Data Domain, Inc.
Form SC TO-T/A
July 23, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO/A

Amendment No. 10

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

Data Domain, Inc.

(Name of Subject Company (Issuer))

Envoy Merger Corporation

and

EMC Corporation

(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE $0.0001 PER SHARE

(Title of Class of Securities)

23767P109

(CUSIP Number of Class of Securities)

Paul T. Dacier, Esq.

EMC Corporation

176 South Street

Hopkinton, Massachusetts 01748

(508) 435-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
$2,245,672,600.50	$125,308.53

*   For purposes of calculating the filing fee pursuant to Rule 0-11(d) only, the Transaction Valuation was calculated on the basis of (i) the aggregate of 67,035,003 shares of common stock, par value $0.0001 per share, of Data Domain, Inc., consisting of: (a) 61,539,064 shares of common stock issued and outstanding and (b) 5,495,939 shares of common stock issuable on or before expiration of the offer upon the exercise of vested stock options, and (ii) the tender offer price of $33.50 per Share.

**   The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, is calculated by multiplying the Transaction Valuation by .00005580.

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

Amount Previously Paid:	$ 112,216.60	Filing Party:	Envoy Merger Corporation and EMC Corporation
Form or Registration No.:	Schedule TO-T	Date Filed:	June 2, 2009
Amount Previously Paid:	$13,091.93	Filing Party:	Envoy Merger Corporation and EMC Corporation
Form or Registration No.:	Schedule TO-T/A	Date Filed:	July 6, 2009

¨   Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

þ   third-party tender offer subject to Rule 14d-1.

¨   issuer tender offer subject to Rule 13e-4.

¨   going-private transaction subject to Rule 13e-3.

¨   amendment to Schedule 13D under Rule 13d-2.
Check the following box if the filing is a final amendment reporting the results of the tender offer: þ

CUSIP Number:

23767P109

This Amendment No. 10 (_Amendment No. 10_) amends and supplements the Tender Offer Statement on Schedule TO originally filed on June 2, 2009, as amended on June 3, 2009, June 9, 2009, June 15, 2009, June 17, 2009, June 26, 2009, July 6, 2009, July 9, 2009, July 10, 2009 and July 20, 2009 (the _Schedule TO_) by EMC Corporation, a Massachusetts corporation (_EMC_), and Envoy Merger Corporation, a Delaware corporation (_Purchaser_) and a wholly owned subsidiary of EMC, relating to the offer by Purchaser to purchase all outstanding shares (the _Shares_) of common stock, par value $0.0001 per Share, of Data Domain, Inc., a Delaware corporation (_Data Domain_), at a price of $33.50 per Share, net to the seller in cash, without interest thereon and subject to reduction for any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 2, 2009 and annexed to and filed as Exhibit (a)(1)(i) to the Schedule TO, as amended (the _Offer to Purchase_), and in the related Letter of Transmittal.

This Amendment No. 10 is the final amendment to the Schedule TO and, in accordance with Instruction H of the General Instructions to Schedule TO, constitutes EMC s and Purchaser s disclosure under Section 13(d) of the Securities Exchange Act of 1934, as amended, with respect to the Shares Purchaser acquired in the Offer.

The information set forth in the Offer to Purchase is incorporated by reference to all the items of this Amendment No. 10. All capitalized terms used in this Amendment No. 10 without definition have the meanings ascribed to them in the Offer to Purchase.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 1 through 9, and Item 11.

On July 23, 2009, EMC issued a press release announcing the completion of the Offer and its intention to consummate the Merger on July 23, 2009. The Depositary for the Offer has advised EMC and Purchaser that, as of the expiration of the subsequent offering period at 12:00 midnight, New York City time, on Wednesday, July 22, 2009, a total of approximately 59,268,746 Shares were validly tendered to Purchaser,

representing approximately 90.3% of the Shares outstanding. In addition to the Shares tendered in the Offer, EMC beneficially owns 2,534,697 Shares, representing approximately 3.9% of the Shares outstanding, which were acquired through ordinary brokerage transactions at prevailing market prices prior to the commencement of the Offer. Such previously-owned Shares, together with the Shares validly tendered to Purchaser pursuant to the Offer, represent approximately 94.2% of the Shares outstanding. Purchaser has accepted for payment all Shares that were validly tendered during the prior offering period and the subsequent offering period, and payment for any such Shares not previously made will be made promptly, in accordance with the terms of the Offer.

Pursuant to the terms of the Executed EMC Merger Agreement, EMC expects to effect a short-form merger of Purchaser with and into Data Domain on July 23, 2009, without the need for a vote or meeting of Data Domain stockholders. Upon the effectiveness of the Merger, each outstanding Share not purchased in the Offer (other than Shares owned by EMC, Purchaser or any wholly owned subsidiary of EMC or Data Domain, Shares held in the treasury of Data Domain, or the Shares that are held by stockholders, if any, who are entitled to and who properly exercise appraisal rights under Delaware Law) will by virtue of the Merger, and without action by the holder thereof, be canceled and converted into the right to receive an amount in cash equal to $33.50 per Share without interest and less any required withholding taxes. As a result of the Merger, Data Domain will become a wholly owned subsidiary of EMC.

On July 23, 2009, EMC issued a press release announcing the expiration of the subsequent offering period, successful completion of the Offer and its intention to consummate the Merger. The full text of the press release issued by EMC is set forth as Exhibit (a)(1)(xxi) hereto and is incorporated by reference herein.

Item 12. *Exhibits.*

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibits:

(a)(1)(xxi) Text of press release issued by EMC dated July 23, 2009

SIGNATURE

After due 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: July 23, 2009

EMC CORPORATION

By: /s/ Paul T. Dacier
Name: Paul T. Dacier
Title: Executive Vice President and General Counsel

ENVOY MERGER CORPORATION

By: /s/ Paul T. Dacier
Name: Paul T. Dacier
Title: President

EXHIBIT INDEX

(a)(1)(i)	Offer to Purchase dated June 2, 2009 *
(a)(1)(ii)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9) *
(a)(1)(iii)	Form of Notice of Guaranteed Delivery *
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees *
(a)(1)(v)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees *
(a)(1)(vi)	Form of summary advertisement dated June 2, 2009 *
(a)(1)(vii)	Text of press release issued by EMC dated June 1, 2009 (incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by EMC with the Securities and Exchange Commission on June 1, 2009) *
(a)(1)(viii)	Slide Presentation dated June 1, 2009 (incorporated by reference to Exhibit 99.1 of the Schedule TO filed by EMC and Purchaser with the Securities and Exchange Commission on June 2, 2009) *
(a)(1)(ix)	Transcript of conference call held on June 1, 2009 *
(a)(1)(x)	Text of press release issued by EMC dated June 3, 2009 *
(a)(1)(xi)	Open letter to Data Domain employees, as published on June 9, 2009 *
(a)(1)(xii)	Text of press release issued by EMC dated June 15, 2009 *
(a)(1)(xiv)	Text of press release issued by EMC dated June 17, 2009 *
(a)(1)(xv)	Text of press release issued by EMC dated June 26, 2009 *
(a)(1)(xvi)	Text of press release issued by EMC dated July 6, 2009 *
(a)(1)(xvii)	Preliminary Proxy Statement on Schedule 14A of EMC and Purchaser (incorporated by reference to the Preliminary Proxy Statement on Schedule 14A filed by EMC and Purchaser with the Securities and Exchange Commission on July 6, 2009) *
(a)(1)(xviii)	Text of press release issued by EMC dated July 8, 2009 *
(a)(1)(xix)	Letter to Data Domain employees from Messrs. Tucci and Slootman dated July 9, 2009 *
(a)(1)(xx)	Text of press release issued by EMC dated July 20, 2009 *
(a)(1)(xxi)	Text of press release issued by EMC dated July 23, 2009
(b)	Not applicable
(c)	Not applicable
(d)(1)(i)	Form of Agreement and Plan of Merger by and among EMC, Purchaser and Data Domain (incorporated by reference to Exhibit 99.2 of the Current Report on Form 8-K filed by EMC with the Securities and Exchange Commission on June 1, 2009) *

(d)(1)(ii)	Proposed Agreement and Plan of Merger by and among EMC, Purchaser and Data Domain delivered to Data Domain on July 6, 2009 *
(d)(1)(iii)	Agreement and Plan of Merger by and among EMC, Purchaser and Data Domain delivered to Data Domain, dated July 8, 2009 (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Data Domain with the Securities and Exchange Commission on July 8, 2009) *
(g)	Not applicable
(h)	Not applicable

* Previously filed