of intangible assets ⁽²⁾	212	-2%	-2%	217	422	-1%	-1%	428
Total expenses	482	-6%	-6%	515	975	-5%	-3%	1,022
Total Margin	\$ 3,778	9%	10%	\$ 3,471	\$ 7,425	6%	10%	\$ 6,986
Total Margin %	89%			87%	88%			87%
% Revenues by Geography:								
Americas	54%			53%	54%			53%
EMEA	31%			32%	31%			33%
Asia Pacific	15%			15%	15%			14%

⁽¹⁾ Excluding stock-based compensation

⁽²⁾ Included as a component of 'Amortization of Intangible Assets' in our condensed consolidated statements of operations

Fiscal Second Quarter 2013 Compared to Fiscal Second Quarter 2012: Excluding the effect of unfavorable currency rate fluctuations of 1 percentage point, software license updates and product support revenues increased in the second quarter of fiscal 2013 as a result of new software licenses sold (with substantially all customers electing to purchase software support contracts) during the trailing 4-quarter period, the renewal of substantially all of the software support customer base eligible for renewal during the trailing 4-quarter period and incremental revenues from recent acquisitions. Excluding the effect of currency rate fluctuations, the Americas contributed 60%, EMEA contributed 26% and Asia Pacific contributed 14% to the increase in software license updates and product support revenues during the second quarter of fiscal 2013.

In reported currency, software license updates and product support revenues in the second quarter of fiscal 2013 included incremental revenues of \$15 million from our recently acquired companies. As a result of our acquisitions, we recorded adjustments to reduce assumed software support obligations to their estimated fair values at the acquisition dates. Due to our application of business combination accounting rules, software license updates and product support revenues related to software support contracts in the amounts of \$4 million and \$10 million that would have been otherwise recorded by our acquired businesses as independent entities were not recognized in the second quarter of fiscal 2013 and fiscal 2012, respectively. Historically, substantially all of our customers, including customers from acquired companies, renew their software support contracts when such contracts are eligible for renewal. To the extent these underlying support contracts are renewed, we will recognize the revenues for the full values of these contracts over the respective support periods, the substantial majority of which are one year in duration.

Excluding the effect of foreign currency rate fluctuations, total software license updates and product support expenses decreased primarily due to a decrease in certain non-income based taxes and lower amortization of intangible assets.

Table of Contents

Excluding the effect of currency rate fluctuations, total software license updates and product support margin and margin as a percentage of revenues increased as our total revenues for this segment increased while our operating expenses decreased.

First Half Fiscal 2013 Compared to First Half Fiscal 2012: Excluding the effect of unfavorable currency rate fluctuations of 3 percentage points, software license updates and product support revenues increased in the first half of fiscal 2013 primarily due to the same reasons as noted above. Excluding the effect of currency rate fluctuations, the Americas contributed 57%, EMEA contributed 28% and Asia Pacific contributed 15% to the increase in software license updates and product support revenues during the first half of fiscal 2013.

In reported currency, software license updates and product support revenues in the first half of fiscal 2013 included incremental revenues of \$34 million from our recently acquired companies. Due to our application of business combination accounting rules, software license updates and product support revenues related to software support contracts in the amounts of \$8 million and \$24 million that would have been otherwise recorded by our acquired businesses as independent entities were not recognized in the first half of fiscal 2013 and fiscal 2012, respectively.

Excluding the effect of foreign currency rate fluctuations, total software license updates and product support expenses decreased, and margin and margin as a percentage of revenues increased primarily due to the same reasons as noted above.

Hardware Systems Business

Our hardware systems business consists of our hardware systems products segment and hardware systems support segment.

Hardware Systems Products: Hardware systems products revenues are primarily generated from the sales of our computer server and storage products and include sales of our Oracle Engineered Systems. We market and sell our hardware systems products through our direct sales force and indirect channels such as independent distributors and value added resellers. Operating expenses associated with our hardware systems products include the cost of hardware systems products, which consists of expenses for materials and labor used to produce these products by our internal manufacturing operations or by third party manufacturers, warranty expenses and the impact of periodic changes in inventory valuation, including the impact of inventory determined to be excess and obsolete. Operating expenses associated with our hardware systems products also include sales and marketing expenses, which are largely personnel related and include variable compensation earned by our sales force for the sales of our hardware products, and amortization of intangible assets.

Table of Contents

	Three Months Ended November 30,				Six Months Ended November 30,			
		Percent Change				Percent Change		
(Dollars in millions)	2012	Actual	Constant	2011	2012	Actual	Constant	2011
Hardware Systems Products Revenues:								
Americas	\$ 370	-25%	-25%	\$ 496	\$ 750	-23%	-22%	\$ 971
EMEA	198	-27%	-25%	272	413	-33%	-28%	615
Asia Pacific.	166	-10%	-12%	185	350	-11%	-11%	395
Total revenues	734	-23%	-23%	953	1,513	-24%	-22%	1,981
Expenses:								
Hardware systems products ⁽¹⁾	366	-22%	-22%	471	750	-20%	-18%	942
Sales and marketing ⁽¹⁾	225	-21%	-20%	286	454	-20%	-17%	564
Stock-based compensation	3	198%	198%	1	3	70%	70%	2
Amortization of intangible assets ⁽²⁾	76	-20%	-20%	95	164	-18%	-18%	200
Total expenses	670	-21%	-21%	853	1,371	-20%	-18%	1,708
Total Margin	<u>\$ 64</u>	-35%	-36%	<u>\$ 100</u>	<u>\$ 142</u>	-48%	-46%	<u>\$ 273</u>
Total Margin %	9%			11%	9%			14%
% Revenues by Geography:								
Americas	50%			52%	50%			49%
EMEA	27%			29%	27%			31%
Asia Pacific	23%			19%	23%			20%

⁽¹⁾ Excluding stock-based compensation

⁽²⁾ Included as a component of 'Amortization of Intangible Assets' in our condensed consolidated statements of operations

On a constant currency basis, hardware systems products revenues decreased in the fiscal 2013 periods presented primarily due to reductions in the sales volumes of certain of our legacy product lines, including lower margin products. These revenue decreases were partially offset by increases in hardware revenues attributable to our Oracle Engineered Systems.

On a constant currency basis, total hardware systems products operating expenses declined in the fiscal 2013 periods presented primarily due to a reduction in hardware systems products costs associated with lower hardware revenues, a decrease in employee related expenses due to decreased headcount, and lower intangible asset amortization.

Excluding the effect of currency rate fluctuations, total hardware systems products margin and margin as a percentage of revenues decreased in the fiscal 2013 periods presented primarily due to the decreases in our hardware revenues.

Table of Contents

Hardware Systems Support: Our hardware systems support offerings provide customers with software updates for the software components that are essential to the functionality of our hardware systems and can include product repairs, maintenance services and technical support services. Expenses associated with our hardware systems support operating segment include the cost of materials used to repair customer products, the cost of providing support services, largely personnel related expenses, and the amortization of our intangible assets associated with hardware systems support contracts and customer relationships obtained from our acquisitions.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Hardware Systems Support Revenues:								
Americas	\$ 278	-2%	-2%	\$ 285	\$ 550	-6%	-5%	\$ 584
EMEA	192	-15%	-13%	227	380	-18%	-12%	463
Asia Pacific	117	3%	3%	113	231	3%	5%	224
Total revenues	587	-6%	-5%	625	1,161	-9%	-6%	1,271
Expenses:								
Hardware systems support ⁽¹⁾	226	-12%	-11%	256	449	-17%	-13%	538
Stock-based compensation	1	-23%	-23%	2	2	-29%	-29%	3
Amortization of intangible assets ⁽²⁾	48	-37%	-37%	77	114	-25%	-25%	152
Total expenses	275	-18%	-17%	335	565	-19%	-16%	693
Total Margin	\$ 312	7%	8%	\$ 290	\$ 596	3%	7%	\$ 578
Total Margin %	53%			46%	51%			45%
% Revenues by Geography:								
Americas	47%			46%	47%			46%
EMEA	33%			36%	33%			36%
Asia Pacific	20%			18%	20%			18%

⁽¹⁾ Excluding stock-based compensation

⁽²⁾ Included as a component of 'Amortization of Intangible Assets' in our condensed consolidated statements of operations

Excluding the impact of unfavorable currency rate fluctuations, hardware systems support revenues decreased in the fiscal 2013 periods presented primarily due to reductions in sales volumes of certain of our legacy hardware systems product lines. As a result of our acquisitions, we recorded adjustments to reduce assumed hardware systems support obligations to their estimated fair values at the acquisition dates. Due to our application of business combination accounting rules, hardware systems support revenues related to hardware systems support contracts in the amounts of \$3 million and \$9 million that would have been otherwise reported by our acquired businesses as independent entities were not recognized in the second quarter of fiscal 2013 and fiscal 2012, respectively, and \$8 million and \$19 million were not recognized in the first half of fiscal 2013 and fiscal 2012, respectively. To the extent these underlying hardware systems support contracts are renewed, we will recognize the revenues for the full value of these contracts over the future support periods.

Excluding the effect of favorable currency rate fluctuations, total hardware systems support expenses decreased in the fiscal 2013 periods presented primarily due to a reduction in employee related expenses attributable to decreased headcount, reduced service delivery costs due to operational initiatives, and lower amortization of intangible assets.

Excluding the effect of currency rate fluctuations, total hardware systems support margin and margin as a percentage of total revenues increased in the fiscal 2013 periods presented due to a reduction in our total hardware systems support expenses.

Table of Contents

Services Business

Our services business consists of consulting, managed cloud services and education services. Consulting revenues are earned by providing services to customers in business and IT strategy alignment, enterprise architecture planning and design, initial product implementation and integration and ongoing product enhancements and upgrades. Managed cloud services revenues are earned by providing services for comprehensive software and hardware management and maintenance services for customers hosted at our Oracle data center facilities, select partner data centers or physically on-premise at customer facilities. Additionally, we provide support services, both on-premise and remote, to customers to enable increased performance and higher availability of their products and services. Education revenues are earned by providing instructor-led, media-based and internet-based training in the use of our software and hardware products. The cost of providing our services consists primarily of personnel related expenses, technology infrastructure expenditures, facilities expenses and external contractor expenses.

	Three Months Ended November 30,				Six Months Ended November 30,			
		Percent Change				Percent Change		
(Dollars in millions)	2012	Actual	Constant	2011	2012	Actual	Constant	2011
Services Revenues:								
Americas	\$ 585	-4%	-3%	\$ 610	\$ 1,188	-2%	0%	\$ 1,211
EMEA	337	-12%	-10%	383	635	-15%	-9%	748
Asia Pacific	202	8%	10%	187	415	4%	8%	401
Total revenues	1,124	-5%	-3%	1,180	2,238	-5%	-2%	2,360
Expenses:								
Services ⁽¹⁾	922	0%	2%	923	1,797	-3%	1%	1,855
Stock-based compensation	8	31%	31%	6	17	66%	66%	10
Amortization of intangible assets ⁽²⁾	6	-54%	-54%	13	14	-46%	-46%	26
Total expenses	936	-1%	1%	942	1,828	-3%	0%	1,891
Total Margin	\$ 188	-21%	-20%	\$ 238	\$ 410	-13%	-10%	\$ 469
Total Margin %	17%			20%	18%			20%
% Revenues by Geography:								
Americas	52%			52%	53%			51%
EMEA	30%			32%	28%			32%
Asia Pacific	18%			16%	19%			17%

⁽¹⁾ Excluding stock-based compensation

⁽²⁾ Included as a component of 'Amortization of Intangible Assets' in our condensed consolidated statements of operations

On a constant currency basis, our total services revenues decreased modestly in the fiscal 2013 periods presented for each of our services offerings. Excluding the impact of currency rate fluctuations, decreases in services revenues in the Americas and EMEA were partially offset by increases in services revenues in APAC.

Excluding the impact of favorable currency rate fluctuations, total services expenses increased primarily due to an increase in consulting expenses that resulted from modestly higher headcount and certain other expense increases. These expense increases were partially offset by constant currency expense decreases in our managed cloud services and education services offerings, which consisted primarily of decreases in external contractor costs, and lower intangible asset amortization.

Table of Contents

Excluding the effect of currency rate fluctuations, total services margin and margin as a percentage of revenues decreased during the fiscal 2013 periods presented primarily due to our decreases in revenues.

Research and Development Expenses: Research and development expenses consist primarily of personnel related expenditures. We intend to continue to invest significantly in our research and development efforts because, in our judgment, they are essential to maintaining our competitive position.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Research and development ⁽¹⁾	\$ 1,110	7%	8%	\$ 1,034	\$ 2,228	11%	13%	\$ 2,013
Stock-based compensation	89	30%	30%	68	172	23%	23%	139
Total expenses	<u>\$ 1,199</u>	<u>9%</u>	<u>10%</u>	<u>\$ 1,102</u>	<u>\$ 2,400</u>	<u>11%</u>	<u>13%</u>	<u>\$ 2,152</u>
% of Total Revenues	13%			13%	14%			13%

⁽¹⁾ Excluding stock-based compensation

On a constant currency basis, total research and development expenses increased during the fiscal 2013 periods presented primarily due to an increase in employee related expenses including salaries, benefits and stock-based compensation from increased headcount.

General and Administrative Expenses: General and administrative expenses primarily consist of personnel related expenditures for information technology, finance, legal and human resources support functions.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
General and administrative ⁽¹⁾	\$ 222	-7%	-5%	\$ 237	\$ 456	-10%	-7%	\$ 508
Stock-based compensation	41	5%	5%	40	82	4%	4%	79
Total expenses	<u>\$ 263</u>	<u>-5%</u>	<u>-3%</u>	<u>\$ 277</u>	<u>\$ 538</u>	<u>-8%</u>	<u>-6%</u>	<u>\$ 587</u>
% of Total Revenues	3%			3%	3%			3%

⁽¹⁾ Excluding stock-based compensation

On a constant currency basis, total general and administrative expenses decreased during the fiscal 2013 periods presented due primarily to a decrease in professional fees.

Amortization of Intangible Assets:

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Software support agreements and related relationships	\$ 146	0%	0%	\$ 146	\$ 292	1%	1%	\$ 290
Hardware systems support agreements and related relationships	30	0%	0%	30	60	2%	2%	59
Developed technology	204	-9%	-9%	223	424	-7%	-7%	457
Core technology	82	-7%	-7%	88	164	-2%	-2%	168
Customer relationships and contract backlog	80	-6%	-6%	85	180	6%	6%	170
Cloud software subscriptions and related relationships	26	767%	767%	3	52	643%	643%	7
Trademarks	16	-6%	-6%	17	31	-6%	-6%	33
Total amortization of intangible assets	<u>\$ 584</u>	<u>-1%</u>	<u>-1%</u>	<u>\$ 592</u>	<u>\$ 1,203</u>	<u>2%</u>	<u>2%</u>	<u>\$ 1,184</u>

Fiscal Second Quarter 2013 Compared to Fiscal Second Quarter 2012: Amortization of intangible assets decreased in the second quarter of fiscal 2013 as certain of our intangible assets pertaining to our acquisitions of Sun Microsystems, Inc. and certain other companies became fully amortized. These decreases were partially offset by additional amortization from intangible assets that we recently acquired in connection with our

Table of Contents

acquisitions, including our acquisitions of RightNow and Taleo in fiscal 2012, among others. Note 5 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report has additional information regarding our intangible assets and related amortization.

First Half Fiscal 2013 Compared to First Half Fiscal 2012: Amortization of intangible assets increased in the first half of fiscal 2013 due to additional amortization from our recent acquisitions, including our acquisitions of RightNow and Taleo in fiscal 2012, among others, and was partially offset by decreases in amortization of intangible assets in the second quarter of fiscal 2013 as noted above.

Acquisition Related and Other Expenses: Acquisition related and other expenses consist of personnel related costs for transitional and certain other employees, stock-based compensation expenses, integration related professional services, certain business combination adjustments including certain adjustments after the measurement period has ended and changes in fair value of contingent consideration payable (see Note 2 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report) and certain other operating items, net. Stock-based compensation expenses included in acquisition related and other expenses resulted from unvested stock options and restricted stock-based awards assumed from acquisitions whereby vesting was accelerated upon termination of the employees pursuant to the original terms of those stock options and restricted stock-based awards.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Transitional and other employee related costs	\$ 8	666%	461%	\$ 1	\$ 17	46%	53%	\$ 12
Stock-based compensation	4	72%	72%	2	21	651%	651%	3
Professional fees and other, net	12	254%	272%	(8)	(289)	-3,725%	-4,107%	(8)
Business combination adjustments, net	(145)	-1,629%	-1,624%	10	(129)	-848%	-885%	18
Total acquisition related and other expenses	<u>\$ (121)</u>	<u>-2,432%</u>	<u>-1,991%</u>	<u>\$ 5</u>	<u>\$ (380)</u>	<u>-1,647%</u>	<u>-1,696%</u>	<u>\$ 25</u>

Fiscal Second Quarter 2013 Compared to Fiscal Second Quarter 2012: On a constant currency basis, the decrease in acquisition related and other expenses during the second quarter of fiscal 2013 was primarily due to the change in fair value of contingent consideration payable, which resulted in a net benefit of \$145 million during the period (see Note 2 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for additional information).

First Half Fiscal 2013 Compared to First Half Fiscal 2012: On a constant currency basis, the decrease in our acquisition related and other expenses in the first half of fiscal 2013 was primarily due to the same reasons as noted above and a \$306 million benefit related to certain litigation (see Note 14 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for additional information).

Restructuring expenses: Restructuring expenses result from the execution of management approved restructuring plans that were generally developed to improve our cost structure and/or operations, often in conjunction with our acquisition integration strategies. Restructuring expenses consist of employee severance costs and may also include charges for duplicate facilities and other contract termination costs to improve our cost structure prospectively. For additional information regarding our restructuring plans, see Note 7 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Restructuring expenses	<u>\$ 131</u>	<u>151%</u>	<u>152%</u>	<u>\$ 52</u>	<u>\$ 276</u>	<u>80%</u>	<u>91%</u>	<u>\$ 154</u>

Restructuring expenses in the fiscal 2013 periods presented primarily related to the Fiscal 2013 Oracle Restructuring Plan (the 2013 Restructuring Plan), which our management approved, committed to and initiated in order to restructure and further improve efficiencies in our Oracle-based operations. The total estimated restructuring costs associated with the 2013 Restructuring Plan are \$297 million and will be recorded to the restructuring expense line item within our consolidated statements of operations as they are incurred. The total

Table of Contents

estimated remaining restructuring costs associated with the 2013 Restructuring Plan were approximately \$48 million as of November 30, 2012. The majority of the remaining costs are expected to be incurred through fiscal 2014. Our estimated costs may be subject to change in future periods.

Restructuring expenses in the first half of fiscal 2012 primarily related to our Sun Restructuring Plan. Note 9 of Notes to Consolidated Financial Statements as included in our Annual Report on Form 10-K for our fiscal year ended May 31, 2012 contains additional information pertaining to our Sun Restructuring Plan.

Interest Expense:

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Interest expense	\$ 195	2%	2%	\$ 192	\$ 382	0%	0%	\$ 384

Interest expense generally increased in the fiscal 2013 periods presented due to higher average borrowings resulting from our issuance of \$5.0 billion of senior notes in October 2012 (see Note 6 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report for additional information).

Non-Operating Income, net : Non-operating income, net consists primarily of interest income, net foreign currency exchange gains (losses), the noncontrolling interests in the net profits of our majority-owned subsidiaries (Oracle Financial Services Software Limited and Oracle Japan) and net other income (losses) including net realized gains and losses related to all of our investments and net unrealized gains and losses related to the small portion of our investment portfolio that we classify as trading.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Interest income	\$ 61	6%	9%	\$ 58	\$ 118	4%	10%	\$ 114
Foreign currency losses, net	(37)	250%	227%	(10)	(63)	57%	57%	(40)
Noncontrolling interests in income	(31)	28%	30%	(25)	(64)	23%	27%	(52)
Other income (losses), net	11	-40%	-40%	18	23	2,003%	1,930%	(1)
Total non-operating income, net	\$ 4	-91%	-90%	\$ 41	\$ 14	-29%	-2%	\$ 21

Fiscal Second Quarter 2013 Compared to Fiscal Second Quarter 2012: On a constant currency basis, our non-operating income, net decreased during the second quarter of fiscal 2013 primarily due to an increase in foreign currency transaction losses and due to an increase in noncontrolling interests in income of our majority owned subsidiaries.

First Half Fiscal 2013 Compared to First Half Fiscal 2012: On a constant currency basis our non-operating income, net decreased during the first half of fiscal 2013 for similar reasons as noted above, and was partially offset by an increase in other income, net due to favorable changes in the values of our marketable securities that we classify as trading that are held to support our deferred compensation plan obligations.

Table of Contents

Provision for Income Taxes: Our effective tax rate in all periods is the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rates. The provision for income taxes differs from the tax computed at the U.S. federal statutory income tax rate due primarily to earnings considered as indefinitely reinvested in foreign operations, state taxes, the U.S. research and development tax credit and the U.S. domestic production activity deduction. Future effective tax rates could be adversely affected if earnings are lower than anticipated in countries where we have lower statutory tax rates, by unfavorable changes in tax laws and regulations or by adverse rulings in tax related litigation.

(Dollars in millions)	Three Months Ended November 30,				Six Months Ended November 30,			
	2012	Percent Change		2011	2012	Percent Change		2011
		Actual	Constant			Actual	Constant	
Provision for income taxes	\$ 699	-9%	-8%	\$ 768	\$ 1,367	-2%	2%	\$ 1,399
Effective tax rate	21.3%			25.9%	22.9%			25.8%

Provision for income taxes decreased during the fiscal 2013 periods presented due to the favorable effects of an increase in the number of foreign subsidiaries in countries with lower statutory rates than the United States, the earnings of which we consider to be indefinitely reinvested outside the United States, partially offset by higher income before provision for income taxes.

Liquidity and Capital Resources

(Dollars in millions)	November 30,		May 31,	
	2012	Change	2012	
Working capital	\$ 28,782	17%	\$ 24,635	
Cash, cash equivalents and marketable securities	\$ 33,695	10%	\$ 30,676	

Working capital: The increase in working capital as of November 30, 2012 in comparison to May 31, 2012 was primarily due to our issuance of \$5.0 billion of senior notes in October 2012 and the favorable impact to our net current assets resulting from our net income during the first half of fiscal 2013, partially offset by cash used for repurchases of our common stock (we used \$6.1 billion of cash for common stock repurchases during the first half of fiscal 2013), cash used to pay dividends to our stockholders and cash used for acquisitions, all of which occurred during the first half of fiscal 2013. Our working capital may be impacted by some of the aforementioned factors in future periods, certain amounts and timing of which are variable.

Cash, cash equivalents and marketable securities: Cash and cash equivalents primarily consist of deposits held at major banks, Tier-1 commercial paper, U.S. Treasury obligations, U.S. government agency and government sponsored enterprise obligations, and other securities with original maturities of 90 days or less. Marketable securities primarily consist of time deposits held at major banks, Tier-1 commercial paper, corporate notes, U.S. Treasury obligations, U.S. government agency and government sponsored enterprise obligations and certain other securities. The increase in cash, cash equivalents and marketable securities at November 30, 2012 in comparison to May 31, 2012 was due to the issuance of \$5.0 billion of senior notes in October 2012 and an increase in cash generated from our operating activities, partially offset by \$6.1 billion of repurchases of our common stock, the repayment of \$1.7 billion of short-term borrowings pursuant to certain revolving credit facilities, cash used for acquisitions and the payment of cash dividends to our stockholders. Cash, cash equivalents and marketable securities included \$26.0 billion held by our foreign subsidiaries as of November 30, 2012, a significant portion of which was generated from the earnings of these foreign subsidiaries that we consider as indefinitely reinvested outside the United States. These undistributed earnings that are considered as indefinitely reinvested overseas would be subject to U.S. income tax if repatriated to the United States. The amount of cash, cash equivalents and marketable securities that we report in U.S. Dollars for a significant portion of the cash held by our foreign subsidiaries is subject to translation adjustments caused by changes in foreign currency exchange rates as of the end of each respective reporting period (the offset to which is recorded to accumulated other comprehensive income in our consolidated balance sheets and is also presented as a line item in our condensed consolidated statements of other comprehensive income included elsewhere in this Quarterly Report). As the U.S. Dollar generally weakened against certain major international currencies as of

Table of Contents

November 30, 2012 in comparison to May 31, 2012, the amount of cash, cash equivalents and marketable securities that we reported in U.S. Dollars for these subsidiaries generally increased as of November 30, 2012 relative to what we would have reported using constant currency rates as of May 31, 2012.

Days sales outstanding, which is calculated by dividing period end accounts receivable by average daily sales for the quarter, was 44 days at November 30, 2012 compared with 53 days at May 31, 2012. The days sales outstanding calculation excludes the revenue adjustments that reduce our acquired cloud software subscriptions obligations, software license updates and product support obligations and hardware systems support obligations to fair value. Our decline in days sales outstanding is primarily due to the collection, in our first half of fiscal 2013, of large software license and software support balances outstanding as of May 31, 2012.

(Dollars in millions)	Six Months Ended November 30,		
	2012	Change	2011
Cash provided by operating activities	\$ 6,466	-3%	\$ 6,676
Cash used for investing activities	\$(3,062)	-49%	\$(5,947)
Cash used for financing activities	\$(2,565)	-21%	\$(3,231)

Cash flows from operating activities: Our largest source of operating cash flows is cash collections from our customers following the purchase and renewal of their software license updates and product support agreements. Payments from customers for these support agreements are generally received near the beginning of the contracts' terms, which are generally one year in length. We also generate significant cash from new software licenses sales, sales of hardware systems products and hardware systems support arrangements and, to a lesser extent, services and cloud software subscriptions. Our primary uses of cash from operating activities are for employee related expenditures, material and manufacturing costs related to the production of our hardware systems products, taxes and leased facilities.

Net cash provided by operating activities decreased modestly in the first half of fiscal 2013 primarily due to an increase in cash used to pay income taxes during the first half of fiscal 2013, and certain other net cash unfavorable working capital movements, in each case compared to the first half of fiscal 2012. These cash unfavorable movements were partially offset by increased net income adjusted for amortization of intangible assets, stock-based compensation and depreciation, and a decrease in cash used to pay accrued compensation liabilities such as commissions and bonuses, in each case compared to the first half of fiscal 2012.

Cash flows from investing activities: The changes in cash flows from investing activities primarily relate to acquisitions and the timing of purchases, maturities and sales of our investments in marketable debt securities. We also use cash to invest in capital and other assets, including certain intangible assets, to support our growth.

Net cash used for investing activities decreased in the first half of fiscal 2013 primarily due to a decrease in net cash used to purchase marketable securities (net of proceeds received from sales and maturities).

Cash flows from financing activities: The changes in cash flows from financing activities primarily relate to borrowings and payments under debt facilities as well as stock repurchases, dividend payments and proceeds from stock option exercises.

Net cash used for financing activities in the first half of fiscal 2013 decreased in comparison to the first half of fiscal 2012 primarily due to our issuance of \$5.0 billion of senior notes in October 2012, partially offset by an increase in our common stock repurchases (we used \$6.1 billion of cash for common stock repurchases during the first half of fiscal 2013 in comparison to \$1.8 billion in the first half of fiscal 2012) and an increase in repayments of borrowings (we repaid \$1.7 billion of short-term borrowings pursuant to our revolving credit facilities during the first half of fiscal 2013 in comparison to our repayment of \$1.15 billion of short-term borrowings pursuant to our revolving credit facilities in the first half of fiscal 2012).

Free cash flow: To supplement our statements of cash flows presented on a GAAP basis, we use non-GAAP measures of cash flows on a trailing 4-quarter basis to analyze cash flows generated from our operations. We believe free cash flow is also useful as one of the bases for comparing our performance with our competitors. The presentation of non-GAAP free cash flow is not meant to be considered in isolation or as an alternative to net

Table of Contents

income as an indicator of our performance, or as an alternative to cash flows from operating activities as a measure of liquidity. We calculate free cash flows as follows:

(Dollars in millions)	Trailing 4-Quarters Ended November 30,		
	2012	Change	2011
Net cash provided by operating activities	\$13,533	3%	\$13,129
Capital expenditures ⁽¹⁾	(710)	42%	(500)
Free cash flow	\$12,823	2%	\$12,629
Net income	\$10,564		\$ 9,356
Free cash flow as percent of net income	121%		135%

⁽¹⁾ Represents capital expenditures as reported in cash flows from investing activities in our condensed consolidated statements of cash flows presented in accordance with U.S. generally accepted accounting principles.

Long-Term Customer Financing: We offer certain of our customers the option to acquire our software products, hardware systems products and services offerings through separate long-term payment contracts. We generally sell these contracts that we have financed for our customers on a non-recourse basis to financial institutions within 90 days of the contracts' dates of execution. We record the transfers of amounts due from customers to financial institutions as sales of financial assets because we are considered to have surrendered control of these financial assets. We financed \$491 million and \$424 million, respectively, or approximately 12%, of each of our new software licenses and cloud software subscriptions revenues in the first half of fiscal 2013 and 2012 and \$64 million and \$61 million, respectively, or approximately 4% and 3%, respectively, of our hardware systems products revenues in the first half of fiscal 2013 and 2012.

Recent Financing Activities:

Cash Dividends: In December 2012, our Board of Directors declared an accelerated second, third and fourth quarter of fiscal 2013 cash dividend totaling \$0.18 per share of outstanding common stock payable on December 21, 2012 to stockholders of record as of the close of business on December 14, 2012. This accelerated dividend is intended by our Board of Directors to be in lieu of quarterly dividends that we would have otherwise announced with our quarterly earnings results for the second, third and fourth quarters of fiscal 2013, and that would have been paid in calendar year 2013. The next opportunity for our Board of Directors to consider and approve the declaration of a dividend will be when we announce our earnings results for the first quarter of fiscal 2014, which ends on August 31, 2013. Future declarations of dividends and the establishment of future record and payment dates are subject to the final determination of our Board of Directors.

Senior Notes: In October 2012, we issued \$5.0 billion of fixed rate senior notes comprised of \$2.5 billion of 1.20% notes due October 2017 and \$2.5 billion of 2.50% notes due October 2022. We issued these senior notes for general corporate purposes, which may include stock repurchases, future acquisitions and repayment of indebtedness, including repayment of our \$1.25 billion of 4.95% senior notes due April 2013. Additional details regarding these senior notes are included in Note 6 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report.

Revolving Credit Agreement: On July 2, 2012, our revolving credit agreement with JPMorgan Chase Bank, N.A., as initial lender and administrative agent; and J.P. Morgan Securities, LLC, as sole lead arranger and sole bookrunner (the 2012 Credit Agreement) to borrow \$1.7 billion was repaid in full and the 2012 Credit Agreement expired pursuant to its terms.

Common Stock Repurchases: Our Board of Directors has approved a program for us to repurchase shares of our common stock. On June 18, 2012, we announced that our Board of Directors approved an expansion of our stock repurchase program by an additional \$10.0 billion. As of November 30, 2012, approximately \$7.0 billion remained available for stock repurchases under the stock repurchase program. Our stock repurchase authorization does not have an expiration date and the pace of our repurchase activity will depend on factors such as our working capital needs, our cash requirements for acquisitions and dividend repayments, our debt repayment obligations, our stock price and economic and market conditions. Our stock repurchases may be effected from

Table of Contents

time to time through open market purchases or pursuant to a Rule 10b5-1 plan. Our stock repurchase program may be accelerated, suspended, delayed or discontinued at any time.

Contractual Obligations: In October 2012, we issued \$5.0 billion of fixed rate senior notes comprised of \$2.5 billion of 1.20% notes due October 2017 and \$2.5 billion of 2.50% notes due October 2022. Additional details regarding these senior notes are included in Note 6 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report. During the first half of fiscal 2013, there were no other significant changes to our estimates of future payments under our fixed contractual obligations and commitments as presented in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for our fiscal year ended May 31, 2012.

We have agreed to acquire certain companies for amounts that are not material to our business and expect to close such acquisitions within the next twelve months. As described in Note 2 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report, we have contingent consideration payable as a result of our acquisition of Pillar Data Systems, Inc. that will settle in fiscal 2015.

We believe that our current cash, cash equivalents and marketable securities and cash generated from operations will be sufficient to meet our working capital, capital expenditures and contractual obligation requirements. In addition, we believe we could fund any future acquisitions, dividend payments and repurchases of common stock or debt with our internally available cash, cash equivalents and marketable securities, cash generated from operations, additional borrowings or from the issuance of additional securities.

Off-Balance Sheet Arrangements: We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Stock Options and Restricted Stock-Based Awards

Our stock-based compensation program is a key component of the compensation package we provide to attract and retain certain of our talented employees and align their interests with the interests of existing stockholders. We historically have granted only stock options to our employees and any restricted stock-based awards outstanding were assumed as a result of our acquisitions.

We recognize that stock options and restricted stock-based awards dilute existing stockholders and have sought to control the number of stock options and restricted stock-based awards granted while providing competitive compensation packages. Consistent with these dual goals, our cumulative potential dilution since June 1, 2009 has been a weighted average annualized rate of 1.6% per year. The potential dilution percentage is calculated as the average annualized new stock options or restricted stock-based awards granted and assumed, net of stock options and restricted stock-based awards forfeited by employees leaving the company, divided by the weighted average outstanding shares during the calculation period. This maximum potential dilution will only result if all stock options are exercised and restricted stock-based awards vest. Some of the outstanding stock options, which generally have a 10-year exercise period, have exercise prices higher than the current market price of our common stock. At November 30, 2012, 20.9% of our outstanding stock options had exercise prices in excess of the current market price. In recent years, our stock repurchase program has more than offset the dilutive effect of our stock-based compensation program; however, we may reduce the level of our stock repurchases in the future as we may use our available cash for acquisitions, to pay dividends, to repay or repurchase indebtedness or for other purposes. At November 30, 2012, the maximum potential dilution from all outstanding and unexercised stock options and restricted stock-based awards, regardless of when granted and regardless of whether vested or unvested and including stock options where the strike price is higher than the current market price, was 10.3%.

Recent Accounting Pronouncements

For information with respect to recent accounting pronouncements, if any, and the impact of these pronouncements on our consolidated financial statements, if any, see Note 1 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

During the first half of fiscal 2013, there were no significant changes to our quantitative and qualitative disclosures about market risk. Please refer to Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk included in our Annual Report on Form 10-K for our fiscal year ended May 31, 2012 for a more complete discussion of the market risks we encounter.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: Based on our management’s evaluation (with the participation of our Chief Executive Officer and our Chief Financial Officer), as of the end of the period covered by this Quarterly Report, our Chief Executive Officer and our Chief Financial Officer have concluded that our “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) were effective to provide reasonable assurance that the information required to be disclosed by us in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to our management (including our Chief Executive Officer and our Chief Financial Officer) as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting: There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls: Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Table of Contents

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The material set forth in Note 14 of Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for our fiscal year ended May 31, 2012. The risks discussed in our Annual Report on Form 10-K could materially affect our business, financial condition and future results. The risks described in our Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be insignificant also may materially and adversely affect our business, financial condition or operating results in the future.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Our Board of Directors has approved a program for us to repurchase shares of our common stock. On June 18, 2012, we announced that our Board of Directors approved an expansion of our stock repurchase program by an additional \$10.0 billion. Approximately \$7.0 billion remained available for stock repurchases as of November 30, 2012 pursuant to our stock repurchase program.

Our stock repurchase authorization does not have an expiration date and the pace of our repurchase activity will depend on factors such as our working capital needs, our cash requirements for acquisitions and dividend payments, our debt repayment obligations or repurchases of our debt, our stock price and economic and market conditions. Our stock repurchases may be effected from time to time through open market purchases or pursuant to a Rule 10b5-1 plan. Our stock repurchase program may be accelerated, suspended, delayed or discontinued at any time.

The following table summarizes the stock repurchase activity for the three months ended November 30, 2012 and the approximate dollar value of shares that may yet be purchased pursuant to our stock repurchase program:

	Total Number of	Average	Total Number of	Approximate Dollar
	Shares	Price Paid	Shares Purchased as	Value of Shares that
(in millions, except per share amounts)	Purchased	per Share	Part of Publicly Announced Program	May Yet Be Purchased Under the Program
September 1, 2012—September 30, 2012	28.5	\$ 32.25	28.5	\$ 9,124.8
October 1, 2012—October 31, 2012	33.6	\$ 31.14	33.6	\$ 8,078.6
November 1, 2012—November 30, 2012	34.0	\$ 30.75	34.0	\$ 7,034.0
Total	96.1	\$ 31.33	96.1	

Table of Contents

Item 6. Exhibits

Exhibit No.	Exhibit Description	Incorporated by Reference					Filed Herewith
		Form	File No.	Exhibit	Filing Date	Filed By	
4.10	Forms of 1.20% Note due 2017 and 2.50% Note due 2022, together with Officers' Certificate setting forth the terms of the Notes	8-K	000-51788	4.10	10/25/12	Oracle Corporation	
10.03*	Oracle Corporation Amended and Restated 1993 Directors' Stock Plan, as approved on November 7, 2012						X
31.01	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer						X
31.02	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer						X
32.01	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer						X
101	Interactive Data Files Pursuant to Rule 405 of Regulation S-T: (i) Condensed Consolidated Balance Sheets as of November 30, 2012 and May 31, 2012, (ii) Condensed Consolidated Statements of Operations for the three and six months ended November 30, 2012 and 2011, (iii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended November 30, 2012 and 2011 (iv) Condensed Consolidated Statements of Cash Flows for the six months ended November 30, 2012 and 2011 and (v) Notes to Condensed Consolidated Financial Statements						X

* Indicates management contract or compensatory plan or arrangement.

SIGNATURES

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

ORACLE CORPORATION

Date: December 21, 2012

By: /s/ S AFRA A. C ATZ
Safra A. Catz
President, Chief Financial Officer and Director

Date: December 21, 2012

By: /s/ W ILLIAM C OREY W EST
William Corey West
Senior Vice President, Corporate Controller and Chief
Accounting Officer

ORACLE CORPORATION

AMENDED AND RESTATED 1993 DIRECTORS' STOCK PLAN

(as amended and adjusted for stock splits through November 7, 2012)

1. Establishment and Purpose.

- (a) **Establishment** . There is hereby adopted the Amended and Restated 1993 Directors' Stock Plan (the "**Plan** ") of Oracle Corporation, a Delaware corporation (the "Company"), which amends and restates the 1993 Directors' Stock Option Plan which was originally adopted May 24, 1993, and was amended and restated on October 13, 2003; October 9, 2006; July 14, 2008; July 13, 2009 and November 7, 2012. The Plan is intended to provide a means whereby eligible members of the Board of Directors of the Company may be given an opportunity to acquire shares of Common Stock of the Company.
- (b) **Purpose** . The purpose of the Plan is to enable the Company to attract and retain the best available individuals for service as members of the Board of Directors of the Company, to provide additional incentive to such individuals while serving as directors, and to encourage their continued service on the Board of Directors.

2. Definitions.

As used herein, the following definitions shall apply:

- (a) "**Award** " shall mean any Option or other stock-based award granted hereunder.
- (b) "**Board**" shall mean the Board of Directors of the Company.
- (c) "**Code**" shall mean the Internal Revenue Code of 1986, as amended.
- (d) "**Committee** " shall mean the Committee or Committees referred to in Section 4 of the Plan. If at any time no Committee shall be in office or appointed by the Board to administer the Plan, then the functions of the Committee specified in the Plan shall be exercised by the Board.
- (e) "**Common Stock** " shall mean the Common Stock, \$.01 par value per share, of the Company.
- (f) "**Company**" shall mean Oracle Corporation, a Delaware corporation.
- (g) "**Continuous Status as a Director** " shall mean the absence of any interruption or termination of service as a Director.
- (h) "**Director** " shall mean a member of the Board.

-
- (i) **“Employee”** shall mean any person, including any officer or Director, who is an employee of the Company, or any Subsidiary of the Company, for purposes of tax withholding under the Code. The payment of a director’s fee by the Company shall not be sufficient in and of itself to constitute “employment” by the Company.
 - (j) **“Exchange Act”** shall mean the Securities Exchange Act of 1934, as amended.
 - (k) **“Fair Market Value”** shall mean, as of any date, the value of Common Stock determined as follows, unless otherwise determined by the Committee:
 - (i) the last reported sale price of the Common Stock of the Company on NASDAQ or, if no such reported sale takes place on any such day, the average of the closing bid and asked prices, or
 - (ii) if such Common Stock shall then be listed on another national securities exchange, the last reported sale price or, if no such reported sale takes place on any such day, the average of the closing bid and asked prices on the principal national securities exchange on which the Common Stock is listed or admitted to trading, or
 - (iii) if such Common Stock shall not be quoted on NASDAQ nor listed or admitted to trading on another national securities exchange, then the average of the closing bid and asked prices, as reported by The Wall Street Journal for the over-the-counter market, or
 - (iv) if none of the foregoing is applicable, then the Fair Market Value of a share of Common Stock shall be determined in good faith by the Committee in its discretion.
 - (l) **“Option”** shall mean an option to purchase shares of Common Stock granted pursuant to the Plan. All Options granted hereunder are not intended to qualify as incentive stock options under Section 422 of the Code.
 - (m) **“Optioned Stock”** shall mean the Common Stock subject to an Option.
 - (n) **“Optionee”** shall mean an Outside Director who receives an Option.
 - (o) **“Outside Director”** shall mean a Director who is not an Employee.
 - (p) **“Participant”** shall mean an Outside Director who receives an Award hereunder.
 - (q) **“Securities Act”** shall mean the Securities Act of 1933, as amended.
 - (r) **“Share”** shall mean a share of the Common Stock, as adjusted in accordance with Section 12 of the Plan.
 - (s) **“Subsidiary”** shall mean a “subsidiary corporation”, whether now or hereafter existing, as defined in Section 424(f) of the Code.

3. Shares Subject to the Plan. Subject to the provisions of Section 12 of the Plan, the maximum number of Shares which may be issued under the Plan after July 14, 2003 (including pursuant to the

exercise of Options outstanding as of such date) is 2,587,830 shares of Common Stock, of which not more than an aggregate of 1,800,000 Shares shall be available for Awards granted pursuant to Section 5(d) of the Plan. If an Award granted hereunder expires, terminates, becomes unexercisable or is forfeited for any reason, the underlying Shares shall become available for future grant under the Plan.

4. Administration of the Plan.

- (a) **Administrator** . The Plan shall be administered by the Board or by the Committee appointed by the Board, which shall consist of two or more members of the Board.
- (b) **Powers of the Committee** . Subject to the provisions and restrictions of the Plan, the Committee shall have the authority, in its discretion, to: (i) determine the Fair Market Value of the Common Stock; (ii) determine the exercise price per Share; (iii) interpret the Plan; (iv) subject to Section 13, amend the Plan or any Award; (v) authorize any person to execute on behalf of the Company any agreements or other documents in connection with the grant of an Award under the Plan; (vi) approve forms of agreement for use under the Plan; and (vii) make all other determinations deemed necessary or advisable for the administration of the Plan.
- (c) **Effects of Committee's Decision**. All decisions, determinations and interpretations of the Committee shall be final and binding on all holders of any Awards granted under the Plan.

5. Option grants.

- (a) **Automatic Grants** . All grants of Options hereunder shall be automatic and nondiscretionary and shall be made in accordance with the provisions of this Section 5, as may be amended by the Board or the Committee from time to time.
- (b) **Initial Grants** . As of the date on which any individual becomes an Outside Director, such individual shall be granted automatically an Option to purchase 60,000 shares.
- (c) **Subsequent Grants** . On May 31 of each year:
 - (i) each Outside Director shall be granted automatically an option to purchase 45,000 shares, provided that on such date the Outside Director has served on the Board for at least six months.
 - (ii) the Chairperson of the Finance and Audit Committee shall be granted automatically an Option to purchase 45,000 shares, provided that on such grant date the Outside Director has served on the Finance and Audit Committee for at least one year. If such Outside Director has served on the Finance and Audit Committee for less than one year from such grant date, such Outside Director shall be granted automatically an Option to purchase a pro rata amount of 45,000 shares based on the number of complete calendar months that such Outside Director served on the Finance and

Audit Committee during the one year prior to such grant date. This grant shall be in addition to the options granted under any other provision of Section 5(c) hereof.

- (iii) the Chairperson of the Compensation Committee shall be granted automatically an Option to purchase 45,000 shares, provided that on such date the Outside Director has served on the Compensation Committee for at least one year. If such Outside Director has served on the Compensation Committee for less than one year from such grant date, such Outside Director shall be granted automatically an Option to purchase a pro rata amount of 45,000 shares based on the number of complete calendar months that such Outside Director served on the Compensation Committee during the one year prior to such grant date. This grant shall be in addition to the options granted under any other provision of Section 5(c) hereof.
 - (iv) the Chairperson of the Nomination and Governance Committee shall be granted automatically an Option to purchase 15,000 shares, provided that on such date the Outside Director has served on the Nomination and Governance Committee for at least one year. If such Outside Director has served on the Nomination and Governance Committee for less than one year from such grant date, such Outside Director shall be granted automatically an Option to purchase a pro rata amount of 15,000 shares based on the number of complete calendar months that such Outside Director served on the Nomination and Governance Committee during the one year prior to such grant date. This grant shall be in addition to the options granted under any other provision of Section 5(c) hereof.
 - (v) the Vice Chairperson of the Finance and Audit Committee shall be granted automatically an Option to purchase 30,000 shares, provided that on such date the Outside Director has served on the Finance and Audit Committee for at least six months. If such Outside Director has served on the Finance and Audit Committee for less than six months from such grant date, such Outside Director shall be granted automatically an Option to purchase a pro rata amount of 30,000 shares based on the number of complete calendar months that such Outside Director served on the Finance and Audit Committee during the six months prior to such grant date. This grant shall be in addition to the options granted under any other provision of Section 5(c) hereof.
 - (vi) the Chairperson of the Committee on Independence Issues shall be granted automatically an Option to purchase 15,000 shares, provided that on such date the Outside Director has served on the Committee on Independence Issues for at least six months. If such Outside Director has served on the Committee on Independence Issues for less than six months from such grant date, such Outside Director shall be granted automatically an Option to purchase a pro rata amount of 15,000 shares based on the number of complete calendar months that such Outside Director served on the Committee on Independence Issues during the six months prior to such grant date. This grant shall be in addition to the options granted under any other provision of Section 5(c) hereof.
- (d) **Other Stock Awards** . The Board shall have the discretion to grant awards of restricted stock, restricted stock units, deferred shares or other stock-based awards in lieu of the automatic Option grants (in whole or in part) pursuant to paragraphs (b) and (c) above. The number of Shares subject to any such stock award granted pursuant to the foregoing

sentence shall have an equivalent value, as determined on any reasonable basis by the Board, to the number of Options that would have been granted. Any such stock award shall be subject to similar terms as would apply to options granted under paragraphs (b) and (c) with respect to vesting or forfeiture schedules, treatment on termination of status as director, and transfer restrictions. Subject to the foregoing limitations and the provisions of the Plan, the terms and conditions of any such stock awards shall be set forth in the applicable award agreement as determined by the Board.

(e) **Limitations .**

- (i) Notwithstanding the provisions of Sections 5(b) and 5(c) hereof, in the event that a sufficient number of Shares is not available under the Plan for the grant of Awards, the remaining Shares shall be prorated based upon the number of Shares each Director was entitled to receive under this Plan. Any further grants shall then be deferred until such time, if any, as additional Shares become available for grant under the Plan. Subject to the terms of Section 13 hereof, the Board shall have the authority at any time to make additional Shares available for grant under the Plan, subject to obtaining stockholder approval of such increase to the extent required under Section 13(a) hereof.
- (ii) Notwithstanding the provisions of Section 5(b) and 5(c) hereof, any grant made before the Company has obtained stockholder approval of the Plan, and any grant made after amendment of the Plan where such amendment of the Plan requires stockholder approval under Section 13(a) hereof, shall be conditioned upon obtaining such stockholder approval.

6. Terms and Conditions of Options.

- (a) **Stock Option Agreement.** Each Option granted pursuant to this Plan shall be evidenced by a stock option agreement ("Option Agreement") containing such terms and conditions that are consistent with this Plan and as otherwise determined by the Committee.
- (b) **Exercise Price .** The exercise price per share shall be 100% of the Fair Market Value per Share on the date of grant of the Option, subject to adjustment to the extent provided in Section 12 hereof.
- (c) **Vesting .** Unless otherwise determined by the Committee, the Shares shall vest and become exercisable at the rate of twenty-five percent (25%) of the Optioned Stock on each anniversary of the date of grant.
- (d) **Term .** The term of each Option shall be ten (10) years from the date of grant, unless (i) a shorter period is required to comply with any applicable law, in which case such shorter period will apply or (ii) the Committee determines that a term of less than ten years shall apply.

7. Eligibility . Awards hereunder may be granted only to Outside Directors. The Plan shall not confer upon any Outside Director any right with respect to continuation of service as a Director or nomination to serve as a Director, nor shall it interfere in any way with any rights which the Director or the Company may have to terminate his or her directorship at any time.

8. Payment Upon Exercise. Payment of the exercise price of any Award shall be made (i) by cash or check; (ii) to the extent not prohibited by the Board or by applicable law, and provided that a public market for the Company's stock exists, through a "same day sale" commitment from the Participant and a broker-dealer that is a member of the National Association of Securities Dealers (an "NASD Dealer") whereby Participant irrevocably elects to exercise the Award and to sell a portion of the Shares so purchased to pay for the exercise price and whereby the NASD Dealer irrevocably commits upon receipt of such Shares to forward the exercise price directly to the Company; or (iii) as otherwise determined by the Board and as permitted by applicable law or regulation.

9. Withholding Taxes . Whenever, under the Plan, Shares are to be issued pursuant to any Award granted hereunder, the Company shall have the right to require the recipient to remit to the Company an amount of cash sufficient to satisfy any applicable federal, state or local income and employment tax withholding requirements prior to the delivery of any certificate or certificates for such Shares.

10. Exercise of Options .

- (a) **Procedure for Exercise .** An Option shall be deemed to be exercised when written notice of such exercise has been given to the Company in accordance with the terms of the Option Agreement by the person entitled to exercise the Option and full payment for the Shares has been received by the Company in accordance with Section 8 hereof. An Option may not be exercised for a fraction of a Share.
- (b) **Rights as a Stockholder.** Notwithstanding the exercise of the Option, until the issuance (as evidenced by the appropriate entry on the books of a duly authorized transfer agent of the Company) of the stock certificate evidencing such Shares, no right to vote or receive dividends or any other rights as a stockholder shall exist with respect to the Optioned Stock. A stock certificate for the number of Shares so acquired shall be issued to the Optionee as soon as practicable after exercise of the Option. No adjustment will be made for a dividend or other right if the record date is prior to the date the stock certificate is issued.
- (c) **Termination of Status as Director.** Except as set forth in Section 10(d) or (e), if an Outside Director ceases to serve as a Director, he or she may, but only within three (3) months (or such other period of time not exceeding six (6) months as is determined by the Board) after the date he or she ceases to be a Director of the Company, exercise his or her Option to the extent that he or she was entitled to exercise it at the date of such termination. Notwithstanding the foregoing, in no event may the Option be exercised after its term set forth in Section 6 has expired. To the extent that such Outside Director was not entitled to exercise an Option at the date of termination, or if such Outside

Director does not exercise such Option (which he or she was entitled to exercise) within the time specified, the Option shall terminate.

- (d) **Disability of Director.** Notwithstanding the provisions of Section 10(c) above, in the event an Outside Director is unable to continue his or her service as a Director with the Company as a result of his or her total and permanent disability (as defined in Section 22(e)(3) of the Code), he or she may, within six months from the date of such termination, exercise his or her Option to the extent he or she was entitled to exercise it at the date of such termination. Notwithstanding the foregoing, in no event may the Option be exercised after the expiration of the term set forth in Section 6. To the extent that Optionee was not entitled to exercise the Option at the date of termination, or if Optionee does not exercise such Option (which he or she was entitled to exercise) within the time specified herein, the Option shall terminate.
- (e) **Death of Optionee.** In the event of the death of an Outside Director:
 - (i) If the Outside Director dies during the term of the Option, is a Director at the time of his or her death and has been in Continuous Status as a Director since the date of grant of the Option, the Option may be exercised at any time within six (6) months following the date of death by the Outside Director's estate or by a person who acquired the right to exercise the Option by bequest or inheritance, but only to the extent the Outside Director was entitled to exercise the Option at the date of termination. Notwithstanding the foregoing, in no event may the Option be exercised after the expiration of the term set forth in Section 6.
 - (ii) If the Outside Director dies within three (3) months after the termination of Continuous Status as a Director, the Option may be exercised at any time within six (6) months following the date of death by the Optionee's estate or by a person who acquired the right to exercise the Option by bequest or inheritance, but only to the extent the Outside Director was entitled to exercise the Option at the date of termination. Notwithstanding the foregoing, in no event may the Option be exercised after the expiration of the term set forth in Section 6.

11. Nontransferability of Awards. Awards granted under this Plan, and any interest therein, shall not be transferable or assignable by the Participant, and may not be made subject to execution, attachment or similar process, otherwise than by will or by the laws of descent and distribution, and shall be exercisable during the lifetime of the Participant only by the Participant; provided, however; that Awards held by a Participant may be transferred to such family members, trusts and charitable institutions as the Committee, in its sole discretion, shall approve, unless otherwise restricted from such transfer under the terms of the Award. The designation of a beneficiary by a Participant does not constitute a transfer.

12. Adjustment Upon Changes in Capitalization.

- (a) **Adjustment of Shares.** In the event that the number of outstanding shares of Common Stock of the Company is changed by a stock dividend, stock split, reverse stock split, combination, reclassification or similar change in the capital structure of the Company

without consideration, the number of Shares available under this Plan, the number of Shares deliverable in connection with any Award and, if applicable, the exercise price per Share thereof shall be proportionately adjusted, subject to any required action by the Board or stockholders of the Company and compliance with applicable securities laws; provided however, that no certificate or scrip representing fractional shares shall be issued and any resulting fractions of a share shall be ignored.

- (b) **Change of Control** . In the event of a dissolution or liquidation of the Company, a merger in which the Company is not the surviving corporation (other than a merger with a wholly owned subsidiary or where there is no substantial change in the stockholders of the Company and the obligations of the Company under this Plan are assumed by the successor corporation), the sale of substantially all of the assets of the Company, or any other transaction described under Section 424(a) of the Code wherein the stockholders of the Company give up all of their equity interest in the Company (except for the acquisition of all or substantially all of the outstanding shares of the Company), all outstanding Awards, notwithstanding any contrary terms of the Plan, shall accelerate and become vested and exercisable in full prior to and shall expire on the consummation of such dissolution, liquidation, merger or sale of assets.
- (c) **Acceleration Upon Unfriendly Takeover** . Notwithstanding anything in Section 12(b) hereof to the contrary, if fifty percent (50%) or more of the outstanding voting securities of the Company become beneficially owned (as defined in Rule 13d-3 promulgated by the Securities and Exchange Commission) by a person (as defined in Section 2(2) of the Securities Act and in Section 13(d)(3) of the Exchange Act) in a transaction or series of transactions expressly disapproved by the Board, then all outstanding Awards under this Plan shall become immediately vested and exercisable with no further act or action required by the Committee.

13. Amendment and Termination of the Plan.

- (a) **Amendment.** The Board or the Committee may amend the Plan from time to time in such respects as the Board or the Committee, as the case may be, may deem advisable; provided that, to the extent necessary to comply with any applicable law or regulation, the Company shall obtain approval of the Company's stockholders to amend the Plan to the extent and in the manner required by such law or regulation.
- (b) **Termination or Suspension.** Unless sooner terminated pursuant to this Section 13, the Plan shall terminate on the date that all shares of Common Stock reserved for issuance under the Plan have been issued. The Committee, without further approval of the stockholders, may at any time terminate or suspend the Plan. Except as otherwise provided herein, any such termination or suspension of the Plan shall not affect Awards already granted hereunder and such Awards shall remain in full force and effect as if the Plan had not been terminated or suspended.
- (c) **Outstanding Awards.** Except as otherwise provided herein, rights and obligations under any outstanding Award shall not be altered or impaired by amendment, suspension

or termination of the Plan, except with the consent of the person to whom the Award was granted. The Committee shall have the authority to modify, extend or renew outstanding Awards and to authorize the grant of new Awards in substitution therefor; *provided* that the Committee shall not, without the approval of the Company's stockholders, directly or indirectly reduce the exercise price of any outstanding Award.

14. Conditions Upon Issuance of Shares. Shares shall not be issued pursuant to any Award hereunder unless the issuance and delivery of such Shares shall comply with all relevant provisions of law, including, without limitation, the Securities Act, the Exchange Act, the rules and regulations promulgated thereunder, state securities laws, and the requirements of any stock exchange upon which the Shares may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

As a condition to the issuance of Shares pursuant to any Award, the Company may require the Participant to represent and warrant that the Shares are being acquired only for investment and without any present intention to sell or distribute such Shares, if, in the opinion of counsel for the Company, such a representation is required by any of the relevant provisions of the law.

Inability of the Company to obtain authority from any regulatory body having jurisdictional authority deemed by the Company's counsel to be necessary for the lawful issuance and sale of any Shares hereunder shall relieve the Company of any liability for failure to issue or sell such Shares.

15. Reservation of Shares. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan.

16. Rule 16b-3. The grant of Awards hereunder to persons subject to Section 16 of the Exchange Act shall comply with the applicable provisions of Rule 16b-3. The Company intends this Plan to be a "formula plan" under Rule 16b-3 with respect to Awards granted hereunder.

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Lawrence J. Ellison, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oracle Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Finance and Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 21, 2012

By: /s/ LAWRENCE J. ELLISON
Lawrence J. Ellison
Chief Executive Officer and Director
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Safra A. Catz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Oracle Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Finance and Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 21, 2012

By: /s/ S AFRA A. C ATZ

Safra A. Catz

President, Chief Financial Officer and Director
(Principal Financial Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND
PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the quarterly report on Form 10-Q of Oracle Corporation for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Lawrence J. Ellison, the Chief Executive Officer of Oracle Corporation, and Safra A. Catz, the Chief Financial Officer of Oracle Corporation, each certifies that, to the best of his or her knowledge:

1. the quarterly report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the quarterly report fairly presents, in all material respects, the financial condition and results of operations of Oracle Corporation.

Date: December 21, 2012

By: /s/ L AWRENCE J. E LLISON
Lawrence J. Ellison
Chief Executive Officer and Director
(Principal Executive Officer)

Date: December 21, 2012

By: /s/ S AFRA A. C ATZ
Safra A. Catz
President, Chief Financial Officer and Director
(Principal Financial Officer)