

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2001-08-03**
SEC Accession No. **0001012870-01-501463**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

PORTAL SOFTWARE INC

CIK: **1080306** | IRS No.: **77036737** | State of Incorpor.: **DE** | Fiscal Year End: **0131**
Type: **SC TO-I/A** | Act: **34** | File No.: **005-58301** | Film No.: **1696975**
SIC: **7371** Computer programming services

Mailing Address
10200 SOUTH DEANZA BLVD
CUPERTINO CA 95014

Business Address
10200 SOUTH DE ANZA
BOULEVARD
CUPERTINO CA 95014
4083434400

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 13e-4)

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

(Amendment No. 4)

PORTAL SOFTWARE, INC.
(Name of Subject Company (Issuer))

PORTAL SOFTWARE, INC.
(Name of Filing Person (Offeror))

Certain Options to Purchase Common Stock, Par Value \$.001 Per Share,
Having an Exercise Price Per Share of \$5.00 or More
(Title of Class of Securities)

736126 10 3
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Mitchell L. Gaynor, Esq.
Vice President, General Counsel and Secretary
Portal Software, Inc.
10200 S. De Anza Boulevard
Cupertino, California 95014
(408) 572-2000

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

Copy to:

Timothy R. Curry, Esq.
Brobeck, Phleger & Harrison LLP
Two Embarcadero Place
2200 Geng Road
Palo Alto, California 94303
(650) 424-0160

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

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

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

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

The filing of this Amendment No. 4 to Schedule TO shall not be construed as an admission by Portal Software, Inc. that the Offer constitutes an issuer tender offer for purposes of the Securities Exchange Act of 1934 and the rules promulgated thereunder.

Introductory Statement

This Amendment No. 4 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission (the "Commission") on July 9, 2001, as amended, relating to our offer to exchange certain options to purchase shares of our common stock, par value \$.001 per share, having an exercise price per share of \$5.00 or more for new options to purchase shares of our common stock upon the terms and subject to the conditions described in the Offer to Exchange dated July 9, 2001, and the related Election Form.

Item 12. Exhibits.

A. Exhibit (a)(24) to this Amendment is hereby filed as Exhibit (a)(24) to Schedule

TO.

B. Exhibit (a) (25) to this Amendment is hereby filed as Exhibit (a) (25) to Schedule TO.

2

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 to Schedule TO is true, complete and correct.

Portal Software, Inc.

/s/ Mitchell L. Gaynor

Mitchell L. Gaynor
Vice President, General Counsel and Secretary

Date: August 3, 2001

3

Index to Exhibits

Exhibit Number -----	Description -----
(a) (24)	Notice to Tendering Option Holders
(a) (25)	Notice to Tendering Option Holders

To: Portal Employees
From: Mitch Gaynor
Subject: REMINDER - Portal Stock Option Exchange Program expires August 4, 2001
Date: August 2, 2001

This is a reminder that the deadline for submitting your executed Election Form is 11:59 p.m. Pacific Daylight Time, Saturday, August 4, 2001.

To make your elections:

- . Log in to the PSOEP Election Tool:
<http://pathfinder.portal.com/EEStock;>

- . Make your elections by following the instructions provided on the web page;
- . Click "Save" to save your Elections;
- . Print Election Form & Sign;
- . Submit to HR by:
 - . Hand delivery (Cupertino only) (HR is located on the first floor just south of the main lobby), or
 - . Fax to HR Operations at 408-572-3417

Alternatively, you may fill out and sign the Election Form attached to the Offer to Exchange document and also located on Pathfinder and deliver to HR Operations as provided above.

If you have already made your elections in the Election Tool, but have not turned in your signed Election Form:

- . Log in to the PSOEP Election Tool:
<http://pathfinder.portal.com/EEStock;>

- . Click on "Re-print Final Elections" in the green highlighted section;
- . Print Election Form & Sign;

. Submit to HR by:

. Hand delivery (Cupertino only) (HR is located on the first floor just south of the main lobby), or

. Fax to HR Operations at 408-572-3417

To confirm that your signed Election Form has been received:

. Please log back in to the Election Tool, where a message at the bottom will indicate whether HR has received your signed Election Form, or

. If unable to access the Election Tool, you may contact Pat Clark at 408-572-2129 or via email: pclark@portal.com.

If you have any questions, please contact me, Sabiha Chunawala, Loree Farrar, Dena Priolo or your HR representative.

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Subject: REMINDER - Portal Stock Option Exchange Program expires August 4, 2001
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