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

SCHEDULE 14D-9
(Rule 14d-101)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
Amendment No. 2

Cerner Corporation
(Name of Subject Company)

Cerner Corporation
(Name of Person(s) Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

156782104
(CUSIP Number of Class of Securities)

Daniel P. Devers
Executive Vice President and Chief Legal Officer
Cerner Corporation
2800 Rock Creek Parkway
North Kansas City, Missouri 64117
(816) 221-1024

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

With copies to:

James P. Beaubien
Mark D. Gerstein
Christopher R. Drewry
Brent T. Epstein
Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
(312) 876-7700

Check the box below if the filing relates solely to preliminary communications made before the commencement of a tender offer.

EXPLANATORY NOTE

This Amendment No. 2 (this “*Amendment*”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on January 19, 2022 (together with the exhibits thereto and as amended or supplemented from time to time, the “*Schedule 14D-9*”) by Cerner Corporation, a Delaware corporation (“*Cerner*”). The Schedule 14D-9 relates to the cash tender offer (the “*Offer*”) by Cedar Acquisition Corporation, a Delaware corporation (“*Purchaser*”), a wholly owned subsidiary of OC Acquisition LLC, a Delaware limited liability company (“*Parent*”), a wholly owned subsidiary of Oracle Corporation, a Delaware corporation (“*Oracle*”), to purchase all of the issued and outstanding shares of Cerner’s common stock, par value \$0.01 per share (the “*Shares*”). The Offer is disclosed in the Tender Offer Statement on Schedule TO (together with the exhibits thereto, as it may be amended or supplemented from time to time, the “*Schedule TO*”) filed by Oracle, Parent and Purchaser with the SEC on January 19, 2022, and is made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 19, 2022 (as it may be amended or supplemented from time to time, the “*Offer to Purchase*”), and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “*Letter of Transmittal*”), which were filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule 14D-9, respectively.

Capitalized terms used but not otherwise defined in this Amendment have the meanings given to them in the Schedule 14D-9. The information in the Schedule 14D-9 is incorporated into this Amendment by reference to all applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 8. Additional Information

Item 8 of the Schedule 14D-9 is hereby amended and supplemented as follows:

Adding a new section immediately prior to the section captioned "Forward-Looking Statements" as set forth below:

"Extension of the Offer

On February 11, 2022, Purchaser extended the expiration of the Offer. The Offer was scheduled to expire at 12:00 midnight, Eastern Time, at the end of the day on February 15, 2022. In accordance with the terms of the Merger Agreement, to facilitate the satisfaction of the conditions to the Offer, the expiration date of the Offer has been extended until 12:00 midnight, Eastern Time, at the end of the day on March 16, 2022, unless further extended. The depository for the Offer has indicated that as of 12:00 midnight, Eastern Time, at the end of the day on February 10, 2022, approximately 14,628,854 Shares had been validly tendered into and not validly withdrawn from the Offer, representing approximately 3.8% of the outstanding Shares."

Item 9. Exhibits

The following Exhibits are attached hereto:

- (a)(5)(Q) Press Release issued by Oracle Corporation on February 11, 2022, announcing the extension of the Offer (incorporated by reference to Exhibit (a)(5)(J) to Schedule TO Amendment No. 2).

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.

CERNER CORPORATION

By: /s/ Mark J. Erceg

Name: Mark J. Erceg

Title: *Executive Vice President and Chief Financial Officer*

Date: February 11, 2022