

3PAR Inc.
Form SC TO-C
August 20, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

3PAR Inc.

(Name of Subject Company (Issuer))

Dell Trinity Holdings Corp.

(Offeror)

an indirect, wholly-owned subsidiary of

Dell Inc.

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

88580F 10 9

(CUSIP Number of Class of Securities)

Lawrence P. Tu

Senior Vice President and General Counsel

One Dell Way

Round Rock, Texas 78682

Phone (512) 338-4400

*(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of
filing
persons)*

Copies to:

Jeffrey J. Rosen

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

CALCULATION OF FILING FEE

Transaction Valuation*

Not applicable*

Amount of Filing Fee*

Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the

commencement
of a tender offer.

- o Check the box if any part of the fee is offset as provided by Rule 0-11 (a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: None
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Ⓟ Third-party tender offer subject to Rule 14d-1.
- o Issuer tender offer subject to Rule 13e-4.
- o Going-private transaction subject to Rule 13e-3.
- o Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. o

SCHEDULE TO

This filing on Schedule TO relates to a planned tender offer by Dell Trinity Holdings Corp. (the Purchaser), a Delaware corporation and an indirect, wholly-owned subsidiary of Dell Inc., a Delaware corporation (Dell), to purchase all outstanding shares of Common Stock, par value \$0.001 per share, of 3PAR Inc., a Delaware corporation (3PAR), to be commenced pursuant to an Agreement and Plan of Merger, dated as of August 15, 2010, by and among Dell, the Purchaser and 3PAR.

The planned tender offer described in this document and the exhibits hereto has not yet commenced and this document and the exhibits hereto are not an offer to buy or the solicitation of an offer to sell securities. At the time the planned tender offer is commenced, Dell and the Purchaser will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the SEC), and 3PAR will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the planned tender offer. The tender offer statement (including an offer to purchase, a related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before making any decision to tender securities in the planned tender offer. Those materials will be made available to 3PAR's stockholders at no expense to them. In addition, all of those materials (and all other tender offer documents filed with the SEC) will be made available at no charge on the SEC's website: www.sec.gov.

Item 12. Exhibits

| Exhibit | Exhibit Name |
|----------------|---------------------|
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|------|-----------------------------------------------------------------------------|
| 99.1 | Third party news releases distributed to Dell employees on August 20, 2010. |
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|------|-----------------------------------------------------------------|
| 99.2 | Transcript of call with analysts and Dell held August 19, 2010. |
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