

VERITAS SOFTWARE CORP /DE/

Form S-4/A

May 29, 2003

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As filed with the Securities and Exchange Commission on May 29, 2003

Registration No. 333-103911

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Amendment No. 4  
to

**Form S-4**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**VERITAS SOFTWARE CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**7372**  
*(Primary Standard Industrial  
Classification Code Number)*

**77-0507675**  
*(I.R.S. Employer  
Identification Number)*

**350 Ellis Street**

**Mountain View, California 94043  
(650) 527-8000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

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**Gary L. Bloom**  
**Chairman of the Board, President and Chief Executive Officer**  
**VERITAS Software Corporation**  
**350 Ellis Street**  
**Mountain View, California 94043**  
**(650) 527-8000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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*Copies to:*

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**Shimon Alon**  
**Chief Executive Officer**  
**Precise Software Solutions, Inc.**  
**690 Canton Street**  
**Westwood, Massachusetts 02090**  
**(781) 461-0700**

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**1200 Nineteenth Street, NW**  
**Washington, D.C. 20036**  
**(202) 861-3900**

**Approximate date of commencement of proposed sale to the public:** Upon completion of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.   o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.   o

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this proxy statement/ prospectus is not complete and may be changed. VERITAS may not sell these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This proxy statement/ prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**PRELIMINARY PROXY STATEMENT/ PROSPECTUS, SUBJECT TO COMPLETION**

, 2003

Dear Precise Software Solutions Ltd. Shareholders:

I am writing to you today about the proposed merger of Precise Software Solutions Ltd. with a subsidiary of VERITAS Software Corporation. You are cordially invited to attend the extraordinary meeting of shareholders of Precise to be held on \_\_\_\_\_, 2003 at \_\_\_\_\_ a.m., local time, at Precise's U.S. offices at 690 Canton Street, Westwood, Massachusetts 02090. At the extraordinary meeting, you will be asked to vote on the merger and the other matters described in the attached proxy statement/prospectus.

In the merger, you will receive, at your election, for each ordinary share of Precise that you own either (1) \$16.50 in cash, or (2) a combination of \$12.375 in cash plus 0.2365 of a share of VERITAS common stock. Precise shareholders who are Israeli holders, as defined in the enclosed election form, and who properly and timely elect to receive the mixed cash and stock consideration, will not be entitled to receive any shares of VERITAS common stock, but instead will receive an amount of cash equal to \$12.375 plus 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect.

If all Precise shareholders were to receive the mixed cash and stock consideration, including, for this purpose, Israeli holders, and assuming for this purpose the exercise of all vested Precise share options and warrants prior to completion of the merger, VERITAS would issue approximately 8.4 million shares of its common stock in the merger. VERITAS common stock is traded on The Nasdaq National Market under the trading symbol VRTS. The closing price of VERITAS common stock on \_\_\_\_\_, 2003 was \$ \_\_\_\_\_ per share.

Under Israeli law, holders of Precise ordinary shares are not entitled to statutory dissenters' rights.

Only holders of record of Precise ordinary shares at the close of business on May 27, 2003 are entitled to attend and to vote at the extraordinary meeting or any adjournment thereof. Directors, each in his or her capacity as a shareholder, officers and other affiliated shareholders of Precise that beneficially own approximately 6.7% in the aggregate of Precise's outstanding ordinary shares as of May 27, 2003, the record date for the extraordinary meeting, have entered into undertakings to vote their ordinary shares in favor of approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement.

The Precise audit committee and board of directors have (1) reviewed and considered the terms and conditions of the merger agreement, (2) unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Precise and its shareholders and that, considering the financial position of the merging companies, no reasonable concern exists that Precise, as the surviving company in the merger, will be unable to fulfill its obligations to its creditors, and (3) unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. **The Precise audit committee and board of directors unanimously recommend that you vote FOR the proposal to approve the merger agreement, the merger and the other transactions contemplated by the merger agreement.**

You also will be asked to vote upon (1) an amendment to Precise's articles of association with respect to insurance and indemnification of directors and office holders, (2) specified modifications to the vesting terms of, and exercise period for, share options held by members of the Precise board of directors and (3) any motion to adjourn a meeting at which a quorum is present to solicit additional votes. The merger is not conditioned on shareholder approval of the amendment of Precise's articles of association, the modifications of the terms of Precise's director share options or approval of any such adjournment. **The Precise board of directors unanimously recommends that you vote FOR the proposal to amend Precise's articles of association, FOR the proposal to modify the terms of Precise's director share options and FOR the proposal to approve any adjournment to solicit additional votes if a quorum is present at the meeting.**

**The attached proxy statement/ prospectus provides you with detailed information about VERITAS, Precise, the merger agreement, the merger and the other transactions contemplated by the merger agreement, the proposed amendment of Precise's articles of association, the proposed modifications to the terms of Precise's director share options and the proposal to approve any adjournment of a meeting at which a quorum is present to solicit additional votes. We encourage you to read the entire proxy statement/prospectus**

carefully, including the **Risk Factors** section beginning on page 37.

Yours sincerely,

Shimon Alon  
Chief Executive Officer  
Precise Software Solutions Ltd.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of VERITAS common stock to be issued under the attached proxy statement/ prospectus or determined if the attached proxy statement/ prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

The attached proxy statement/prospectus is dated \_\_\_\_\_, 2003, and is first being mailed to Precise shareholders on or about \_\_\_\_\_, 2003.

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**PRECISE SOFTWARE SOLUTIONS LTD.**

10 Hata asiya Street  
Or-Yehuda, Israel 60408  
+972 (3) 735-2222

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**SUPPLEMENT TO  
NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS  
To Be Held On \_\_\_\_\_, 2003**

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A notice of an extraordinary meeting of the shareholders of Precise Software Solutions Ltd., a company incorporated under the laws of the State of Israel, was mailed to all shareholders on or about December 27, 2002 in accordance with the requirements of the Israeli Companies Law, 1999. Notifications regarding a change in the meeting date and applicable record date were mailed to all shareholders on or about February 26, 2003 and May 21, 2003, including a notice regarding the addition of the fourth proposal described below. You are hereby notified that the meeting date and applicable record date have been postponed to the dates specified below. The attached proxy statement/ prospectus is intended to supplement the information in the notice and the notifications distributed to Precise shareholders.

An extraordinary meeting of shareholders of Precise will be held at Precise's U.S. offices at 690 Canton Street, Westwood, Massachusetts 02090, on \_\_\_\_\_, 2003 at \_\_\_\_\_ a.m., local time, to consider and act upon each of the following matters:

1. To approve the Agreement and Plan of Merger dated as of December 19, 2002, as amended, by and among VERITAS Software Corporation, a Delaware corporation, Argon Merger Sub Ltd., an Israeli company and an indirect wholly-owned subsidiary of VERITAS, and Precise, the merger of Argon Merger Sub Ltd. with and into Precise and the other transactions contemplated by the merger agreement, as described in the attached proxy statement/prospectus.
2. To approve the amendment of Article 74 (Insurance and Indemnity) of Precise's articles of association, which amendment is intended to allow for insurance and indemnification of directors and office holders to the maximum extent permitted by Israeli law.
3. To approve the acceleration of the vesting schedule of options to purchase Precise ordinary shares held by members of Precise's board of directors immediately after the completion of the merger, and the extension of the period during which such options may be exercised.
4. To consider and vote upon any motion to adjourn a meeting at which a quorum is present to a later time to permit further solicitation of proxies if necessary to obtain additional votes in favor of any of the foregoing items.

We describe these proposals more fully in the attached proxy statement/ prospectus, which we urge you to read in its entirety, including the matters discussed under "Risk Factors" beginning on page 37.

Only Precise holders of record at the close of business on May 27, 2003, the record date for the extraordinary meeting, are entitled to attend and to vote at the extraordinary meeting or any adjournment thereof.

**Your vote is important. Whether or not you plan to attend the extraordinary meeting, please take the time to vote by completing and mailing the enclosed proxy card. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement and FOR each of the other proposals to be presented at the extraordinary meeting. Returning your proxy card will not affect your right to vote in person, should you choose to attend the extraordinary meeting.**

**You should notify Precise before voting at the meeting or indicate on the proxy card, whether or not you indicate how you want to vote, whether or not you are: (1) a person or entity holding, directly or indirectly, 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary; (2) a person or entity acting on behalf of VERITAS, the merger subsidiary or a person or entity described in (1); or (3) a family member of, or an entity controlled by, VERITAS, the merger subsidiary or any of the foregoing. If you do not notify Precise as aforesaid, you will not be entitled to vote on the merger and your vote will not be counted with respect to Proposal No. 1.**

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By Authorization of the Board of Directors

DROR ELKAYAM

*Secretary*

Or-Yehuda, Israel  
, 2003

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This proxy statement/ prospectus incorporates important business and financial information about VERITAS and Precise from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this proxy statement/ prospectus. For a listing of documents incorporated by reference into this proxy statement/ prospectus, please see the section titled **Where You Can Find More Information** beginning on page 112 of this proxy statement/ prospectus.

VERITAS will provide you with copies of this information relating to VERITAS, without charge, upon written or oral request to:

**VERITAS Software Corporation  
350 Ellis Street  
Mountain View, California 94043  
Attention: Investor Relations  
Telephone Number: (650) 527-2508**

In addition, you may obtain copies of this information by making a request through the investor relations section of VERITAS website, <http://www.veritas.com>, or by sending an e-mail to [invrel@veritas.com](mailto:invrel@veritas.com).

Precise will provide you with copies of this information relating to Precise, without charge, upon written or oral request to:

**Precise Software Solutions, Inc.  
690 Canton Street  
Westwood, Massachusetts 02090  
Attention: Investor Relations  
Telephone Number: (800) 310-4777**

In addition, you may obtain copies of this information by making a request through the investor relations section of Precise s website, <http://www.precise.com/company/IR/>, or by sending an e-mail to [krudden@precise.com](mailto:krudden@precise.com).

For you to receive timely delivery of the documents before the Precise extraordinary meeting, VERITAS or Precise should receive your request no later than \_\_\_\_\_, 2003.

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**QUESTIONS AND ANSWERS ABOUT THE MERGER**

***Q. Why am I receiving this proxy statement/prospectus?***

A: Precise has entered into a merger agreement with VERITAS and one of its subsidiaries. The terms of the merger agreement are described in this proxy statement/prospectus. The merger agreement and amendment no. 1 to the merger agreement are attached to this proxy statement/prospectus as Annex A and Annex AA, respectively. Upon completion of the merger, Precise will become an indirect wholly-owned subsidiary of VERITAS.

To complete the merger, Precise shareholders must approve the merger agreement, the merger and the other transactions contemplated by the merger agreement. Precise will hold an extraordinary meeting of its shareholders to obtain this approval. The merger is not conditioned upon obtaining shareholder approval for the other proposals to be presented at the Precise extraordinary meeting that relate to an amendment of Precise's articles of association, specified modifications to the terms of share options held by members of Precise's board of directors and an adjournment to solicit additional votes if a quorum is present. This proxy statement/prospectus contains important information about the Precise extraordinary meeting, the merger and the other proposals to be presented at the extraordinary meeting, and you should read it carefully.

***Q. When is the Precise extraordinary meeting relating to the merger and what specific proposals will I be asked to consider? (see page 54)***

A: The Precise extraordinary meeting will take place on \_\_\_\_\_, 2003. At the extraordinary meeting, you will be asked to:

approve the merger agreement, the merger and the following other customary transactions contemplated by the merger agreement (Proposal No. 1):

VERITAS agreement to assume the obligations of Precise pursuant to any existing indemnification agreements and to enter into new indemnification agreements in favor of current and former Precise directors and specified Precise officers (see page 74);

VERITAS agreement to effect the amendment to Precise's articles of association relating to indemnification of directors and officers, if it is not passed at the extraordinary meeting (see page 74);

the purchase by Precise of tail or runoff insurance (see page 75); and

the employment agreement between VERITAS and Shimon Alon, Precise's chief executive officer and a Precise director (see page 71).

approve the amendment of Article 74 (Insurance and Indemnity) of Precise's articles of association, which clarifies the circumstances under which (1) indemnification may be granted by Precise for specified liabilities or expenses imposed on its office holders (directors and other managers specified by the Israeli Companies Law, 1999) and (2) insurance may be obtained by Precise for the liability of its office holders. The amendment of article 74 is intended to allow for insurance and indemnification of directors and specified officers to the maximum extent permitted by Israeli law. (Proposal No. 2).

approve the acceleration of the vesting schedule of all share options held by members of the Precise board of directors immediately after the completion of the proposed merger and the extension of the period during which options held by these directors may be exercised (Proposal No. 3).

approve any motion to adjourn a meeting at which a quorum is present to a later time to permit further solicitation of proxies if necessary to obtain additional votes in favor of Proposal No. 1, Proposal No. 2 or Proposal No. 3 (Proposal No. 4).

Each of the above proposals is separate and independent from one another. Proposal No. 1 is not conditioned upon obtaining Precise shareholder approval of Proposal No. 2, Proposal No. 3 or Proposal

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No. 4 and Proposal No. 2, Proposal No. 3 and Proposal No. 4 are not conditioned upon approval of each other or upon obtaining Precise shareholder approval of Proposal No. 1.

**Q: What will I receive in the merger? (see page 75)**

A: If the merger is completed, you will receive, at your election and subject to the election procedures described in this proxy statement/prospectus, for each ordinary share of Precise that you own either:

the cash consideration, which consists of \$16.50 in cash;

or

the mixed consideration, which consists of (1) \$12.375 in cash, plus (2) 0.2365 of a share of VERITAS common stock.

Precise shareholders who are Israeli holders, as defined in the merger agreement, and who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive (1) \$12.375 in cash, plus (2) an amount of cash equal to 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day immediately prior to the date the merger takes effect.

The consideration for your Precise ordinary shares, including the exchange ratio for the VERITAS common stock component of the mixed consideration, will not change even if the market prices of Precise ordinary shares or VERITAS common stock fluctuate. However, if you elect to receive the mixed consideration, the value of the VERITAS shares (or, for Israeli holders, the corresponding portion of cash) included in the mixed consideration will fluctuate up or down with fluctuations in the market price of VERITAS common stock.

**Neither Precise nor VERITAS is making any recommendation as to whether Precise shareholders should elect to receive the cash consideration or the mixed consideration in connection with the merger.**

**Q: What is the aggregate value of the consideration to be paid by VERITAS for all of the outstanding Precise ordinary shares?**

A: The aggregate value of the consideration to be paid by VERITAS to the Precise shareholders will depend on the number of Precise shareholders electing to receive the cash consideration and the mixed consideration and the value of VERITAS common stock at the closing of the merger. The following table presents the aggregate value of the consideration that would be paid to holders of Precise ordinary shares as of May 27, 2003, assuming the exercise of all vested options and warrants to purchase Precise ordinary shares, (1) if all Precise shareholders elected to receive the per share cash consideration of \$16.50 or (2) if all Precise shareholders elected to receive the per share mixed consideration of \$12.375 in cash plus 0.2365 of a share of VERITAS common stock.

<u>Date</u>	<u>Closing Price of VERITAS Common Stock</u>	<u>Number of Precise Ordinary Shares</u>	<u>All Cash Consideration</u>	<u>All Mixed Consideration</u>
May 28, 2003	\$25.95	33,062,761	\$545,535,556	\$612,063,618

The actual amount of the aggregate consideration to be paid by VERITAS to holders of Precise ordinary shares will not be determined until the time of the merger.

**Q: Why am I being asked to indicate on the proxy card whether or not I am an Israeli holder? Why will Precise shareholders who declare that they are Israeli holders and who elect to receive the mixed consideration receive, instead of VERITAS common stock, the cash equivalent of the value of VERITAS common stock on the trading day immediately prior to the date the merger takes effect?**

A: To comply with Israeli securities laws, Israeli holders who properly and timely elect to receive the mixed consideration will not be entitled to receive any shares of VERITAS common stock, but instead will receive \$12.375 in cash, plus an amount of cash equal to 0.2365 multiplied by the closing price of one share of VERITAS common stock, as reported on The Nasdaq National Market, on the trading day



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immediately prior to the date the merger takes effect. For this reason, you are being asked to declare whether or not you are an Israeli holder. You will be deemed to be an Israeli holder if (1) you have provided Precise or the broker through which you hold Precise ordinary shares with an address in the State of Israel for the purpose of sending notices or (2) the center of your vital interests, as evidenced by family, economic and social ties, is in Israel. In addition, you will be asked to indicate whether or not you are an Israeli resident, as defined in the Israeli Income Tax Ordinance [New Version], 1961, for Israeli tax purposes. This information may be of importance in determining whether any Israeli withholding tax obligation applies to the consideration for your Precise ordinary shares.

***Q: Why can't Israeli holders of Precise shares elect to receive the mixed consideration, including shares of VERITAS common stock?***

A: Israeli law would have imposed burdensome prospectus publication and periodic reporting requirements in Israel on VERITAS if it offered its common stock directly to Israeli holders as part of the mixed consideration. As a result, VERITAS determined that it could not offer shares of its common stock to Israeli holders. VERITAS is instead providing Israeli holders with the opportunity to receive in cash the economic value equivalent to that received by non-Israeli holders that elect to receive the per share mixed consideration. Israeli shareholders who desire to have a continuing economic interest in VERITAS may use the cash consideration they receive to buy VERITAS common stock on The Nasdaq National Market.

***Q: Will I be able to trade any VERITAS common stock that I receive in the merger? (see page 81)***

A: The VERITAS common stock you will receive if you properly make a timely election to receive the mixed consideration and are not an Israeli holder will be freely tradeable, unless you are an affiliate of VERITAS or Precise. VERITAS common stock is listed on The Nasdaq National Market under the symbol VRTS.

***Q: What do I need to do now? (see page 55)***

A: After you review this proxy statement/ prospectus in its entirety, you should mail your completed and signed proxy card in the enclosed return envelope or as indicated on the proxy card as soon as possible so that your ordinary shares can be voted at the extraordinary meeting of Precise shareholders. You may also send your completed and signed proxy card to Precise at 10 Hata asiya Street, Or-Yehuda 60408, Israel or 690 Canton Street, Westwood, MA 02090 or to Precise's transfer agent, American Stock Transfer and Trust Company, at 59 Maiden Lane, Plaza Level, New York, NY 10038, Attention: Karen Lazar. In order to be counted, your properly completed and signed proxy card must be received at least 24 hours before the start of the extraordinary meeting. You do not need to mail your proxy card and election form at the same time. Even if you intend to wait to send your election form until as close to the meeting date as possible, you should still mail your proxy card as soon as possible.

***Q: What happens if I return a signed proxy card but do not indicate how to vote my proxy? (see page 55)***

A: If you do not include instructions on how to vote your properly signed and dated proxy card, your shares will be voted FOR the approval of the merger agreement, the merger and the other transactions contemplated by the merger agreement (Proposal No. 1) and FOR the approval of each of the other proposals to be presented at the extraordinary meeting. If you do not indicate on your proxy card whether you are (1) a person or entity holding, directly or indirectly, 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary; (2) a person or entity acting on behalf of VERITAS, the merger subsidiary or a person or entity described in (1); or (3) a family member of, or entity controlled by, VERITAS, the merger subsidiary or any of the foregoing, your vote will not be counted with respect to Proposal No. 1.

***Q: What happens if I do not vote? (see page 55)***

A: Approval of the proposals to be presented at the extraordinary meeting requires the affirmative vote of specified percentages of the Precise ordinary shares present and voting at the meeting at which a quorum

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is present. If a quorum is present at the meeting and you do not return your proxy card or vote in person at the meeting, then fewer shares will be present and voting at the meeting and, as a result, fewer shares will constitute the 75% vote necessary to approve Proposal No. 1 and the majority votes necessary to approve the other proposals to be presented at the extraordinary meeting. The presence in person or by proxy of at least one-third of Precise's outstanding ordinary shares is required to constitute a quorum at the extraordinary meeting. If you do not vote, Precise may be unable to obtain a quorum at the extraordinary meeting.

***Q: If my broker holds my shares in street name, will my broker vote my shares without any instructions from me? (see page 55)***

A: No. Your broker will not be able to vote your shares without instructions from you. Precise will treat broker non-votes as shares that are present for the purpose of determining the presence of a quorum, however, for the purpose of determining the outcome of any matter, Precise will treat broker non-votes as not voting with respect to that matter. Therefore, if you do not provide your broker with voting instructions, it will have the effect of reducing the number of votes required to obtain the 75% vote necessary to approve Proposal No. 1 and the majority votes necessary to approve the other proposals to be presented at the extraordinary meeting.

***Q: Can I change my vote after I have mailed my signed proxy card? (see page 55)***

A: Yes. You can change your vote at any time before your proxy is voted at the extraordinary meeting. You can do this in one of three ways:

you can send a written notice stating that you would like to revoke your proxy, provided such notice is received at least 24 hours prior to the time set for the extraordinary meeting or is presented at the extraordinary meeting to the chairman of the meeting;

you can complete and submit a new proxy card dated later than the first proxy card, provided such new proxy card is received at least 24 hours prior to the time set for the extraordinary meeting or is presented at the extraordinary meeting to the chairman of the meeting; or

you can attend the extraordinary meeting, file a written or make an oral notice of revocation of your proxy with the chairman of the meeting and vote in person.

Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow your broker's directions to change those instructions.

***Q: Why am I being asked to indicate on the proxy card whether or not I am related to VERITAS or the merger subsidiary?***

A: Under Israeli law, if VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary, holds shares in Precise, then there is an additional requirement for the approval of Proposal No. 1. The additional requirement is that a majority of the shareholders who are present at the extraordinary meeting, excluding VERITAS, the merger subsidiary or any person or entity holding 25% or more of either the voting power or the right to appoint a director of VERITAS or the merger subsidiary, or anyone acting on their behalf, including their family members or entities under their control, shall not have voted against the merger. For these purposes, abstentions and broker non-votes are not considered to be votes against the merger.

***Q: How do I elect to receive the cash consideration or the mixed consideration for my Precise ordinary shares? (see page 76)***

A: A form for making an election is enclosed with this proxy statement/prospectus. Additional copies of the election form may be obtained from the exchange agent. For your election to be effective, your properly completed election form, along with your Precise share certificates or an appropriate guarantee of delivery, must be sent to and received by Mellon Investor Services LLC, the exchange agent, on or before 5:00 p.m., New York City time, on \_\_\_\_\_, 2003. **Do not send your election form or share certificates**

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**together with your proxy card.** Instead, use the separate envelope specifically provided for the election form and your share certificates. Please read this proxy statement/ prospectus carefully for more information about the procedures for electing to receive the cash consideration or the mixed consideration.

If you do not properly and timely send in your completed election form, along with your Precise share certificates or an appropriate guarantee of delivery, you will be deemed to have elected the cash consideration and will receive \$16.50 in cash for each ordinary share of Precise you own if the merger is completed even if the value of the mixed consideration is higher than \$16.50. The exchange agent will send you written instructions for surrendering your Precise ordinary shares for the cash consideration after the merger is completed.

**Neither Precise nor VERITAS is making any recommendation as to whether Precise shareholders should elect to receive the cash consideration or the mixed consideration in connection with the merger.**