

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

PLATINUM TECHNOLOGY INC

CIK: **825703** | IRS No.: **363509662** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 11, 1997

PLATINUM technology, inc

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

0-19058

(Commission
File Number)

36-3509662

(IRS Employer
Identification No.)

1815 S. Meyers Road, Oakbrook Terrace, IL

(Address of Principal Executive Offices)

60181

(Zip Code)

Registrant's telephone number, including area code (630) 620-5000

Item 5. Other Events.

On December 11, 1997, the Registrant issued the press release attached hereto as Exhibit 99.1 announcing its issuance of \$150 million in aggregate principal amount of its 6.25% Convertible Subordinated Notes due 2002. The

information contained in this press release is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of Registrant dated December 11, 1997

Item 9. Sales of Equity Securities Pursuant to Regulation S

On December 16, 1997, the Registrant issued \$150 million in aggregate principal amount of its 6.25% Convertible Subordinated Notes due 2002 (the "Notes"). The Notes are unsecured subordinated obligations of the Registrant and mature on December 15, 2002. The Notes bear interest at a rate of 6.25% per annum, payable semi-annually on June 15 and December 15 of each year, commencing on June 15, 1998. The Notes are convertible into common stock of the Registrant at a conversion price of \$36.0525 per share (equivalent to a conversion rate of approximately 27.74 shares per \$1,000 principal amount of notes). The Notes are subject to redemption by the Registrant, from December 15, 2000 through December 14, 2001 at a redemption price of 102.50% of the principal amount and from December 15, 2001 through December 2002 at a redemption price of 101.25% of the principal amount. The Notes are issued under an Indenture, between the Registrant and American National Bank and Trust Company of Chicago, as Trustee, dated as of December 15, 1997.

Pursuant to a Purchase Agreement, between the Company and Deutsche Morgan Grenfell Inc. and Donaldson, Lufkin & Jenrette Securities Corporation (the "Initial Purchasers") dated as of December 11, 1997, the Notes were initially sold to the Initial Purchasers, at a price equal to the principal amount of the Notes purchased less a discount of 3% of such principal amount, pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the "Act"), in a transaction not involving any public offering. The Notes were then resold (a) to "qualified institutional buyers" (as defined in Rule 144A under the Act) ("QIBs") in compliance with Rule 144A, and (b) outside the United States to persons other than United States persons ("Non-U.S. Persons," which term includes dealers or other professional fiduciaries in the United States acting on a discretionary basis for Non-U.S. beneficial owners (other than an estate or trust)) in reliance upon Regulation S under the Act. Of the \$150 million in aggregate principal amount of Notes resold by the Initial Purchasers, \$147.25 million in principal amount was sold pursuant to Rule 144A and \$2.75 million in principal amount was sold pursuant to Regulation S. Each purchaser of the Notes purchasing pursuant to Regulation S was deemed to have represented that (i) it purchased the Notes for its own account or an account

with respect to which it exercises sole investment discretion and (ii) it or

such account is a non-U.S. person that is outside the United States (or Non-U.S. Person that is a dealer or other fiduciary as referred to above). The transaction was consummated in compliance with the other requirements of Regulation S.

The net proceeds from the sale of Notes will be used for general corporate purposes, including working capital, and to reduce the sale of installment receivables in the future.

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SIGNATURES

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

PLATINUM technology, inc.

Dated: December 18, 1997

By: /s/ LARRY FREEDMAN

Larry Freedman
Vice President, General Counsel and
Secretary

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Exhibit Index

Exhibit #	Item
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99.1	Press Release of Registrant dated December 11, 1997

PLATINUM technology, inc.
Prices \$150 Million Convertible Subordinated Note Offering

OAKBROOK TERRACE, Ill., December 11, 1997 -- PLATINUM technology, inc. (NASDAQ: PLAT) announced today that it has entered into an agreement to sell \$150 million of its 6 1/4% Convertible Subordinated Notes due 2002 in an offering within the United States to qualified institutional buyers and outside the United States to non-U.S. investors.

The offering is expected to close on December 16, 1997. The Registrant has granted the initial purchasers a 30-day option to purchase up to an additional \$22.5 million of notes to cover over-allotments, if any.

The notes will be convertible into common stock of the Registrant at a conversion price of \$36.0525 per share (equivalent to a conversion rate of approximately 27.74 shares per \$1,000 principal amount of notes), representing an initial conversion premium of 38% for a total of approximately 4.16 million shares of common stock of the Registrant (4.79 million shares if the initial purchasers' over-allotment option is exercised in full). The notes have a five year term and will be non-callable for the first three years.

The company intends to use the net proceeds of the offering for general corporate purposes, including working capital and to reduce the sale of installment receivables in the future.

The offered securities have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security.