

PEROT SYSTEMS CORP  
Form SC 14D9/A  
October 09, 2009

**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)**

**PEROT SYSTEMS CORPORATION**  
*(Name of Subject Company)*

**PEROT SYSTEMS CORPORATION**  
*(Name of Person Filing Statement)*

**CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
*(Title of Class of Securities)*

**714265105**  
*(CUSIP Number of Class of Securities)*

**THOMAS D. WILLIAMS**  
**VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL**  
**PEROT SYSTEMS CORPORATION**  
**2300 West Plano Parkway**  
**Plano, Texas 75075**  
**(972) 577-0000**

*(Name, Address and Telephone Number of Person Authorized to  
Receive Notice and Communications on Behalf of the Person(s) Filing Statement)*

*With copies to:*

**JOHN W. MARTIN**  
**SOREN LINDSTROM**  
**BAKER BOTTS L.L.P.**  
**2001 Ross Avenue, Suite 600**  
**Dallas, Texas 75201**  
**(214) 953-6500**

**J. DAVID KIRKLAND, JR.**  
**BAKER BOTTS L.L.P.**  
**910 Louisiana Street, Suite 3200**  
**Houston, Texas 77002**  
**(713) 229-1234**

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

This Amendment No. 2 (this Amendment ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (together with the exhibits and annexes thereto, the Schedule 14D-9 ), originally filed with the Securities and Exchange Commission (the SEC ) on October 2, 2009, by Perot Systems Corporation, a Delaware corporation ( Perot Systems ), as amended by Amendment No. 1 filed with the SEC on October 8, 2009. The Schedule 14D-9 relates to the offer by DII Holdings Inc. ( Purchaser ), a Delaware corporation and an indirect, wholly-owned subsidiary of Dell Inc., a Delaware corporation ( Dell ), to purchase all of the issued and outstanding shares of Class A Common Stock, par value \$0.01 per share (each, a Share ), for \$30.00 per Share, in cash to the seller without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 2, 2009, and in the related Letter of Transmittal, copies of which were filed with the Schedule 14D-9 as Exhibits (a)(2) and (a)(3), respectively. Capitalized terms used and not otherwise defined in this Amendment have the meanings assigned to such terms in the Schedule 14D-9.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment.

**Item 8. Additional Information.**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following text immediately after the second paragraph under the heading Antitrust Issues :

At 11:59 p.m. New York City time on Thursday, October 8, 2009, the waiting period applicable to the Offer under the HSR Act expired. Accordingly, the condition to the Offer relating to the expiration or termination of the waiting period under the HSR Act has been satisfied.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following text immediately after the fourth paragraph under the heading Antitrust Issues :

On October 7, 2009, the FCO in Germany granted clearance of the Offer and the Merger.

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**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.

PEROT SYSTEMS CORPORATION

Date: October 9, 2009

By: /s/ Thomas D. Williams

Name: Thomas D. Williams

Title: Vice President, Secretary & General  
Counsel