

Edgar Filing: INTEL CORP - Form SC 13D/A

INTEL CORP  
Form SC 13D/A  
October 25, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

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

(Amendment No. 4) \*

RADISYS CORPORATION

-----  
(Name of Issuer)

Common Stock, \$0.001 par value

-----  
(Title of Class of Securities)

750459 10 9

-----  
(CUSIP Number)

F. Thomas Dunlap  
Senior 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)

October 3, 2001

-----  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f) or 13d-1 (g), 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 the disclosures provided in a prior cover page.

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 (however, see the Notes).

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1. NAME OF REPORTING PERSON      Intel Corporation  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON      94-1672743
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\*      (a) [    ]  
(b) [    ]
3. SEC USE ONLY
4. SOURCE OF FUNDS\*\*      WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)      [    ]
6. CITIZENSHIP OR PLACE OF ORGANIZATION      Delaware
- |   |                              |           |
|---|------------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER         | 1,150,030 |
|   | 8. SHARED VOTING POWER       | -0-       |
|   | 9. SOLE DISPOSITIVE POWER    | 1,150,030 |
|   | 10. SHARED DISPOSITIVE POWER | -0-       |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON      1,150,030
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*\*      [    ]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)      6.65%
14. TYPE OF REPORTING PERSON      CO

\*\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on May 9, 1996, as previously amended, with respect to the Common Stock (the "Common Stock") of Radisys Corporation. ("Radisys" or the "Issuer").

Item 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. 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

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indicated on Appendix A.

(b) Address of Principal Business Office:

2200 Mission College Boulevard  
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components,  
modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the  
Reporting Person nor any executive 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 executive 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 was or is  
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) State of Incorporation: Delaware

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Item 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 1,150,030  
shares

Percent of Class: 6.65% of the Issuer's  
outstanding Common Stock (based upon 17,294,447  
shares of Common Stock outstanding, as reported  
by the Issuer in its Form 10-Q for the quarter  
ended June 30, 2001).

(b) Sole Power to Vote, Dispose of or Direct the  
Vote or Disposition of Shares: 1,150,030  
shares

(c) Recent Transactions:

On August 17, 2001 the Reporting Person sold  
25,000 shares of Common Stock at an average  
price of \$18.53 per share.

On August 20, 2001 the Reporting Person sold  
66,570 shares of Common Stock at an average

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price of \$18.32 per share.

On August 21, 2001 the Reporting Person sold 5,000 shares of Common Stock at an average price of \$18.58 per share.

On August 28, 2001 the Reporting Person sold 30,000 shares of Common Stock at an average price of \$18.00 per share.

On September 10, 2001 the Reporting Person sold 3,481 shares of Common Stock at an average price of \$15.75 per share.

On October 3, 2001, the Reporting Person sold 30,481 shares of Common Stock at an average price of \$12.06 per share.

On October 4, 2001, the Reporting Person sold 55,000 shares of Common Stock at an average price of \$12.18 per share.

The Reporting Person effected all of the above sales in open-market transactions for cash.

- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: N/A

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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 October 24, 2001

INTEL CORPORATION

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

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

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APPENDIX A

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## 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

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

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organization in  
which employment  
is conducted:

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: Reed E. Hundt

Business Address: McKinsey & Company, 600 14th Street NW, #300,  
Washington, DC 20005

Principal Occupation: Senior Advisor

Name, principal business and address of corporation or other organization in which employment is conducted: McKinsey & Company, a management consulting firm  
600 14th Street NW, #300  
Washington, DC 20005

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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 securities brokerage firm  
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 pulmonary drug delivery company  
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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Name: David B. Yoffie

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

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: 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; General Manager, Intel Communications Group  
Citizenship: British

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

Name: Michael R. Splinter  
Title: Executive Vice President; Director, Sales and



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Marketing Group

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

Name: Ronald J. Smith  
Title: Senior Vice President; General Manager, Wireless Communications and Computing Group

Name: Robert J. Baker  
Title: Vice President; General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani  
Title: Vice President, Treasurer