

EMC CORP
Form 425
October 29, 2015

Filed by Denali Holding Inc.

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: EMC Corporation (Commission File No. 1-09853)

The following article was written by Michael Dell and posted to LinkedIn.

Dell, EMC and the Unifying Theory of the Universe

For those of you who haven't noticed, it's been a busy couple of weeks at Dell. On October 12th, we announced a definitive agreement to acquire EMC, including a controlling interest in VMware. It's incredible for me. I started this company 32 years ago, building PCs in my dorm room, and as I write this post, Dell is set to become an enterprise solutions powerhouse.

One week later we hosted about 5,000 customers and partners in Austin for our 5th annual Dell World. The timing couldn't have been better, because it gave us a chance to showcase our thinking about the future to our most important audience. I opened with a keynote humbly entitled the Unifying Theory of the Universe 1.0. In it I begin to paint a picture of the future, and the astonishing role that our combined company can play in helping customers achieve their dreams.

Dell and EMC are a highly complementary combination. We bring together the world's greatest franchises in the technology of today; leaders in Servers, Storage, Virtualization and PCs. And we bring together the industry's leading technology of tomorrow; digital transformation, software-defined data center, converged infrastructure, hybrid cloud, mobile and security. Combined, we become a company with a leadership position in 22 Gartner Magic Quadrants. No one is more relevant or able to add more value.

We can deliver this unprecedented portfolio to the broadest possible global customer base. EMC has an unmatched reputation with large enterprises. At Dell we have unmatched strength in the mid-market and with small businesses. Together, we can fuel innovation across our combined portfolio and across customer segments.

Finally, we are bringing together an unbelievable set of capabilities. EMC is the best company in the industry at incubating new technologies, and that front-end innovation engine will be backed by Dell's best-in-class global supply chain. Think about the scale – an \$80+ billion revenue business. We will be the world's largest enterprise systems company, across suppliers, partners, R&D and innovation. To put it simply: the best innovation with the highest quality and the greatest value for customers. All of it under a private structure, aligned from our customer-focused innovation to leadership and ownership.

According to a recent Fortune Magazine survey, 84% of CEOs believe it would be easier to manage a private company. Or as I put it at Dell world, EMC \$67 billion. Being master of your own destiny Priceless.

We also took the opportunity to reinforce our commitment to open partner ecosystems and our enduring relationships, like when CEO of Microsoft, @Satya Nadella, joined me on stage for a joint announcement on Hybrid Cloud and a candid discussion about the state of the industry.

I left Dell World, as I always do, totally energized. Our customers are changing the world through the power of their creativity and innovation. Together, we are going to build the world's infrastructure for the next 20, 30 years. Can you imagine what our customers are going to accomplish: curing cancer, feeding and watering the world, creating jobs, hope and opportunity on a global scale. With Dell and EMC, we will have the vision, the innovation, the technology and the horsepower to dream that big. I can't wait.

Investors are urged to read important information regarding the proposed transaction which may be obtained by visiting www.sec.gov or www.dell.com/futurereadydell.

Disclosure Regarding Forward Looking Statements

This communication contains forward-looking statements, which reflect Denali Holding Inc.'s current expectations. In some cases, you can identify these statements by such forward-looking words as anticipate, believe, could, estimate, expect, intend, confidence, may, plan, potential, should, will and would, or similar expressions. Factors that could cause our actual results to differ materially from the results we anticipate include, but are not limited to: (i) the failure to consummate or delay in consummating the proposed transaction; (ii) the risk that a condition to closing of the proposed transaction may not be satisfied or that required financing for the proposed transaction may not be available or may be delayed; (iii) the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained, or is obtained subject to conditions that are not anticipated; (iv) risk as to the trading price of Class V Common Stock to be issued by Denali Holding Inc. in the proposed transaction relative to the trading price of shares of VMware, Inc. common stock; (v) the effect of the announcement of the proposed transaction on Denali Holding Inc.'s relationships with its customers, operating results and business generally; and (vi) adverse changes in general economic or market conditions. Denali Holding Inc. undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or a solicitation of an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law. This communication is being made in respect of the proposed business combination transaction between EMC Corporation and Denali Holding Inc. The proposed transaction will be submitted to the shareholders of EMC Corporation for their consideration. In connection with the issuance of Class V Common Stock of Denali Holding Inc. in the proposed transaction, Denali Holding Inc. will file with the SEC a Registration Statement on Form S-4 that will include a preliminary proxy statement/prospectus regarding the proposed transaction and each of Denali Holding Inc. and EMC Corporation plans to file with the SEC other documents regarding the proposed transaction. After the registration statement has been declared effective by the SEC, a definitive proxy statement/prospectus will be mailed to each EMC Corporation shareholder entitled to vote at the special meeting in connection with the proposed transaction. **INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER DOCUMENTS RELATING TO THE TRANSACTION FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors may obtain copies of the proxy statement/prospectus (when available) and all other documents filed with the SEC regarding the proposed

transaction, free of charge, at the SEC's website (<http://www.sec.gov>) or from Denali Holding Inc.'s website (<http://www.dell.com/futurereadydell>).

Participants in the Solicitation

Denali Holding Inc. and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies from EMC Corporation shareholders in connection with the proposed transaction. Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of EMC Corporation shareholders in connection with the proposed transaction and a description of their direct and indirect interest, by security holdings or otherwise, will be set forth in the proxy statement/prospectus filed with the SEC in connection with the proposed transaction.
