

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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

OACIS HEALTHCARE HOLDINGS CORP

CIK: **1011671** | IRS No.: **043229774** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-49037** | Film No.: **99574518**
SIC: **7371** Computer programming services

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

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

FILED BY

OSCAR ACQUISITION CORP

CIK: **1080726**
Type: **SC 14D1/A**

Mailing Address
*10260 CAMPUS POINT DR
SAN DIEGO CA 92121*

Business Address
*10260 CAMPUS POINT DR
SAN DIEGO CA 92121*

As filed with the Securities and Exchange Commission on March 26, 1999

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

SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section
14(d)(1) of the Securities Exchange Act of 1934

(Amendment No. 4)
(Final Amendment)

Oacis Healthcare Holdings Corp.
(Name of Subject Company)

Science Applications International Corporation
Oscar Acquisition Corporation
a direct wholly-owned subsidiary of
Science Applications International Corporation
(Bidders)

Common Stock, Par Value \$0.01 per Share
(Title of Class of Securities)

00175167107510
(CUSIP Number)

William A. Roper, Jr.
Chief Financial Officer
Science Applications International Corporation
1241 Cave Street
La Jolla, CA 92037
(619) 535-7711

(Name, Address and Telephone Number of
Person Authorized to Receive Notices)

Copies to:
David L. Caplan
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

CUSIP No. 00175167107510

1 NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Science Applications International Corporation
95-3630868

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(e) or 2(f)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,018,442

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
EXCLUDES CERTAIN SHARES

[]

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

94.3%

10 TYPE OF REPORTING PERSON

HC, CO

CUSIP No. 00175167107510

1 NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Oscar Acquisition Corporation
33-0846965

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2 (e) or 2 (f)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10,018,442

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
EXCLUDES CERTAIN SHARES

[]

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
94.3%

10 TYPE OF REPORTING PERSON
CO

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") originally filed with the Securities and Exchange Commission (the "Commission") on February 26, 1999 by Oscar Acquisition Corporation, a Delaware corporation ("Purchaser"), and Science Applications International Corporation, a Delaware corporation ("Parent"), as amended by Amendment No. 1 filed with the Commission on March 11, 1999 and Amendment No. 2 filed with the Commission on March 18, 1999 and Amendment No. 3 filed with the Commission on March 22, 1999, relating to the offer by Purchaser to purchase all of the issued and outstanding shares of Common Stock, par value \$0.01 per share (the "Shares"), of Oacis Healthcare Holdings Corp. at \$4.45 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 26, 1999, as amended, and in the related Letter of Transmittal, copies of which are attached as Exhibits (a) (1) and (a) (2), respectively, to the Schedule 14D-1. This Amendment No. 4 is being filed on behalf of the Purchaser and Parent.

All capitalized terms used in this Amendment No. 4 without definition have the meanings attributed to them in the Schedule 14D-1.

Item 6. Interest in Securities of the Subject Company.

(a)-(b) Item 6 is hereby amended and supplemented by adding to the end thereof the following:

The Offer expired at 12:00 Midnight, New York City time, on Thursday, March 25, 1999. According to a preliminary count by the Depositary, as of midnight, New York City time, on Thursday, March 25, 1999 there were validly tendered pursuant to the Offer 10,018,442 Shares (including 27,562 Shares subject to guarantees of or receipt of additional documentation) which represents approximately 94.33% of the Shares currently outstanding. Pursuant to the Offer, Purchaser accepted for payment all such Shares validly tendered according to the terms of the Offer.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended to add the following exhibit:

(a) (10) Text of press release issued by Parent on March 26, 1999

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 26, 1999

Oscar Acquisition Corporation

By: /s/ Kevin A. Werner

Name: Kevin A. Werner

Title: Secretary

Science Applications International Corporation

By: /s/ Kevin A. Werner

Name: Kevin A. Werner

Title: Assistant Secretary and
Associate General Counsel

EXHIBIT INDEX

Exhibit Number -----	Description -----
99(a)(10)	Text of press release issued by Parent dated March 26, 1999

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 10,002,651 shares, or approximately 94.2 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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