

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

Schedule TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 7)**

CERNER CORPORATION

(Name of Subject Company (Issuer))

CEDAR ACQUISITION CORPORATION

(Offeror)
a subsidiary of

OC ACQUISITION LLC

(Parent of Offeror)
a subsidiary of

ORACLE CORPORATION

(Parent of Offeror)
(Names of Filing Persons)

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

156782104

(CUSIP Number of Class of Securities)

Brian S. Higgins

Senior Vice President and Secretary

Oracle Corporation

2300 Oracle Way

Austin, Texas 78741

Telephone: (737) 867-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With copies to:

Keith A. Flaum

Christopher R. Moore

Tiffany P. Posil

Hogan Lovells US LLP

4085 Campbell Avenue, Suite 100

Menlo Park, California 94025

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee*
\$28,477,199,240.00	\$2,639,836.37

* Estimated solely for purposes of calculating the filing fee. This calculation is based on the offer to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share, of Cerner Corporation ("Cerner"), at a purchase price of \$95.00 per share, net to the seller in cash, without interest thereon and subject to any required tax withholding. Such shares consist of: (i) 292,952,521 shares of common stock of Cerner that were issued and outstanding as of January 11, 2022; (ii) 3,262,118 shares of common stock of Cerner potentially issuable upon exercise of outstanding exercisable in-the-money stock options as of January 11, 2022; (iii) 2,995,301 shares of common stock of Cerner issuable upon the settlement of outstanding restricted stock units as of January 11, 2022; and (iv) 550,052 shares of common stock of Cerner issuable upon the settlement of outstanding performance share units as of January 11, 2022. The foregoing figures have been provided by the issuer to the offeror and are as of January 11, 2022, the most recent practicable date.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2022, issued August 23, 2021, by multiplying the transaction value by 0.0000927.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$2,639,836.37

Filing Party: Cedar Acquisition Corporation, OC Acquisition LLC and Oracle Corporation

Form of Registration No.: Schedule TO

Date Filed: January 19, 2022

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 7 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (together with any amendments and supplements thereto, the “Schedule TO”), filed with the Securities and Exchange Commission on January 19, 2022 by Cedar Acquisition Corporation, a Delaware corporation (“Purchaser”), which is a wholly owned subsidiary of OC Acquisition LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Oracle Corporation, a Delaware corporation (“Oracle”). The Schedule TO relates 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 Cerner Corporation, a Delaware corporation, at a purchase price of \$95.00 per Share net to the seller in cash, without interest thereon and subject to any required tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 19, 2022 (the “Offer to Purchase”), and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 1 through 9 and 11.

The Offer to Purchase and Items 1 through 9 and 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by:

Adding a new paragraph to the end of the section captioned “Regulatory Approvals—Foreign Competition Laws—European Union” under Section 16 – “Certain Legal Matters; Regulatory Approvals” as set forth below:

“On June 1, 2022, the European Commission declared the transaction to be compatible with the European common market and issued a decision to unconditionally clear the transaction.”

Adding a new paragraph to the end of the section captioned “Regulatory Approvals—Other Regulatory Approvals—Australia” under Section 16 – “Certain Legal Matters; Regulatory Approvals” as set forth below:

“On May 20, 2022, the Australian Foreign Investment Review Board confirmed its decision that it has no objection to the transaction.”

Adding the following text thereto:

“On June 1, 2022, Oracle issued a press release announcing that all required antitrust approvals have been obtained for its proposed acquisition of Cerner, and confirming expiration of the Offer at 12:00 midnight, Eastern Time, at the end of the day on June 6, 2022. The full text of the press release is attached as Exhibit (a)(5)(P) to the Schedule TO and is incorporated herein by reference.”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(P)	Press Release issued by Oracle Corporation on June 1, 2022.
107	Filing fee table (incorporated by reference to Amendment No. 1 to Schedule TO filed by Oracle Corporation on February 4, 2022).

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 1, 2022

Cedar Acquisition Corporation

By: /s/ Brian S. Higgins
Name: Brian S. Higgins
Title: Senior Vice President and Secretary

OC Acquisition LLC

By: /s/ Brian S. Higgins
Name: Brian S. Higgins
Title: Senior Vice President

Oracle Corporation

By: /s/ Brian S. Higgins
Name: Brian S. Higgins
Title: Senior Vice President and
Secretary



Oracle Purchase of Cerner Approved

AUSTIN, Texas – June 1, 2022 – Today, Oracle Corporation (NYSE: ORCL) announced that all required antitrust approvals have been obtained for its proposed acquisition of Cerner, including European Commission clearance. Cerner is a leading provider of digital information systems used within hospitals and health systems to enable medical professionals to deliver better healthcare to individual patients and communities.

Oracle expects to complete the tender offer promptly following the expiration of that offer at midnight Eastern time on June 6, 2022. Completion of the tender offer remains subject to the conditions described in the tender offer statement on Schedule TO filed by Oracle with the U.S. Securities and Exchange Commission on January 19, 2022, as amended.

Oracle Chairman and Chief Technology Officer Larry Ellison will discuss the Cerner acquisition and Oracle's new suite of cloud-based health management applications at an online event on June 9, 2022, at 3:00 p.m. CT. [Register for the event](#).

“Working together, Cerner and Oracle have the capability to transform healthcare delivery by providing medical professionals with a new generation of healthcare information systems,” said Larry Ellison, Chairman and Chief Technology Officer, Oracle. “Better information enables better treatment decisions resulting in better patient outcomes. Our new, easy-to-use systems are designed to lower the administrative workload burdening our medical professionals while improving patient privacy and lowering overall healthcare costs.”

“We expect this acquisition to be substantially accretive to Oracle's earnings on a non-GAAP basis in fiscal year 2023,” said Safra Catz, Chief Executive Officer, Oracle. “Healthcare is the world's largest and most important vertical market—\$3.8 trillion last year in the United States alone. We expect Cerner to be a huge growth engine for years to come.”

“Cerner has been a leader in helping digitize medical care, and now it's time to realize the real promise of that work with the care delivery tools that get information to the right caregivers at the right time,” said David Feinberg, Chief Executive Officer and President, Cerner. “Joining Oracle as a dedicated Industry Business Unit provides an unprecedented opportunity to accelerate our work modernizing electronic health records, improving the caregiver experience, and enabling more connected, high-quality and efficient patient care.”

“Oracle’s Autonomous Database, APEX low-code development tools, and voice-enabled user interface enable us to rapidly modernize Cerner’s systems and move them to our next-generation Cloud,” said Mike Sicilia, Executive Vice President, Industries, Oracle. “This can be done very quickly because Cerner’s largest business and most important clinical system already runs on the Oracle Database. No change required there. What will change is the user interface. We will make Cerner’s systems much easier to learn and use by making *hands-free* voice technology the primary interface to Cerner’s clinical systems.”

Highlights

- All-cash tender offer for \$95.00 per share, or approximately \$28.3 billion, that is immediately accretive to Oracle’s earnings.
 - Substantially accretive to Oracle’s earnings on a non-GAAP basis in fiscal year 2023, and will contribute more to earnings thereafter.
 - Cerner will be a huge growth engine for Oracle for years to come as Oracle expands Cerner’s business into many more countries throughout the world.
 - The closing of the transaction is subject to satisfying certain closing conditions including Cerner stockholders tendering a majority of Cerner’s outstanding shares in the tender offer.

About Oracle

Oracle offers integrated suites of applications plus secure, autonomous infrastructure in the Oracle Cloud. For more information about Oracle (NYSE: ORCL), please visit us at [oracle.com](https://www.oracle.com).

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Contact Info

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Cautionary Statement Regarding Forward-Looking Statements

This document may contain certain forward-looking statements about Oracle and Cerner, including statements that involve risks and uncertainties concerning Oracle's proposed acquisition of Cerner, anticipated customer benefits and general business outlook. When used in this document, the words "can", "will", "expect", "opportunity", "promises", "goal" and similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Any such statement may be influenced by a variety of factors, many of which are beyond the control of Oracle or Cerner, that could cause actual outcomes and results to be materially different from those projected, described, expressed or implied in this document due to a number of risks and uncertainties. Potential risks and uncertainties include, among others, the possibilities that the transaction will not close or that the closing may be delayed, that the anticipated synergies may not be achieved after closing, and that the combined operations may not be successfully integrated in a timely manner, if at all; general economic conditions in regions in which either company does business; the impact of the COVID-19 pandemic on how Oracle, Cerner and their respective customers are operating their businesses and the duration and extent to which the pandemic will impact Oracle's or Cerner's future results of operations; and the possibility that Oracle or Cerner may be adversely affected by other economic, business, and/or competitive factors. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Oracle or Cerner.

In addition, please refer to the documents that Oracle and Cerner, respectively, file with the U.S. Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K. These filings identify and address other important factors that could cause Oracle's and Cerner's respective operational and other results to differ materially from those contained in the forward-looking statements set forth in this document. You are cautioned to not place undue reliance on forward-looking statements, which speak only as of the date of this document. Except as required by law, neither Oracle nor Cerner is under any duty to update any of the information in this document.

Additional Information about the Acquisition and Where to Find It

This communication does not constitute an offer to buy or solicitation of an offer to sell Cerner shares. This communication is for informational purposes only. The tender offer is not being made to, nor will tenders be accepted from, or on behalf of, holders of Cerner shares in any jurisdictions in which the making of the tender offer or the acceptance thereof would not comply with the laws of that jurisdiction.

The tender offer is being made pursuant to a tender offer statement on Schedule TO (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) filed by Cedar Acquisition Corporation with the U.S. Securities and Exchange Commission on January 19, 2022, as amended or supplemented from time to time. In addition, on January 19, 2022, Cerner filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the U.S. Securities and Exchange Commission related to the tender offer, which has been amended or supplemented from time to time. Holders of Cerner shares are urged to read these documents carefully (as each may be amended or supplemented from time to time) because they contain important information that holders of Cerner shares should consider before making any decision regarding tendering their Cerner shares. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, are available to all holders of Cerner shares at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement are available for free at the U.S. Securities and Exchange Commission's website at www.sec.gov.

Oracle and Cerner also file annual, quarterly and special reports and other information with the U.S. Securities and Exchange Commission, which are available at the U.S. Securities and Exchange Commission's website at www.sec.gov.