

OPNET TECHNOLOGIES INC

Form 425

October 29, 2012

test

1

Q&A

What was announced today?

What is the timing?

As an OPNET employee, what does this mean for me?

Filed under Rule 425 under the Securities Act of 1933

and deemed filed under Rule 14a-12 of the

Securities Exchange Act of 1934

Filing by:

OPNET Technologies, Inc.

Subject Company:

OPNET Technologies, Inc.

SEC File No.:

000-30931

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test  
2  
Q&A

Does Riverbed plan to make any headcount reductions at  
OPNET?  
Will  
I

still  
have  
my  
job?

What are Riverbed's plans for the OPNET offices?

Will my compensation change?

Will my reporting relationships change?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

3

Q&A

Can you provide a little background on Riverbed?

Why is Riverbed buying OPNET? How does Riverbed benefit from the acquisition?

What does the acquisition bring to OPNET?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

4

Q&A

Will my benefits change?

Will my payroll dates change?

Do I still benefit from my tenure with OPNET?

What happens to my unused vacation hours when the acquisition completes?

I work from a home/remote office. What is the Riverbed policy for remote work?

What happens to staff on H1-Bs or waiting for Green Cards? Will there be any impact on travel?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn



test  
5  
Q&A

Are there any restrictions to buying and selling OPNET or Riverbed shares?

I participate in the OPNET ESPP, how does this affect

me?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

6

Q&A

I am on support and the customer is asking about this. What should I say?

If an organization is considering a Riverbed Cascade or OPNET product purchase today, should they wait until the companies are better integrated?

Will the features customers have asked for still show up in OPNET products?

Will OPNET products be merged with Riverbed Cascade products, and if so, when?

I am in the middle of competing with Cascade in a sales case  
what should I  
do?

Will OPNET staff be involved in selling non-OPNET products after the merger is complete?

An OPNET partner is asking about this. What should I say?

What if my questions are not answered?

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn

test

7

The exchange offer for the outstanding common stock of OPNET Technologies, Inc. ( OPNET ) referred to in this communication has not yet commenced.

This announcement is

neither  
an  
offer  
to  
purchase  
nor  
a  
solicitation  
of  
an  
offer  
to  
sell  
shares  
of  
OPNET.  
OPNET

stockholders are urged to read the relevant exchange offer documents when they become available because they will contain information that stockholders should consider before making any decision regarding tendering their shares.

At the time the offer is commenced, Riverbed Technology, Inc. ( Riverbed ) will file exchange offer materials with the U.S. Securities and Exchange Commission and OPNET will file a Solicitation/Recommendation Statement with respect to the offer.

The exchange offer materials (including a Prospectus and certain other offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully before any decision is

made  
with  
respect  
to  
the  
exchange  
offer.

The  
Prospectus  
and  
certain  
other  
offer  
documents,  
as  
well  
as  
the  
Solicitation/Recommendation

Statement,  
will  
be  
made  
available  
to  
all  
shareholders

of  
OPNET  
at  
no  
expense  
to  
them.

The  
exchange  
offer  
materials  
and  
the  
Solicitation/Recommendation  
Statement

will  
be  
made  
available  
for  
free  
at  
the

Securities  
and  
Exchange  
Commission's  
web  
site  
at  
[www.sec.gov](http://www.sec.gov).  
Free  
copies  
of  
the  
Offer  
to  
Purchase,  
the  
related  
Letter  
of  
Transmittal  
and  
certain  
other  
offering  
documents  
will  
be  
made  
available  
by  
Riverbed  
by  
mail  
to  
Riverbed  
Technologies,  
Inc.,  
199  
Fremont  
Street,  
San  
Francisco,  
CA  
94105,  
attention:  
Investor  
Relations,  
and  
free  
copies



of  
the  
Solicitation/Recommendation  
Statement  
will  
be  
made  
available  
by  
OPNET  
by  
mail  
to  
OPNET  
Technologies,  
Inc.,  
7255  
Woodmont  
Avenue,  
Bethesda,  
Maryland  
20814-7900,  
attention:  
Investor  
Relations.

#### Additional Information and Where to Find It

#### Interests of Certain Persons in the Offer and the Merger

Riverbed will be, and certain other persons may be, soliciting OPNET stockholders to tender their shares into the exchange offer.

The directors and executive officers of Riverbed and the directors and executive officers of OPNET may be deemed to be participants in Riverbed's solicitation of OPNET's stockholders to tender their shares into the exchange offer.

Investors  
and  
shareholders  
may  
obtain  
more  
detailed  
information  
regarding  
the  
names,  
affiliations  
and  
interests  
of  
the  
directors  
and  
officers of Riverbed and OPNET in the exchange offer by reading the Prospectus and certain other offer documents, as well as  
Solicitation/Recommendation Statement, when they become available.

OPNET Confidential Not for release to third parties

© 2012 OPNET Technologies, Inc. All rights reserved. OPNET and OPNET product names are trademarks of OPNET Techn