

OPNET TECHNOLOGIES INC

Form 4

December 20, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COHEN ALAIN J

2. Issuer Name **and** Ticker or Trading  
Symbol  
OPNET TECHNOLOGIES INC  
[OPNT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O OPNET TECHNOLOGIES,  
INC., 7255 WOODMONT  
AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2012

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
President & Chief Tech Officer

(Street)  
BETHESDA, MD 20814

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/18/2012		U		4,691,810	D	\$ 41.78 (1)
Common Stock	12/18/2012		F		664	D	\$ 41.72
Common Stock	12/18/2012		D		1,399	D	\$ 41.78 (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN ALAIN J C/O OPNET TECHNOLOGIES, INC. 7255 WOODMONT AVENUE BETHESDA, MD 20814	X	X	President & Chief Tech Officer	

## Signatures

/s/Alain Cohen 12/20/2012

\*\*Signature of  
Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are being disposed of in connection with a Tender Offer Statement filed by Riverbed Technology, Inc. ("Riverbed") and Octagon Acquisition Corp. ("Octagon") relating to the offer by Octagon to purchase all of the issued and outstanding shares of common stock of the Issuer. The tender price of the shares of common stock is (i) \$36.55 in cash; and (ii) 0.2774 of a share of common stock of Riverbed. The purchase price shown is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

(2) The shares reported as beneficially owned following this reported transaction takes into consideration the Remarks to the reporting person's Form 4 filed with the Securities & Exchange Commission on February 10, 2012 as beneficially owning 4,693,873 following the reported transaction in that Form 4.

(3) These shares were disposed of in connection with a merger by and between Riverbed and Octagon pursuant to which the issuer became a wholly-owned subsidiary of Riverbed. As a result of the merger, each outstanding share of common stock was automatically converted

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into the right to receive: (i) \$36.55 in cash; and (ii) 0.2774 shares of Riverbed common stock, without interest thereon and subject to any tax withholding. The price is based on the closing price of Riverbed common stock on December 17, 2012 of \$18.85 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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