

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **1999-03-26**
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SUBJECT COMPANY

OACIS HEALTHCARE HOLDINGS CORP

CIK: **1011671** | IRS No.: **043229774** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **SC 14D9/A** | Act: **34** | File No.: **005-49037** | Film No.: **99574641**
SIC: **7371** Computer programming services

Mailing Address
*100 DRAKES LANDING RD
STE 100
GRENBRAE CA 94904*

Business Address
*100 DRAKES LANDING RD
STE 100
GREENBRAE CA 94904
4159250121*

FILED BY

OACIS HEALTHCARE HOLDINGS CORP

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 3
(FINAL AMENDMENT)
to
SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT PURSUANT TO
SECTION 14(d) (4) OF THE SECURITIES EXCHANGE ACT OF 1934

OACIS HEALTHCARE HOLDINGS CORP.
(Name of Subject Company)

OACIS HEALTHCARE HOLDINGS CORP.
(Name of Person Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

00175167107510
(CUSIP Number of Class of Securities)

JIM MCCORD
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
OACIS HEALTHCARE HOLDINGS CORP.
1101 FIFTH AVENUE, SUITE 200
SAN RAFAEL, CA 94901
(415) 482-4400

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

Copies to:

KENNETH L. GUERNSEY, ESQ.
KARYN R. SMITH, ESQ.
COOLEY GODWARD LLP
ONE MARITIME PLAZA
20TH FLOOR
SAN FRANCISCO, CA 94111-3580
(415) 693-2000

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This Amendment No. 3 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission (the "Commission") on February 26, 1999 by Oacis Healthcare Holdings Corp., a Delaware corporation (the "Company") (the "Schedule 14D-9"), as amended by Amendment No. 1 filed with the Commission on March 16, 1999 and Amendment No. 2 filed with the Commission on March 19, 1999. The Schedule 14D-9 was filed in connection with the tender offer made by Science Applications International Corporation, a Delaware corporation ("Parent"), and Oscar Acquisition Corporation., a Delaware corporation ("Purchaser"), to purchase all of the shares of common stock, par value \$0.01 per share, of the Company at a price of \$4.45 per share, net to the seller in cash (subject to applicable withholding of taxes), without any interest, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated February 26, 1999, and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings given to them in the Schedule 14D-9.

ITEM 4. THE SOLICITATION OR RECOMMENDATION

The "Background" Section in Item 4 of the Schedule 14D-9 is hereby amended to insert at the end of such section the following:

The Offer expired at 12:00 midnight, New York City time, on Thursday, March 25, 1999. On March 26, 1999, Parent issued a press release announcing that it had accepted for payment pursuant to the Offer, 10,018,442 shares of common stock of the Company (including 27,562 shares subject to guarantees of or receipt of additional documentation), representing approximately 94.3% of the outstanding shares of common stock of the Company. A copy of the press release is filed as Exhibit 17 hereto and is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS

Item 9 of the Schedule 14D-9 is hereby amended to include the following as an exhibit:

Exhibit 17: Text of the Press Release dated March 26, 1999 issued by Science Applications International Corporation.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 is true, complete and correct.

OACIS HEALTHCARE HOLDINGS CORP.

By: /s/ Stephen Ghiglieri

Name: Stephen Ghiglieri
Title: Vice President of Finance and
Administration, Chief Financial Officer

Dated: March 26, 1999

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EXHIBIT INDEX

Exhibit Number -----	Description -----
99.17	Text of Press Release dated March 26, 1999, issued by Science Applications International Corporation

FOR IMMEDIATE RELEASE

Contact: Jane Van Ryan, SAIC
703/734-4097

SAIC COMPLETES OACIS TENDER OFFER

(SAN DIEGO) - March 26, 1999 - Science Applications International Corporation (SAIC) today announced that 10,018,442 shares, or approximately 94.3 percent of the outstanding shares of common stock of Oacis Healthcare Holdings Corp. (NASDAQ: OCIS), were tendered for \$4.45 per share, net to the seller in cash, without interest, in response to its tender offer which closed on March 25, 1999, based upon a preliminary count by ChaseMellon Shareholder Services, L.L.C., the depository. The shares (which include 27,562 shares subject to guarantees of delivery or receipt of additional documentation) will be purchased in accordance with the terms of the offer.

SAIC will proceed with those steps necessary to complete the merger of Oscar Acquisition Corporation, a wholly-owned subsidiary of SAIC (Oscar), with and into Oacis. Oscar plans to effectuate the merger by filing a certificate of merger with the secretary of state of the State of Delaware in accordance with Delaware law as soon as practicable.

Pursuant to the merger, any shares of Oacis common stock not tendered and purchased under the tender offer or otherwise owned by Oscar will be converted into the right to receive \$4.45 per share in cash.

SAIC is the nation's largest employee-owned research and engineering company, providing information technology and systems integration products and services to government and commercial customers. SAIC scientists and engineers work to solve complex technical problems in telecommunications, national security, health care, transportation, energy and the environment. With estimated annual revenues in excess of \$4 billion, SAIC and its subsidiaries, including Telcordia Technologies (formerly Bellcore), have more than 35,000 employees at offices in more than 150 cities worldwide. More information about SAIC can be found on the Internet at SAIC (www.saic.com). Information about Telcordia Technologies is available at Telcordia Technologies (www.telcordia.com).

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