

DALEEN TECHNOLOGIES INC

Form SC 13D/A

February 07, 2003

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**Daleen Technologies, Inc.**

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

23437N10

(CUSIP Number)

Douglas E. Scott, Esq.

Senior Vice President and General Counsel  
Science Applications International Corporation  
10260 Campus Point Drive  
San Diego, CA 92121  
(858) 826-7325

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

With a copy to:

Aloma H. Avery, Esq.

Senior Counsel  
Science Applications International Corporation  
10260 Campus Point Drive  
San Diego, CA 92121  
Tel: (858) 826-6000

October 7, 2002

(Date of Event which Requires Filing of Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ü]

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**(Continued on following page(s))**

Page 1 of 10

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**Table of Contents**

CUSIP No. 23437N10

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS<br>(ENTITIES ONLY) |
| Science Applications International Corporation   | 95-3630868   |
| <b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions) (a) <input type="radio"/><br>(b) <input type="radio"/> |  |
| <b>3</b> SEC USE ONLY  |  |
| <b>4</b> SOURCE OF FUNDS (See Instructions) N/A  |  |
| <b>5</b> CHECK IF DISCLOSURE OR LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="radio"/>                      |  |
| <b>6</b> CITIZENSHIP OR PLACE OF ORGANIZATION Delaware   |  |
| <b>7</b> SOLE VOTING POWER<br><b>NUMBER</b> OF None <b>SHARES</b>  |  |
| <b>8</b> BENEFICIALLY SHARED VOTING POWER OWNED BY 13,836,046 EACH   |  |
| <b>9</b> REPORTING SOLE DISPOSITIVE POWER PERSON None WITH   |  |
| <b>10</b> SHARED DISPOSITIVE POWER 13,836,046  |  |
| <b>11</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,836,046  |  |
| <b>12</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>                                  |  |

**13**PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11) 40.0%

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**14**TYPE OF REPORTING  
PERSON CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 2 of 10

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**Table of Contents**

CUSIP No. 23437N10

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS<br>(ENTITIES ONLY) |
| SAIC Venture Capital Corporation   | 88-0447177   |
| <b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions) (a) <input type="radio"/><br>(b) <input type="radio"/> |  |
| <b>3</b> SEC USE ONLY  |  |
| <b>4</b> SOURCE OF FUNDS (See Instructions) WC   |  |
| <b>5</b> CHECK IF DISCLOSURE OR LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="radio"/>                      |  |
| <b>6</b> CITIZENSHIP OR PLACE OF ORGANIZATION Nevada   |  |
| <b>7</b> SOLE VOTING POWER<br><b>NUMBER</b> OF None <b>SHARES</b>  |  |
| <b>8</b> BENEFICIALLY SHARED VOTING POWER OWNED BY 13,836,046 EACH   |  |
| <b>9</b> REPORTING SOLE DISPOSITIVE POWER PERSON None WITH   |  |
| <b>10</b> SHARED DISPOSITIVE POWER 13,836,046  |  |
| <b>11</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,836,046  |  |
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**13**PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
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**14**TYPE OF REPORTING  
PERSON CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 3 of 10

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**TABLE OF CONTENTS**

Item 2. Identity and Background.

Item 4. Purpose of Transaction.

Item 5. Interest in Securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Signature

APPENDIX A Directors and Executive Officers

EXHIBIT A

EXHIBIT H

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**Table of Contents**

Amendment No. 2 to Schedule 13D

The Reporting Persons, Science Applications International Corporation ( SAIC ) and SAIC Venture Capital Corporation ( SVCC ), hereby amend and supplement the Schedule 13D filed by SAIC on June 18, 2001 (the Original Statement ) with regard to the common stock of Daleen Technologies, Inc. ( Daleen or the Issuer ), as amended by Amendment No. 1 to the Statement on Schedule 13D, dated August 16, 2001, for the purpose of amending Items 2, 4, and 5 .

**Item 2. Identity and Background.**

Item 2 (a)-(c) of the Original Statement are hereby supplementally amended to restate in its entirety Appendix A to the Original Statement. Appendix A is attached hereto and incorporated herein by reference.

**Item 4. Purpose of Transaction.**

The response set forth in Item 4 is supplemented by the addition of the following:

As disclosed in the Proxy Statement filed by Daleen on November 20, 2002, (the Proxy Statement ) Daleen entered into an Asset Purchase Agreement (the Asset Purchase Agreement ), dated October 7, 2002, among Daleen, Daleen Solutions, Inc., a Delaware corporation and a wholly-owned subsidiary of Daleen ( Acquisition Sub ), and Abiliti Solutions, Inc., a Missouri corporation ( Abiliti ), to purchase the goodwill and substantially all of the assets of Abiliti (the Purchase ). Concurrent with the consummation of the Purchase, certain stakeholders of Abiliti agreed to invest approximately \$5 million into securities issued by Daleen (the Investment ). In connection with the transactions contemplated by the Asset Purchase Agreement, on October 2, 2002, SVCC and certain other stockholders of Daleen entered into a Voting Agreement with Abiliti whereby they agreed, among other things, to vote all of their shares of Daleen common stock in favor of the Purchase, the Investment and the other Daleen Proposals (as defined in the Voting Agreement).

On December 20, 2002, the transactions contemplated by the Asset Purchase Agreement were consummated and the Voting Agreement terminated in accordance with its terms.

Except as described herein, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions described in Item 4(a) through (j) of Schedule 13D.

All references to and summaries of the Asset Purchase Agreement and the Voting Agreement in this Schedule 13D are qualified in their entirety by reference to such documents, the full text of which is filed as Exhibits G and H hereto, respectively, and which Exhibits are incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer.**

The response set forth in Item 5 (a) of the Original Statement is hereby supplementally amended and restated in its entirety to read as follows:

(a) SVCC directly owns 2,246,615 shares of Common Stock, 67,604 shares of Series F Preferred with each share immediately convertible into 122.4503 shares of Common Stock and Series F Warrants to purchase 27,042 shares of Series F Preferred with each share immediately convertible into 122.4503 shares of Common Stock. Together these interests represent a total of 13,836,046 shares or approximately 40.0% of the Common Stock of the Issuer. According to the Issuer's Quarterly Report on Form 10-Q for the period ending September 30, 2002, filed with the Commission on November 14, 2002, the number of shares of Common Stock outstanding as of November 1, 2002 was 22,984,272 (before giving effect to the 8,278,130 shares of Common Stock issuable upon the conversion of the shares of Series F Preferred held by SVCC and the 3,311,301 shares of Common Stock issuable upon the conversion of the shares of Series F Preferred issuable upon the exercise of the Series F Warrants held by SVCC). For reporting purposes, SAIC may be deemed the beneficial owner of the shares owned by SVCC.

**Table of Contents**

**Item 7. Material to be Filed as Exhibits.**

Exhibit A: Agreement as to Joint Filing of Schedule 13D, dated as of February 7, 2003, between SAIC and SVCC.

Exhibit G: Asset Purchase Agreement, dated October 7, 2002, among Daleen Technologies, Inc., Daleen Solutions, Inc., and Abiliti Solutions, Inc. (incorporated herein by reference to Exhibit 99.1 to Current Report on Form 8-K filed by Daleen Technologies, Inc. on October 11, 2002)

Exhibit H: Voting Agreement, dated October 7, 2002, by and between Daleen Technologies, Inc. and SAIC Venture Capital Corporation (filed herewith)

**Signature**

After reasonable 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.

Dated: February 7, 2003

SCIENCE APPLICATIONS INTERNATIONAL  
CORPORATION

By           /S/ DOUGLAS E. SCOTT

Douglas E. Scott  
Senior Vice President and General Counsel

SAIC VENTURE CAPITAL CORPORATION

By           /S/ GIAN A. BROWN

Gian A. Brown  
General Counsel

**Table of Contents****APPENDIX A****Directors and Executive Officers**

The following table sets forth the name, business address and present principal occupation or employment of each of the directors of Science Applications International Corporation ( SAIC ). To the knowledge of SAIC, each director listed below is a United States citizen.

| <b>Name</b>                  | <b>Principal Occupation</b>  | <b>Name, Principal Business and Address of Corporation or Other Organization in Which Employment is Conducted</b> |
|------------------------------|--|---|
| Duane P. Andrews             | Corporate Executive Vice President and Director of SAIC                        | Science Applications International Corporation<br>1710 SAIC Drive<br>McLean, VA 22102                             |
| J. Robert Beyster            | Chairman of the Board, Chief Executive Officer, President and Director of SAIC | Science Applications International Corporation<br>1241 Cave Street<br>La Jolla, CA 92037                          |
| Wolfgang H. Demisch          | Director of SAIC   | 435 Round Hill Road<br>Greenwich, CT 06831  |
| Matthew J. Desch             | Chief Executive Officer of Telcordia Technologies, Inc. and Director of SAIC   | Telcordia Technologies, Inc.<br>445 South Street<br>Morristown, NJ 07960  |
| Wayne A. Downing             | Director of SAIC   | 11200 N. Pawnee Road<br>Peoria, IL 61615  |
| Donald H. Foley              | Executive Vice President and Director of SAIC                                  | Science Applications International Corporation<br>1710 SAIC Drive<br>McLean, VA 22102                             |
| John E. Glancy               | Executive Vice President and Director of SAIC                                  | Science Applications International Corporation<br>11622 El Camino Real<br>San Diego, CA 92130                     |
| Bobby R. Inman               | Director of SAIC   | Science Applications International Corporation<br>701 Brazos Suite 500<br>Austin, TX 78701                        |
| Anita K. Jones               | Professor, Dept. of Computer Science, University of Virginia                   | University of Virginia<br>151 Engineer s Way<br>Charlottesville, VA 22901   |
| Harry M. Jansen Kraemer, Jr. | Chairman and Chief Executive Officer , Baxter International, Inc.              | Baxter International, Inc.<br>One Baxter Parkway<br>Deerfield, IL 60015   |

**Table of Contents**

| Name                | Principal Occupation                                    | Name, Principal Business and Address of Corporation or Other Organization in Which Employment is Conducted |
|---------------------|---|--|
| Claudine B. Malone  | President, Financial Management Consulting, Inc.        | Financial Management Consulting, Inc.<br>7570 Potomac Fall Road<br>McLean, VA 22102                        |
| Stephen D. Rockwood | Executive Vice President and Director of SAIC           | Science Applications International Corporation<br>16701 West Bernardo Drive<br>San Diego, CA 92127         |
| Edward J. Sanderson | Director of SAIC  | 6009 San Elijo<br>Rancho Santa Fe, CA 92067  |
| Ralph Snyderman     | Chancellor for Health Affairs at Duke University        | Duke University Medical Center<br>Room 106, Duke South, Green Zone<br>Durham, NC 27710                     |
| Monroe E. Trout     | Director of SAIC  | 2110 Cove View Way<br>Knoxville, TN 37919  |
| Randy I. Walker     | Corporate Executive Vice President and Director of SAIC | Science Applications International Corporation<br>1241 Cave Street<br>La Jolla, CA 92037                   |
| Joseph P. Walkush   | Executive Vice President and Director of SAIC           | Science Applications International Corporation<br>1241 Cave Street<br>La Jolla, CA 92037                   |
| John H. Warner, Jr. | Corporate Executive Vice President and Director of SAIC | Science Applications International Corporation<br>10260 Campus Point Drive<br>San Diego, CA 92121          |
| Jasper A. Welch     | President of Jasper Welch Associates                    | Jasper Welch Associates<br>2129 Foothill Road<br>Santa Fe, NM 87505  |
| A. Thomas Young     | Director of SAIC  | 12921 Esworthy Road<br>N. Potomac, MD 20878  |

The following table sets forth the name, business address and title of each of the executive officers of SAIC, excluding executive officers who are also directors. To the knowledge of SAIC, each officer listed below is a United States citizen. Unless otherwise indicated, the business address of each person named below is c/o Science Applications International Corporation, 10260 Campus Point Drive, San Diego, California 92121.

**Table of Contents**

| Name                  | Title (and Address, if Other Than as Indicated Above)  |
|-----------------------|--|
| Thomas E. Darcy       | Executive Vice President and Chief Financial Officer<br>Science Applications International Corporation<br>1241 Cave Street<br>La Jolla, CA 92037 |
| Steven P. Fisher      | Corporate Vice President and Treasurer   |
| J. Dennis Heipt       | Corporate Executive Vice President and Secretary   |
| Peter N. Pavlics      | Senior Vice President and Controller   |
| William A. Roper, Jr. | Corporate Executive Vice President   |
| Robert A. Rosenberg   | Science Applications International Corporation<br>1200 Prospect Street<br>La Jolla, CA 92037   |
| Douglas E. Scott      | Executive Vice President<br>Science Applications International Corporation<br>1710 SAIC Drive<br>McLean, VA 22102                                |
| Arthur L. Slotkin     | Senior Vice President and General Counsel<br>Executive Vice President  |

The following table sets forth the name, business address and present principal occupation or employment of each of the directors of SAIC Venture Capital Corporation ( SVCC ). To the knowledge of SVCC, each director listed below is a United States citizen.

| Name                | Principal Occupation   | Name, Principal Business and Address of Corporation or Other Organization in Which Employment is Conducted |
|---------------------|--|--|
| J. Robert Beyster   | Chairman of the Board, Chief Executive Officer, President and Director of SAIC | Science Applications International Corporation<br>1241 Cave Street<br>La Jolla, CA 92037                   |
| Wolfgang H. Demisch | Director of SAIC   | 435 Round Hill Road<br>Greenwich, CT 06831   |
| Matthew J. Desch    | Chief Executive Officer of Telcordia Technologies, Inc. and Director of SAIC   | Telcordia Technologies, Inc.<br>445 South Street<br>Morristown, NJ 07960                                   |
| Grant Dove          | Chairman, Technology Strategies & Alliance                                     | Technology Strategies & Alliances<br>15301 Dallas Parkway, Suite 840<br>Addison, TX 75001                  |
| J. Dennis Heipt     | Corporate Executive Vice President and Secretary of SAIC                       | Science Applications International Corporation<br>10260 Campus Point Drive<br>San Diego, CA 92121          |

**Table of Contents**

| <b>Name</b>                      | <b>Principal Occupation</b>                  | <b>Name, Principal Business and Address of Corporation or Other Organization in Which Employment is Conducted</b> |
|----------------------------------|--|---|
| Robert R. Lind                   | Vice President and Managing Director of SVCC | SAIC Venture Capital Corporation<br>3993 Howard Hughes Parkway<br>Suite 570<br>Las Vegas, NV 89109                |
| William A. Roper, Jr. (Chairman) | Corporate Executive Vice President of SAIC   | Science Applications International Corporation<br>1200 Prospect Street<br>La Jolla, CA 92037                      |
| Kevin A. Werner                  | President and Managing Director of SVCC      | SAIC Venture Capital Corporation<br>3993 Howard Hughes Parkway<br>Suite 570<br>Las Vegas, NV 89109                |
| A. Thomas Young                  | Director of SAIC                             | 12921 Esworthy Road<br>N. Potomac, MD 20878   |

The following table sets forth the name, business address and title of each of the executive officers of SVCC, excluding executive officers who are also directors. To the knowledge of SAIC, each officer listed below is a United States citizen. Unless otherwise indicated, the business address of each person named below is c/o SAIC Venture Capital Corporation, 3993 Howard Hughes Parkway, Suite 570, Las Vegas, Nevada 89109.

| <b>Name</b>   | <b>Title (and Address, if Other Than as Indicated Above)</b> |
|---------------|--|
| Gian A. Brown | Secretary and Assistant Treasurer                            |