

OPNET TECHNOLOGIES INC  
Form SC 14D9/A  
December 03, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 2 to**  
**SCHEDULE 14D-9**

**(Rule 14d-101)**

**Solicitation/Recommendation Statement Under Section 14(d)(4) of the**  
**Securities Exchange Act of 1934**

**OPNET Technologies, Inc.**

**(Name of Subject Company)**

**OPNET Technologies, Inc.**

**(Name of Person Filing Statement)**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

**683757108**

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(CUSIP Number of Class of Securities)

**Marc A. Cohen**

**Chairman of the Board and Chief Executive Officer**

**OPNET Technologies, Inc.**

**7255 Woodmont Avenue**

**Bethesda, Maryland 20814-7900**

**(240) 497-3000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and**

**Communications on Behalf of Person Filing Statement)**

*With copies to:*

**Jennifer Fonner DiNucci**

**Cooley LLP**

**3175 Hanover Street**

**Palo Alto, California 94304**

**(650) 843-5000**

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**11951 Freedom Drive**

**Reston, Virginia 20190-5656**

**(703) 456-8000**

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

### Introduction

This Amendment No. 2 to Schedule 14D-9 (this Amendment ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the Statement ) originally filed by OPNET Technologies, Inc., a Delaware corporation (the Company or OPNET ), with the Securities and Exchange Commission on November 14, 2012 and subsequently amended by Amendment No. 1 on November 21, 2012. This Statement relates to an exchange offer by Octagon Acquisition Corp., a Delaware corporation ( Acquisition Sub ) and a wholly owned subsidiary of Riverbed Technology, Inc., a Delaware corporation ( Riverbed ), disclosed in a Tender Offer Statement on Schedule TO, dated November 14, 2012 (as amended or supplemented from time to time, the Schedule TO ), to acquire all of the outstanding shares of Common Stock of OPNET (the Shares ) in exchange for consideration per Share consisting of (i) \$36.55 in cash and (ii) 0.2774 of a share of Riverbed common stock, par value \$0.001 per share (the Riverbed Stock ), without interest, and upon the terms and subject to the conditions set forth in the Prospectus/Offer to Exchange, dated November 14, 2012 (as originally filed with the registration statement on Form S-4 with the Securities and Exchange Commission relating to the shares of Riverbed Stock to be issued to the stockholders of OPNET in the Offer and the Merger, and as amended or supplemented from time to time, the Prospectus/Offer to Exchange ), and in the related Letter of Transmittal (as amended or supplemented from time to time, the Letter of Transmittal, which together with the Prospectus/Offer to Exchange constitute the Offer ). Except as otherwise set forth in this Amendment, the information set forth in the Statement remains unchanged.

### Item 9. Exhibits.

Exhibit No.	Description
(a)(5)(K)	Frequently Asked Questions Regarding the Treatment of the OPNET Restricted Stock Awards Issued On or After September 12, 2012 in the Merger
(a)(5)(L)	Frequently Asked Questions Regarding the Treatment of the OPNET Restricted Stock Issued Prior to September 12, 2012 in the Merger

**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.

OPNET Technologies, Inc.

By: /s/ Dennis R. McCoy

Dennis R. McCoy, Chief Legal Officer

Dated: November 30, 2012

**EXHIBIT INDEX**

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