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CONVERA CORP
Form SC 13D
January 19, 2001

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

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(1)

(Amendment No.)*

CONVERA CORPORATION

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

211919 10 5

(CUSIP Number)

F. Thomas Dunlap, Jr.
Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
Telephone: (408) 765-8080

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

December 21, 2000

(Date of Event which Requires

Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box[].

*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 disclosures provided in a prior cover page.

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The information required on 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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The Exhibit Index is on page 11.

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1. NAME OF REPORTING PERSON Inte
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-1

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

| | | | |
|---|-----|--------------------------|--|
| NUMBER OF SHARES | 7. | SOLE VOTING POWER | |
| BENEFICIALLY OWNED BY EACH REPORTING | 8. | SHARED VOTING POWER | |
| | 9. | SOLE DISPOSITIVE POWER | |
| PERSON WITH | 10. | SHARED DISPOSITIVE POWER | |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14. TYPE OF REPORTING PERSON

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Item 1. Security and Issuer.

(a) Name and Address of Principal Executive Offices of Issuer:

Convera Corporation, a Delaware corporation (the "Company")
1921 Gallows Road, Suite 200
Vienna, Virginia 22182

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(b) Title and Class of Equity Securities:

Class A common stock, par value \$.01 per share
(the "Class A Common Stock") of the Company.

Item 2. Identity and Background.

(a) Name of Person Filing: Intel Corporation (the "Reporting Person")

(b) Principal Business: Manufacturer of microcomputer components,
modules and systems

(c) Address of Principal Business and Principal Office:

2200 Mission College Boulevard
Santa Clara, CA 95052-8119

(d) Criminal Proceedings:

During the last five years neither the Reporting Person nor any
officer or director of the Reporting Person has been convicted in
any criminal proceeding.

(e) Civil Proceedings:

During the last five years neither the Reporting Person nor any
officer or director of the Reporting Person has been party to any
civil proceeding of a judicial or administrative body of
competent jurisdiction as a result of which such person would
have been subject to any judgment, decree or final order
enjoining future violations of or prohibiting or mandating
activities subject to Federal or State securities laws or finding
any violation with respect to such laws.

(f) Place of Organization: Delaware

Attached hereto as Appendix A is information required by this
Item 2 with respect to the executive officers and directors of
the Reporting Person. All such individuals are U.S. citizens,
except as otherwise indicated on Appendix A.

Item 3. Source and Amount of Funds or Other Consideration.

In connection with the Agreement and Plan of Contribution and
Merger, dated as of April 30, 2000, among Excalibur Technologies
Corporation, Intel, the Company and Excalibur Transitory, Inc.
(the "Agreement"), Intel contributed \$150 million from its
working capital, certain technology and intellectual property to
the Company in exchange for Convera equity consisting of
14,949,384 shares of Class A Common Stock and 12,207,038 shares
of the Class B Common Stock, \$.01 par value per share, of the
Company (the "Class B Common Stock").

Item 4. Purpose of the Transaction.

The Reporting Person has acquired the shares of Class A Common Stock
in connection with the combination of its Interactive Media Services
Division with the business of Excalibur Technologies Corporation in
the Company pursuant to the Agreement.

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The Reporting Person may, from time to time, purchase additional securities of the Company. As described in Item 5, the Reporting Person has the right, under certain circumstances, to convert the Class B Common Stock into Class A Common Stock on a share-for-share basis. The Reporting Person will, from time to time, evaluate market opportunities for the sale of its shares and may sell all or a portion of its shares in one or more sales pursuant to public or private offerings. The Reporting Person does not at this time have any plans or proposals which relate to or would result in any of the matters described in paragraphs (a) through (j) or Item 4.

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Item 5. Interests in Securities of the Issuer.

The information contained in Item 4 is incorporated herein by this reference.

- (a) Intel may be deemed to own beneficially an aggregate of 17,592,329 shares of Class A Common Stock, representing approximately 49.9% of the shares of Class A Common Stock outstanding on December 21, 2000. Intel owns 14,949,384 shares of Class A Common Stock and 12,207,038 shares of Class B Common Stock. The Class B Common Stock is convertible into Class A Common Stock at the option of Intel, to the extent that immediately after such conversion, Intel owns less than 50% of the voting power of Company. Therefore, based on the number of securities outstanding and the plans of the Company with respect to the issuance of additional securities as contained in the most recently available filing with the Commission by the Company, Intel beneficially owns 2,642,945 shares of Class A Common Stock receivable upon the conversion of Class B Common Stock.
- (b) Intel has sole power to vote and direct 17,592,329 shares of Class A Common Stock, including the shares issuable upon conversion of Class B Common Stock as described above.
- (c) Not applicable
- (d) Not applicable
- (e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Intel and NBA Media Ventures, LLC, a Delaware limited liability company ("NBAMV") have entered into a letter agreement, attached hereto as Exhibit A, whereby Intel has agreed, so long as NBAMV owns one-half of the shares of Class A Common Stock issued to NBAMV on the date of the consummation of the transactions contemplated by the Agreement, to vote its shares of Class A Common Stock in favor of the election of David Stern (or his successor as commissioner of the National Basketball Association) as a member of the board of directors of the Company.

There are no other contracts, arrangements, understandings or

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relationships between Intel and any third person with respect to any securities of the Company.

Item 7. Material to Be Filed as Exhibits.

Exhibit A Letter Agreement, dated as of September 13, 2000, by and between Intel Corporation and NBA Media Ventures, LLC.

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SIGNATURE

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 as of January 18, 2001

INTEL CORPORATION

By: /s/ F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Vice President, General
Counsel and Secretary

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APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

| | |
|---|--|
| Name: | Craig R. Barrett |
| Business Address: | Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052 |
| Principal Occupation: | President and Chief Executive Officer |
| Name, principal business and address of corporation or other organization in which employment is conducted: | Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052 |
| Name: | John Browne |
| Business Address: | BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA |
| Principal Occupation: | Group Chief Executive |

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Name, principal business and address of corporation or other organization in which employment is conducted: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

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Name: Winston H. Chen
Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo Park, CA 94025

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics and computer industry. 1340 Arbor Road Menlo Park, CA 94025

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Name: Gordon E. Moore

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Business Address: Intel Corporation,
2200 Mission College Boulevard,
Santa Clara, CA 95052

Principal Occupation: Chairman Emeritus of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation,
101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: AeroGen, Inc.,
1310 Orleans Drive, Sunnyvale, CA 94089

Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a private company specializing in controlled delivery of drugs to the lungs
1310 Orleans Drive
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz

Business Address: Intel Corporation,
2200 Mission College Boulevard,
Santa Clara, CA 95052

Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
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Santa Clara, CA 95052

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215,
Soldiers Field Park Road, Boston, MA 02163

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Principal Occupation: Max and Doris Starr Professor of International Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.
Morgan Hall 215, Soldiers Field Park Road
Boston, MA 02163:

Name: Charles E. Young

Business Address: University of Florida,
226 Tigert Hall, P.O. Box 113150,
Gainesville, FL 32610

Principal Occupation: Interim President of the University of Florida

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida
226 Tigert Hall
P.O. Box 113150
Gainesville, FL 32610

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EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President; Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; Director, Sales and Marketing Group

Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel Architecture Group

Name: Gerhard H. Parker
Title: Executive Vice President; General Manager, New Business Group

Name: Michael R. Splinter
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

Name: Albert Y. C. Yu
Title: Senior Vice President; General Manager, Intel Architecture Group

Name: F. Thomas Dunlap, Jr.
Title: Vice President, General Counsel and Secretary

Name: Arvind Sodhani
Title: Vice President, Treasurer

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EXHIBIT INDEX

Exhibit A Letter Agreement, dated as of September 13, 2000, by and between Intel Corporation and NBA Media Ventures, LLC.

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September 13, 2000

Intel Corporation
2200 Mission College Boulevard
Santa Clara, California 05052

Gentlemen:

This will confirm our understanding that so long as NBA Media Ventures, LLC ("NBAMV") and its affiliates collectively own at least one-half of the shares issued to NBAMV at the closing under the Contribution Agreement dated today between NBAMV and Convera Corporation ("Convera") you shall vote, and shall cause all of your affiliates to vote, all of your respective shares of Convera voting common stock in favor of the election of David J. Stern (or his successor as commissioner of the NBA) as a member of the Board of Directors of Convera.

Please confirm your agreement with the foregoing by signing a copy of this letter below and returning it to the undersigned.

Very truly yours,

NBA MEDIA VENTURES, LLC

By: /s/David J. Stern

ACCEPTED AND AGREED
INTEL CORPORATION

By: /s/ Gerhard H. Parker
