

LEGATO SYSTEMS INC  
Form 425  
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Subject Company: Legato Systems, Inc.

Commission File No: 000-26130

**David B. Wright**

**Chairman & CEO**

**July 8, 2003**

**EMC<sup>2</sup>**

**LEGATO**

## **LEGATO into the future**

- n Customers demanding complete solutions to manage all their information
- n Legato well-positioned in core markets and in high-growth opportunities in content and messaging management
- n However the combined opportunity is greater
  - n Create the most complete ILM software vendor in the industry
  - n More resources to capture market opportunities
  - n Accelerate growth and profitability

## **EMC, Strengthening Our Position**

- n Shared vision around Information Lifecycle Management approach, with focus on delivering protection, availability and access solutions
- n EMC's scale
  - n Extensive R&D resources
  - n Global distribution and world-class support
  - n Financial strength
- n Highly complementary fit (products, sales)
- n Cultural fit – we know the team well
- n EMC's commitment to Open Software
  - n Legato to operate as a division of EMC to maximize software sales

## Information Lifecycle Management: 7 Steps

[GRAPHIC]

***Business Goal:***  
Automate the  
management  
and protection  
of information  
*for business value*

***Requirement:***  
- Access  
- Availability  
- Protection

## **Partners are Required to Deliver ILM**

[GRAPHIC]

## **LEGATO s ILM Framework**

[GRAPHIC]

**EMC & LEGATO: Great Strategic Fit**

[GRAPHIC]

## EMC Product Map

**EMC<sup>2</sup>**

<b>Enterprise SRM</b>	<b>Storage Resource Management</b>	<b>ControlCenter Family / VisualSAN / VisualSRM</b>
<b>Storage</b>	<b>Distributed File System Volume Mgmt. and Virtualization Application Monitoring and Availability (Clustering)</b>	<b>HighRoad PowerPath Volume Manager</b>
<b>Infrastructure</b>	<b>Network Load Balancing</b>	<b>PowerPath</b>
<b>Software</b>	<b>On-Board Replication Server-Based Replication</b>	<b>SRDF / TimeFinder / SnapView / MirrorView / SANCopy</b>
<b>Data</b>	<b>Backup and Recovery Media Management</b>	<b>EDM</b>
<b>Management</b>	<b>Replication Management HSM and Archive Content Management</b>	<b>Replication Manager / Symmetrix Data Mobility Manager Avalon</b>
<b>Software</b>	<b>Content Distribution</b>	<b>OnCourse</b>

## EMC & Legato: Great Product Fit

		<b>EMC<sup>2</sup> / LEGATO</b>
<b>Enterprise SRM</b>	<b>Storage Resource Management</b>	<b>ControlCenter Family / VisualSAN / VisualSRM</b>
	<b>Distributed File System</b>	<b>HighRoad</b>
<b>Storage</b>	<b>Volume Mgmt. and Virtualization</b>	<b>PowerPath Volume Manager</b>
	<b>Application Monitoring and</b>	
<b>Infrastructure</b>	<b>Availability (Clustering)</b>	<b>Application Availability Manager / Co-Standby Server</b>
	<b>Network Load Balancing</b>	<b>PowerPath</b>
<b>Software</b>	<b>On-Board Replication</b>	<b>SRDF / TimeFinder / SnapView / MirrorView / SANCopy</b>
	<b>Server-Based Replication</b>	<b>RepliStor</b>
	<b>Backup and Recovery</b>	<b>EDM</b> <span style="float: right;"><b>NetWorker</b></span>
<b>Data</b>	<b>Media Management</b>	<b>AlphaStor</b>
	<b>Replication Management</b>	<b>Replication Manager / Symmetrix Data Mobility Manager</b>
<b>Management</b>	<b>HSM and Archive</b>	<b>Avalon</b> <span style="float: right;"><b>DiskXtender / EmailXtender / ArchiveXtender</b></span>
<b>Software</b>	<b>Content Management</b>	<b>ApplicationXtender</b>
	<b>Content Distribution</b>	<b>OnCourse</b>

## EMC & LEGATO: Powerful Combination

based on 2002 data

	<u>EMC</u>	<u>Legato</u>	<u>Combined</u>
<b>Revenues</b>	<b>\$5.5B</b>	<b>\$280M</b>	<b>\$5.8B</b>
	Systems \$2.996B	Systems N/A	Systems \$2.996B
	Software \$1.249B	Software \$138M	<b>Software \$1.387B</b>
	Services \$1.275B	Services \$142M	<b>Services \$1.417B</b>
<b>SW license revenue as % of total</b>	23%	49%	24%
<b>Assets</b>	\$9.6B	\$472M	\$10.1B
<b>Employees</b>	17,200	1,500	18,700

Totals may not foot and may not agree to other schedules due to rounding

## **LEGATO, a division of EMC**

### **Structure:**

- n LEGATO's sales/distribution will remain independent to maintain our focus on open software, led by David Wright and other members of senior management team.
- n David Wright will be President of LEGATO division and EVP of EMC

### **Sales:**

- n We will leverage EMC's Global Account presence and direct sales organization to accelerate revenue growth
- n Over time, our independent selling capability will be leveraged to sell additional Open Software products
- n Our sales org remains as-is, focused on revenue growth

## **LEGATO, a division of EMC**

### **Product & Development:**

- n Development brought together under one team, matrixed with Mark Lewis, EVP, Open Software and CTO of EMC
- n EMC will continue to support EDM & offer free customer upgrades to NetWorker
- n NetWorker will become the primary backup/recovery offering we will incorporate key EDM features
- n LEGATO brand retained

## **Announcement Specifics**

- n On July 8<sup>th</sup> EMC announced their intent to acquire LEGATO in an all-stock deal valued at approximately \$1.3 billion USD.
- n Based on LGTO stock price over last 30-60 days, represents a 17-27% premium; based on price as of 7/7/03, represents a 16% premium.
- n Stock exchange ratio: 0.9 shares of EMC for every share of LEGATO.
- n Deal anticipated to close in Q403.
- n Requires LEGATO shareholders approval via proxy vote. The deal also requires customary regulatory approvals.

**EMC<sup>2</sup>**

**LEGATO**

**Information. Leadership. Always.**

[LOGO]

*Keeping the World's Business-Critical Information Available*

[www.legato.com](http://www.legato.com)

**Additional Information and Where to Find it**

In connection with the proposed transaction, EMC and LEGATO intend to file a proxy statement/prospectus with the U.S. Securities and Exchange Commission (the "SEC"). Investors and security holders of EMC and LEGATO are advised to read the proxy statement/prospectus when it becomes available, because it will contain important information about EMC, LEGATO and the proposed transaction. Investors and security holders may obtain a free copy of the proxy statement/prospectus, when available, and other documents filed by EMC and LEGATO with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Free copies of the proxy statement/prospectus, when available, and each company's other filings with the SEC also may be obtained from the respective companies. Free copies of EMC's filings may be obtained by directing a request to EMC. You can request this information via the web at [www.EMC.com/IR/request](http://www.EMC.com/IR/request) or by sending a written request to EMC Investor Relations, EMC Corporation, 176 South Street, Hopkinton, MA 01748. Free copies of Legato's filings may be obtained by directing a request to Legato Investor Relations, LEGATO, SYSTEMS, Inc., 2350 West El Camino Real, Mountain View, CA 94040. In addition, investors and security holders may access copies of the documents filed with the SEC by EMC on EMC's website at [www.emc.com](http://www.emc.com), and investors and security holders may access copies of the documents filed with the SEC by LEGATO on LEGATO's website at [www.legato.com](http://www.legato.com).

Legato, its directors and executive officers may be deemed to be participants in the solicitation of proxies from Legato stockholders in favor of the proposed transaction. A description of the interests of the directors and executive officers of Legato is set forth in Legato's proxy statement for its 2003 annual meeting, which was filed with the SEC on April 30, 2003. Investors and security holders may obtain additional information regarding the interests of such potential participants by reading the definitive proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.