

ALTIRIS INC
Form DFAN14A
March 08, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Altiris, Inc.

(Name of Registrant as Specified In Its Charter)

Symantec Corporation

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following is a news release issued by Symantec Corporation on March 8, 2007.
News Release

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Symantec Acquisition of Altiris Clears Hart-Scott-Rodino Review

CUPERTINO, Calif. March 8, 2007 Symantec Corp. (Nasdaq: SYMC) today announced that it has received notification of early termination of the waiting period imposed by the Hart-Scott-Rodino Antitrust Improvements Act concerning the proposed acquisition of Altiris, Inc. (Nasdaq: ATRS). Completion of the transaction, expected during the second calendar quarter of 2007, still requires satisfaction of certain conditions, including Altiris shareholder approval and regulatory approval in Germany.

The companies announced on Jan. 29 a definitive agreement for Symantec to acquire Altiris. Upon successful close of the transaction, Altiris stockholders will receive \$33 per share of Altiris common stock in cash, resulting in a transaction value of approximately \$830 million net-of cash-acquired. With the addition of the Altiris solutions, Symantec expects to help customers better manage and enforce security policies at the endpoint, identify and protect against threats, and repair and service assets.

About Altiris

Altiris, Inc. is a leading provider of service-oriented management software that enables IT organizations to easily manage, secure and service heterogeneous IT assets. Flexible solutions from Altiris help IT align services to drive business objectives, deliver audit-ready security, automate tasks, and reduce the cost and complexity of management. For more information, visit www.altiris.com.

About Symantec

Symantec is a global leader in infrastructure software, enabling businesses and consumers to have confidence in a connected world. The company helps customers protect their infrastructure, information, and interactions by delivering software and services that address risks to security, availability, compliance, and performance. Headquartered in Cupertino, Calif., Symantec has operations in 40 countries. More information is available at www.symantec.com.

Additional Information

On March 7, 2007, Altiris filed a definitive proxy statement with the Securities and Exchange Commission in connection with the merger. The proxy statement will be mailed to the stockholders of Altiris. Before making any voting or investment decision with respect to the merger, investors and stockholders of Altiris are urged to read the proxy statement and the other relevant materials when they become available because they will contain important information about the merger, Altiris and Symantec. Investors and security holders may obtain free copies of these documents (when they are available) and other documents filed with the Securities and Exchange Commission (the SEC) at the SEC's Web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Altiris at its corporate Web site at www.altiris.com under Company-Investor Relations or by contacting Investor Relations at Altiris, Inc. 588 W. 400 S., Lindon, UT 84042.

Altiris and its officers and directors may be deemed to be participants in the solicitation of proxies from Altiris stockholders with respect to the merger. A description of any interests that these officers and directors have in the merger is available in the proxy statement. In addition, Symantec may be deemed to have participated in the solicitation of proxies from Altiris stockholders in favor of the approval of the Agreement. Information concerning Symantec's directors and executive officers is set forth in Symantec's proxy statement for its 2006 annual meeting of stockholders, which was filed with the SEC on July 25, 2006, Annual Report on Form 10-K for fiscal 2006 and Current Report on Form 8-K filed on January 22, 2007. These documents are available free of charge at the SEC's web site at www.sec.gov or by going to Symantec's Investor Relations page on its corporate Web site at www.symantec.com.

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NOTE TO EDITORS: If you would like additional information on Symantec Corporation and its products, please visit the Symantec News Room at <http://www.symantec.com/news>. All prices noted are in U.S. dollars and are valid only in the United States.

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FORWARD-LOOKING STATEMENTS:

This press release contains forward-looking statements within the meaning of U.S. federal securities laws, including expectations regarding the closing of Symantec's acquisition of Altiris

and the integration of its products and technologies into Symantec's products and solutions, that involve known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed or implied in this press release. Such risk factors include, among others, satisfaction of closing conditions to the transaction, our ability to successfully integrate the merged businesses and technologies, and customer demand for the technologies and integrated product offerings. Actual results may differ materially from those contained in the forward-looking statements contained in this press release. Additional information concerning these and other risk factors is contained in the Risk Factors sections of Symantec's and Altiris' most recently filed Forms 10-K and 10-Q. Symantec assumes no obligation to update any forward-looking statement contained in this press release.