

SuccessFactors, Inc.
Form 4
February 23, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAP AG

(Last) (First) (Middle)

DIETMAR-HOPP-ALLEE 16

(Street)

WALLDORF, 2M 69190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SuccessFactors, Inc. [NYSE: SFSF]

3. Date of Earliest Transaction (Month/Day/Year)

02/21/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock (1) (2)	02/21/2012		P	(A) or (D) 965,074 (3)	\$ 40 77,227,139 (4)	D	
Common Stock	02/22/2012		P	(5) 3,796,704	\$ 40 81,023,843 (6)	D	
Common Stock	02/22/2012		J	(7) 4,519,348	\$ 40 1,000 (8)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAP AG DIETMAR-HOPP-ALLEE 16 WALLDORF, 2M 69190		X		
SAP America, Inc. 3999 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073		X		

Signatures

/s/ Michael Ploetner, Authorized Signatory of SAP AG	02/23/2012
**Signature of Reporting Person	Date
/s/ Wendy Boufford, Authorized Signatory of SAP AG	02/23/2012
**Signature of Reporting Person	Date
/s/ Wendy Boufford, Authorized Signatory of SAP America, Inc.	02/23/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This form is a joint filing by SAP AG and SAP America, Inc., a wholly-owned subsidiary of SAP AG ("SAP America").

This Form 4 relates to shares of common stock of SuccessFactors, Inc. ("SuccessFactors"), par value \$0.001 per share (the "Shares").

(2) Through a wholly-owned subsidiary, Saturn Expansion Corporation (the "Purchaser"), SAP AG and SAP America commenced a tender offer for all of the issued and outstanding Shares (the "Offer") pursuant to the Tender Offer Statement on Schedule TO, as amended or supplemented, initially filed with the U.S. Securities and Exchange Commission on December 16, 2011 by SAP AG, SAP America and the Purchaser (the "Schedule TO").

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- (3) Reflects Shares tendered pursuant to notices of guaranteed delivery for which payment was settled on February 21, 2012.
- (4) Reflects the sum of (a) tendered Shares that were accepted for payment following the expiration of the Offer (excluding shares subject to guaranteed delivery procedures), and (b) the Shares referenced in (3) above.
- (5) Reflects Shares tendered pursuant to notices of guaranteed delivery for which payment was settled on February 22, 2012.
- (6) Reflects the sum of the Shares referenced in (4) and (5) above.
- (7) Reflects all of the outstanding Shares not tendered in the Offer, which may be deemed to have been acquired by SAP AG and SAP America pursuant to the consummation of a "short-form merger" under Delaware law as described in the Schedule TO (the "Merger"). At the effective time of the Merger, these Shares were cancelled and ceased to exist.

Prior to the Merger, SAP America held 1000 shares of the common stock, par value \$0.01 per share, of the Purchaser (the "Purchaser Shares"), which represented all of the issued and outstanding capital stock of the Purchaser. At the effective time of, and as a result of, the Merger, SAP America became the owner of 100% of the equity interest in SuccessFactors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.