

CONEXANT SYSTEMS INC
Form SC TO-I/A
September 27, 2001
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 13e-4)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. 3)

Conexant Systems, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to purchase Common Stock, par value \$1.00 per share,
with an exercise price equal to or greater than \$25.00 per share**
(Title of Class of Securities)

207142 10 0

(CUSIP Number of Class of Securities (Underlying Common Stock))

**Dennis E. O Reilly, Esq.
Senior Vice President,
General Counsel and Secretary
Conexant Systems, Inc.
4311 Jamboree Road
Newport Beach, California 92660-3095
(949) 483-4600**

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

Copy to:

**Frederick T. Muto, Esq.
Cooley Godward LLP
4401 Eastgate Mall
San Diego, California 92121-9109
(858) 550-6000**

CALCULATION OF FILING FEE

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Transaction Valuation ⁽¹⁾
\$148,825,318.68

Amount of Filing Fee ⁽²⁾
\$29,765.06

(1) Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 30,643,379 shares of common stock of Conexant Systems, Inc. having an aggregate value of \$148,825,318.68 as of August 31, 2001 will be exchanged and/or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction. [X] Check 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: \$29,031.84
Form or Registration No.: Schedule TO

Filing party: Conexant Systems, Inc.
Date filed: September 4, 2001

Amount Previously Paid: \$733.22
Form or Registration No.: Schedule TO/A

Filing party: Conexant Systems, Inc.
Date filed: September 21, 2001

[] 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:

[] 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:

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Introductory Statement.

Item 12. Exhibits.

SIGNATURE

INDEX TO EXHIBITS

EXHIBIT (a)(1)(M)

EXHIBIT (a)(1)(N)

EXHIBIT (a)(1)(O)

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Introductory Statement.

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO, as amended (the "Schedule TO"), originally filed with the Securities and Exchange Commission (the "SEC") on September 4, 2001, relating to an offer by Conexant Systems, Inc., a Delaware corporation (the "Company"), to exchange certain options to purchase shares of the Company's common stock, par value \$1.00 per share, on the terms and subject to the conditions set forth in the Offer to Exchange Outstanding Options to Purchase Common Stock, dated September 4, 2001, as amended by the Offer to Exchange Outstanding Options to Purchase Common Stock, dated September 21, 2001.

Item 12. Exhibits.

(a)(1)(A)*	Offer to Exchange Outstanding Options to Purchase Common Stock, dated September 21, 2001.
(a)(1)(B)*	
Intranet Overview of the Offer to Exchange.(a)(1)(C)*	
Online Election Form Log-in Page.(a)(1)(D)*	
Online Election Form Summary Page.(a)(1)(E)*	
Form of Online or Hard Copy	

Election
Form.(a)(1)(F)*
Form of Online
Election
Confirmation.(a)(1)(G)*
Form of E-Mail or
Hard Copy
Election
Confirmation.(a)(1)(H)*
E-Mail dated
September 4, 2001
to actively
employed holders
of Eligible Option
Grants.(a)(1)(I)*
Letter dated
September 4, 2001
to holders of
Eligible Option
Grants on leave of
absence.(a)(1)(J)*
Intranet
Clarification.(a)(1)(K)*
E-Mail dated
September 21,
2001 to actively
employed holders
of Eligible Option
Grants.(a)(1)(L)*
Letter dated
September 21,
2001 to holders of
Eligible Option
Grants on leave of
absence.(a)(1)(M)
E-Mail Reminder
Notice dated
September 27,
2001.(a)(1)(N)
E-Mail Reminder
Notice dated
October 1,
2001.(a)(1)(O)
Intranet Reminder
Notice.(b) Not
applicable.(d)(1)
Conexant
Systems, Inc.
1999 Long-Term
Incentives Plan.
Filed as an exhibit
to the Company's
Registration
Statement on
Form S-8
(Registration
No. 333-37918),
originally filed on
May 26, 2000, and
incorporated
herein by
reference.(d)(2)

Conexant
Systems, Inc.
2000
Non-Qualified
Stock Plan, as
amended. Filed as
an exhibit to the
Company s
Registration
Statement on
Form S-8
(Registration
No. 333-54672),
originally filed on
January 31, 2001,
and incorporated
herein by
reference.(d)(3)
Maker
Communications,
Inc. 1999 Stock
Incentive Plan.
Filed as an exhibit
to Maker
Communications,
Inc. s Registration
Statement on
Form S-1
(Registration
No. 333-74293),
originally filed on
March 11, 1999,
and incorporated
herein by
reference.(d)(4)
Microcosm
Communications
Limited Stock
Option Plan. Filed
as an exhibit to
the Company s
Registration
Statement on
Form S-3
(Registration
No. 333-30596),
originally filed on
February 17,
2000, and
incorporated
herein by
reference.(d)(5)*
Sierra Imaging,
Inc. 1996 Stock
Option Plan, as
amended.(d)(6)
Conexant
Systems, Inc.
Directors Stock
Plan. Filed as an
exhibit to the
Company s

Registration
Statement on
Form 10
(Registration
No. 000-24923),
originally filed on
September 28,
1998, and
incorporated
herein by
reference.(g) Not
applicable.(h) Not
applicable.

* Previously filed as an exhibit to the Schedule TO.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to the Schedule TO is true, complete and correct.

CONEXANT SYSTEMS, INC.

By: /s/ DENNIS E. O REILLY

Dennis E. O Reilly
Senior Vice President, General Counsel and
Secretary

Date: September 27, 2001

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INDEX TO EXHIBITS

**Exhibit
Number**

Description

(a)(1)(A)*

Offer to Exchange Outstanding Options to Purchase Common Stock, dated September 21, 2001.

(a)(1)(B)*

Intranet Overview

of the Offer to

Exchange.(a)(1)(C)*

Online Election

Form Log-in

Page.(a)(1)(D)*
Online Election
Form Summary
Page.(a)(1)(E)*
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Clarification.(a)(1)(K)*
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Grants.(a)(1)(L)*
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E-Mail Reminder
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October 1,
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