

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 *

ADOBE SYSTEMS INC

(Last) (First) (Middle)

345 PARK AVENUE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/23/2009

3. Issuer Name and Ticker or Trading Symbol
Omniture, Inc. [OMTR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ 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 (1) (2) (3) (4)

D

^

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 depositary 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.

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