

Omniture, Inc.
Form 3
October 27, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ADOBE SYSTEMS INC | | (Month/Day/Year) | Omniture, Inc. [OMTR] | |
| (Last) | (First) | (Middle) | 10/23/2009 | |
| 345 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN JOSE, CA 95110 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|--|--|---|
| Common Stock | 80,000,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares

(I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADOBE SYSTEMS INC 345 PARK AVENUE SAN JOSE, CA 95110 | Â | Â X | Â | Â |

Signatures

/s/ Stuart Fagin, as
attorney-in-fact

10/27/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) In accordance with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 15, 2009, by and among Adobe Systems Incorporated, a Delaware corporation ("Adobe"), Snowbird Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Adobe (the "Purchaser") and Omniture, Inc., a Delaware corporation, (the "Company"), on September 24, 2009, the Purchaser commenced a cash tender offer (the "Offer") to purchase all outstanding shares of common stock, par value \$0.001 per share, of the Company (the "Shares") at a price of \$21.50 per share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated September 24, 2009, as amended, included as an exhibit to the Tender Offer Statement on Schedule TO filed by Adobe and the Purchaser with the Securities and Exchange Commission on September 24, 2009.
- (2) The Offer expired at 12:00 midnight, New York City, New York time, on October 22, 2009. An aggregate of 68,125,532 Shares were validly tendered and not withdrawn prior to the expiration of the Offer, representing approximately 86.68% of the Shares outstanding as of October 22, 2009. Adobe also received commitments to tender approximately 3,031,464 additional Shares pursuant to the Offer's guaranteed delivery procedure. On October 23, 2009, the Purchaser accepted for payment all validly tendered and not withdrawn Shares (including certain shares tendered to the depository pursuant to the Offer's guaranteed delivery procedure).
- (3) In order to accomplish the merger of the Purchaser with and into the Company as a "short form" merger under Delaware law, on October 23, 2009, the Purchaser exercised its "top-up" option pursuant to the Merger Agreement, which permitted the Purchaser to purchase additional shares of Omniture common stock directly from Omniture for \$21.50 per share, the same dollar amount per share paid in the Offer.
- (4) Following the Purchaser's acceptance for payment of all validly tendered and not withdrawn Shares, pursuant to the terms of the Merger Agreement, on October 23, 2009 the Purchaser merged with and into the Company and each share of common stock, par value \$0.0001 per share, of the Purchaser that was issued and outstanding immediately prior to the Merger was converted into one Share of the Company, as the surviving corporation. As a result of the Merger, Adobe beneficially owned 80,000,000 Shares, representing 100% of the Shares, which was the number of shares of common stock of the Purchaser issued and outstanding immediately prior to the Merger.

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.