

SAP AG
Form SC 13G/A
February 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A
(Amendment No. 10)*
Under the Securities Exchange Act of 1934

SAP AG
(f/k/a SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung)

(Name of Issuer)

ORDINARY SHARES, WITHOUT NOMINAL VALUE

(Title of Class of Securities)

803054204

(CUSIP Number)

DECEMBER 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 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).

CUSIP No. 803054204

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Hasso Plattner GmbH & Co. Beteiligungs-KG
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3. (a) " (b) "
SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

5. SOLE VOTING POWER

NUMBER OF

SHARES 107,695,054

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 107,695,054

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,695,054

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 803054204

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Hasso Plattner Verwaltungs-GmbH
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3. (a) " (b) "
SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany
5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 107,695,054*
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

107,695,054*
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,695,054*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12. TYPE OF REPORTING PERSON

CO

* Includes 107,695,054 ordinary shares owned by Hasso Plattner GmbH & Co. Beteiligungs-KG. Hasso Plattner Verwaltungs-GmbH exercises voting and dispositive powers of the ordinary shares held by such entity.

CUSIP No. 803054204

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Dr. Hasso Plattner
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3. (a) " (b) "
SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany
5. SOLE VOTING POWER

NUMBER OF

SHARES 24,100*
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 119,276,782**
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 24,100*
8. SHARED DISPOSITIVE POWER

WITH

119,276,782**
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,300,882*; **
10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.0%

12. TYPE OF REPORTING PERSON

IN

* Includes 24,100 American depositary shares, each representing one ordinary share, without nominal value.

** Includes 107,695,054 ordinary shares owned by Hasso Plattner GmbH & Co. Beteiligungs-KG and 11,581,728 ordinary shares owned by Hasso Plattner Förderstiftung gGmbH, which is owned by Dr. Plattner's immediate family. Dr. Plattner exercises voting and dispositive powers with respect to the ordinary shares held by such entities.

ITEM 1(A). Name of Issuer.

The name of the issuer is SAP AG (f/k/a SAP Aktiengesellschaft Systeme, Anwendungen, Produkte in der Datenverarbeitung) (the Company).

ITEM 1(B). Address of Issuer's Principal Executive Offices.

The Company's principal executive offices are located at Dietmar Hopp Allee 16, 69190 Walldorf, Federal Republic of Germany.

ITEM 2(A). Name of Person Filing.

This Amendment No. 10 to Schedule 13G is filed pursuant to a Joint Filing Agreement, dated February 10, 2009, by the following persons with respect to an aggregate of 119,300,882 shares of the Company (collectively, the Shares) as described below:

(i) Hasso Plattner GmbH & Co. Beteiligungs-KG (Beteiligungs), with respect to the Shares owned by it.

(ii) Hasso Plattner Verwaltungs-GmbH (Verwaltungs), with respect to the Shares owned by Beteiligungs.

(iii) Dr. Hasso Plattner, with respect to the 24,100 American depositary shares, each representing one ordinary share, owned directly by him and with respect to the 107,695,054 Shares owned by Beteiligungs and the 11,581,728 Shares owned by Hasso Plattner Förderstiftung gGmbH.

The foregoing persons are hereinafter referred to collectively as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

ITEM 2(B). Address of Principal Business Office or, if None, Residence.

The address of the principal business office of each of the Reporting Persons is c/o Wipfler & Partner, Steuerberater-Sozietat, Max-Planck-Strasse 8, D-69190 Walldorf, Federal Republic of Germany.

ITEM 2(C). Citizenship.

(i) Hasso Plattner GmbH & Co. Beteiligungs-KG is a limited liability partnership organized under the laws of the Federal Republic of Germany.

(ii) Hasso Plattner Verwaltungs-GmbH is a corporation organized under the laws of the Federal Republic of Germany.

(iii) Dr. Hasso Plattner is a citizen of the Federal Republic of Germany.

ITEM 2(D). Title of Class of Securities.

Ordinary Shares, without nominal value.

ITEM 2(E). CUSIP Number.

803054204

ITEM 3. If this Statement is Filed Pursuant to Rules 13d-1(b) or 13d- 2(b) or (c), Check Whether the Person Filing is a:

- (a) " Broker or dealer registered under Section 15 of the Act,
- (b) " Bank as defined in Section 3(a)(6) of the Act,
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) " Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- (f) " Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- (g) " Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- (h) " Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) " Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940, or
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. Ownership.

The percentages used herein and in the rest of Item 4 are calculated based upon 1,192,169,716 ordinary shares (excluding 36,334,516 treasury shares) of the Company issued and outstanding as of December 31, 2012, as reflected in the Company's Form 20-F, filed with the Securities and Exchange Commission on March 22, 2013. As of the close of business on December 31, 2012:

A. HASSO PLATTNER GMBH & CO. BETEILIGUNGS-KG

- (a) Amount beneficially owned: 107,695,054
- (b) Percent of class: 9.0%
- (c) (i) Sole power to vote or direct the vote: 107,695,054
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 107,695,054
 - (iv) Shared power to dispose or direct the disposition: 0

B. HASSO PLATTNER VERWALTUNGS-GMBH

- (a) Amount beneficially owned: 107,695,054
- (b) Percent of class: 9.0%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 107,695,054
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 107,695,054

C. DR. HASSO PLATTNER

- (a) Amount beneficially owned: 119,300,882
- (b) Percent of class: 10.0%
- (c)
 - (i) Sole power to vote or direct the vote: 24,100
 - (ii) Shared power to vote or direct the vote: 119,276,782
 - (iii) Sole power to dispose or direct the disposition: 24,100
 - (iv) Shared power to dispose or direct the disposition: 119,276,782

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person.

To the knowledge of the Reporting Persons, other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares. However, no such persons have an interest in more than five percent of the ordinary shares.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not Applicable.

ITEM 9. Notice of Dissolution of Group.

Not Applicable.

ITEM 10. Certification.

Not Applicable.

SIGNATURES

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 13, 2014

HASSO PLATTNER GMBH & CO.

BETEILIGUNGS-KG

By: Hasso Plattner Verwaltungs-GmbH, as
sole general partner

By: /s/ Fritz Mang, by POA
Name: Dr. Hasso Plattner
Title: Managing Director

HASSO PLATTNER
VERWALTUNGS-GMBH

By: /s/ Fritz Mang, by POA
Name: Dr. Hasso Plattner
Title: Managing Director

/s/ Fritz Mang, by POA
DR. HASSO PLATTNER

EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT DESCRIPTION
1	Joint Filing Agreement, dated February 10, 2009, by and between Hasso Plattner GmbH & Co. Beteiligungs-KG, Hasso Plattner Förderstiftung gGMBH and Dr. Hasso Plattner (incorporated by reference to Exhibit 99 to the Schedule 13G/A filed by the Reporting Persons on February 17, 2009).