INTELLISYNC CORP
Form DEFA14A
November 18, 2005

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

SCHEDULE 14A INFORMATION
(RULE 14A-101)

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

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

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

INTELLISYNC CORPORATION
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

ý No fee required.
o 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 price 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):

(4) Proposed maximum aggregate value of transaction:
$

(5) Total fee paid:
$

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Filed by Intellisync Pursuant to Rule 14a-12
Under the Securities Exchange Act of 1934
Subject Company: Intellisync
Commission File No.: 0-21709

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Link to searchable text of slide shown above

Searchable text section of graphics shown above

The Acquisition of Intellisync

November 16, 2005

[LOGO]

© 2005 Nokia

Safe Harbor

It should be noted that certain statements herein which are not historical facts, including, without limitation, those regarding: A) benefits of the proposed merger, synergies of the proposed acquisition, and other matters that involve known and unknown risks; B) uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to differ materially from results expressed or implied by this press release; and C) statements preceded by believe, expect, anticipate, foresee, target, designed , may , enhance , will , ac extend , provide support , provide growth potential or similar expressions are forward-looking statements. Because these statements involve risks and uncertainties, actual results may differ materially from the results that we currently expect. Factors that could cause these differences include, but are not limited to: 1) difficulties encountered in integrating Intellisync, its products and its employees into Nokia and achieving expected synergies; 2) uncertainties as to the timing of the merger; 3) approval of the transaction by Intellisync s stockholders; 4) the satisfaction of closing conditions to the transaction, including the receipt of regulatory approvals; 5) whether certain market segments grow as anticipated; 6) the competitive environment in the mobile communications industry and competitive responses to the proposed merger; 7) whether the companies can successfully develop new products and the degree to which these gain market acceptance as well as 8) the risk factors specified on pages 12-22 of Nokia s Form 20-F for the year ended December 31, 2004 under Item 3.D Risk Factors. and Intellisync s most recent Form 10-K filed with the Securities and Exchange Commission.

Nokia and Intellisync undertake no obligation and do not intend to update these forward-looking statements to reflect events or circumstances occurring after this press release. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

Additional information and where to find it

Intellisync has agreed to file a proxy statement in connection with the proposed acquisition. The proxy statement will be mailed to the stockholders of Intellisync. Intellisync s stockholders are urged to read the proxy statement and other relevant materials when they become available because they will contain important information about the acquisition and Intellisync. 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 Intellisync by going to Intellisync s Investor Relations page on its corporate website at www.Intellisync.com.

In addition, Intellisync and its officers and directors may be deemed to be participants in the solicitation of proxies from Intellisync s stockholders with respect to the acquisition. A description of any interests that Intellisync s officers and directors have in the acquisition will be available in the proxy statement. In addition, Nokia may be deemed to be participating in the solicitation of proxies from Intellisync s stockholders in favor of the approval of the acquisition. Information concerning Nokia s directors and executive officers is set forth in Nokia s 2004 annual report on Form 20-F filed with the SEC on March 8, 2005. This document is available free of charge at the SEC s web site at www.sec.gov or by going to Nokia s Investor Relations page on its corporate website at www.nokia.com..

The acquisition of Intellisync

[LOGO]

Dave Grannan
GM, Mobility Solutions
Enterprise Solutions

[LOGO]

Rip Gerber
CMO & General Manager
Intellisync Corporation

Nokia s drive for growth and expansion

Mobile Phones

Expand mobile voice

Multimedia

Drive consumer multimedia

Networks

Bring extended mobility to the enterprise

Enterprise Solutions

Nokia s Enterprise Strategy

Connecting people	**over any network**	**to corporate applications and information**
[GRAPHIC]	[GRAPHIC]	[GRAPHIC]
Devices	**Enabling secure connectivity**	**Enabling mobileware applications**

Focused efforts

Understanding our customers challenges and needs

Building a software business

Nokia Business Center

Advanced voice solutions

[GRAPHIC]

Growing our security business

Evolving our device portfolio with launch of the Nokia Eseries

Device platform that services the needs of both individuals and the IT departments that support them

Nokia at the forefront enterprise mobility

We expect that Intellisync will accelerate our ability to capitalize on the uptake of mobile applications in the enterprise

We expect that Intellisync will broaden our customer base and provide technologies that help build the foundation for mobilizing applications beyond email

Nokia	**Intellisync**
Mobility	Multi-device, multi-platform support
Security	Carrier and enterprise penetration
Voice	Skilled workforce
Channels	

What Intellisync Does

[LOGO]

[GRAPHIC]

The #1 Platform-Independent
Wireless Messaging Company
in the World

Intellisync is recognized as a global leader in

wireless messaging and mobility applications by providing the best mobile experience over the widest array of platforms.

Powered By Intellisync = Mobile Ubiquity

[LOGO]

Security

& Device Mgmt.

Apps

Devices **Data**

Email . . . PIM . . .
Office In Your Phone

File Sync . . . Device Mgmt .

[GRAPHIC] [LOGO]

App Mobilization . . . Security

Data/App Sync . . . Systems Mgmt.

Any Device **Any Application** **Any Data Source**

Intellisync Software Leads Across The Mobile Markets

[LOGO]

A leader in true push wireless email

#1 leader in PIM sync

#2 leader in mobile email

Pre-provisioned on many new devices

IM integrated with email = presence & control

1 **Messaging (Email)**

Platform-agnostic leader in device management

Mobile systems mgmt tools easy-to-use, deploy

Highest mobile security levels available

Key carrier differentiator for device deployments

2 **Security and Device Management**

File and Data Sync

Mobilizes any corporate database (e.g., CRM)

Largest mobile app deployments in the enterprise

Embedded in leading enterprise software platforms

3 **Mobilizing Enterprise Applications**

Nokia and Intellisync expected synergies product portfolio

[LOGO]	**Integrated Messaging**	**Security & Device Mgmt**	**Mobilizing Enterprise Applications**		
[LOGO]		**Enabling Secure Connectivity**	**Enabling Mobileware Applications**	**Devices**	**Services**
		Firewalls **IP/SSL VPN** **Mobile VPN**	**Email** **Voice**		

Nokia Enterprise Solutions and Intellisync expected synergies

Nokia		**Intellisync**
Carrier		Software sales force
Enterprise	+	Multi-device support
Distributors /Resellers		Multi-platform support
System Integrators		

Transaction summary

Transaction value	Under the terms of the agreement, Intellisync stockholders will receive $5.25 per share in cash for each Intellisync common share This implies an enterprise value of approximately USD 430 million or approximately EUR 368 million (on a fully-diluted basis)
Expected closing	The transaction is expected to be completed in the first quarter of 2006.

Summary

Acquisition is expected to:

Enhance mobile software solutions for our customers

[LOGO]

Provide support for multiple device vendors and platforms

Provide business growth potential

Nokia at the forefront of enterprise mobility

Together, a collective market force

For further information, visit www.nokia.com [LOGO]

Additional Information and Where to Find It

Intellisync has agreed to file a proxy statement in connection with the proposed acquisition. The proxy statement will be mailed to the stockholders of Intellisync. Intellisync s stockholders are urged to read the proxy statement and other relevant materials when they become available because they will contain important information about the acquisition and Intellisync. 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 Intellisync by going to Intellisync s Investor Relations page on its corporate website at www.Intellisync.com.

In addition, Intellisync and its officers and directors may be deemed to be participants in the solicitation of proxies from Intellisync s stockholders with respect to the acquisition. A description of any interests that Intellisync s officers and directors have in the acquisition will be available in the proxy statement. In addition, Nokia may be deemed to be participating in the solicitation of proxies from Intellisync s stockholders in favor of the approval of the acquisition. Information concerning Nokia s directors and executive officers is set forth in Nokia s proxy material for its 2005 annual general meeting, which was filed with the SEC on February 14, 2005, and Nokia s 2004 annual report on Form 20-F filed with the SEC on March 8, 2005. These documents are available free of charge at the SEC s web site at www.sec.gov or by going to Nokia s Investor Relations page on its corporate website at www.Nokia.com.