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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 3, 2019

Oracle Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35992
(Commission
File Number)

54-2185193
(IRS Employer
Identification No.)

500 Oracle Parkway, Redwood City, California 94065
(Address of principal executive offices) (Zip Code)

(650) 506-7000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.01 per share</td>
<td>ORCL</td>
<td>New York Stock Exchange</td>
</tr>
<tr>
<td>2.25% senior notes due January 2021</td>
<td></td>
<td>New York Stock Exchange</td>
</tr>
<tr>
<td>3.125% senior notes due July 2025</td>
<td></td>
<td>New York Stock Exchange</td>
</tr>
</tbody>
</table>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  ☐
Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors (the “Board”) of Oracle Corporation (“Oracle”) unanimously elected Rona Fairhead to serve as a director. On July 3, 2019, Mrs. Fairhead accepted the appointment effective as of July 31, 2019. It is anticipated that Mrs. Fairhead will join one or more committees of the Board in the future.

On July 31, 2019, Mrs. Fairhead will be granted restricted stock units for shares of Oracle common stock (the “RSUs”) in accordance with Oracle’s Amended and Restated 1993 Directors’ Stock Plan. The RSUs will represent a pro rata amount of the annual equity award granted to non-employee directors based on the number of complete calendar months remaining in Oracle’s current fiscal year. The RSUs will fully vest on the first anniversary of the date of grant provided Mrs. Fairhead continues to serve as a director on the vest date. Mrs. Fairhead will also receive the standard cash compensation for Oracle’s non-employee directors.

Mrs. Fairhead has entered into Oracle’s standard form of indemnification agreement pursuant to which Oracle will indemnify her for certain actions taken in her capacity as a director.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>99.1</td>
<td>Press Release – Oracle Names Rona Fairhead to the Board of Directors, dated July 10, 2019</td>
</tr>
</tbody>
</table>
For Immediate Release

Contact: Ken Bond
Oracle Investor Relations
1.650.607.0349
ken.bond@oracle.com

Deborah Hellinger
Oracle Corporate Communications
1.212.508.7935
deborah.hellinger@oracle.com

ORACLE NAMES RONA FAIRHEAD TO THE BOARD OF DIRECTORS

REDWOOD SHORES, Calif., July 10, 2019 — The Oracle Board of Directors today announced that it has unanimously elected Rona A. Fairhead to the company’s Board of Directors. The election is effective as of July 31, 2019 and increases the size of the Board to 15 directors.

“I am very pleased to welcome Mrs. Fairhead to the Board,” said Larry Ellison, Chairman of the Board of Directors and Chief Technology Officer. Bruce Chizen, Chair of the Nomination and Governance Committee, added, “Mrs. Fairhead is an accomplished leader with extensive international experience in finance, risk management, government affairs and global operations. The Board will benefit from her unique perspective.”

Mrs. Fairhead, 57, most recently served as Minister of State for Trade and Export Promotion, Department for International Trade in the United Kingdom from September 2017 to May 2019. She previously served as Chair of the British Broadcasting Corporation Trust (BBC) from 2014 to 2017. From 2006 to 2013, Mrs. Fairhead served as Chair and Chief Executive Officer of the Financial Times Group Limited, which was a division of Pearson plc, and, prior to that, she served as Pearson’s Chief Financial Officer. Before joining Pearson, Mrs. Fairhead held a variety of leadership positions at Bombardier Inc. and Imperial Chemical Industries plc. Mrs. Fairhead previously served as a director of HSBC Holdings plc and PepsiCo, Inc.

Members of Oracle’s Board of Directors serve one-year terms and stand for election at the company’s next annual meeting of stockholders in November 2019.

About Oracle

The Oracle Cloud offers a complete suite of integrated applications for Sales, Service, Marketing, Human Resources, Finance, Supply Chain and Manufacturing, plus Highly Automated and Secure Generation 2 Infrastructure featuring the Oracle Autonomous Database. For more information about Oracle (NYSE: ORCL), visit www.oracle.com/investor or contact Investor Relations at investor_us@oracle.com or (650) 506-4073.

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Trademarks

Oracle and Java are registered trademarks of Oracle and/or its affiliates. Other names may be trademarks of their respective owners.

“Safe Harbor” Statement: Statements in this press release relating to Oracle’s future plans, expectations, beliefs, intentions and prospects are “forward-looking statements” and are subject to material risks and uncertainties. Many factors could affect our current expectations and our actual results, and could cause actual results to differ materially. A detailed discussion of these factors and other risks that affect our business is contained in our U.S. Securities and Exchange Commission (“SEC”) filings, including our most recent reports on Form 10-K and Form 10-Q, particularly under the heading “Risk Factors.” Copies of these filings are available online from the SEC, by contacting Oracle Corporation’s Investor Relations Department at (650) 506-4073 or by clicking on SEC Filings on Oracle’s Investor Relations website at http://www.oracle.com/investor. All information set forth in this press release is current as of July 10, 2019. Oracle undertakes no duty to update any statement in light of new information or future events.
SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ORACLE CORPORATION

Dated: July 10, 2019

By: /s/ Brian S. Higgins

Name: Brian S. Higgins
Title: Vice President, Associate General Counsel and Secretary
Press Release

Oracle Names Rona Fairhead to the Board of Directors

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