

CONEXANT SYSTEMS INC  
Form SC TO-I/A  
October 09, 2001  
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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**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. 4)**

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**Conexant Systems, Inc.**

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

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**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)

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**207142 10 0**

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

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**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** <sup>(1)</sup>  
**\$151,933,898.00**

**Amount of Filing Fee** <sup>(2)</sup>  
**\$30,386.78**

(1) Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 30,974,353 shares of common stock of Conexant Systems, Inc. having an aggregate value of \$151,933,898.00 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 4. Terms of the Transaction.  
SIGNATURE  
INDEX TO EXHIBITS

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**Introductory Statement.**

This Amendment No. 4 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 (the Common Stock ), 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 (together, the Offer to Exchange ).

**Item 4. Terms of the Transaction.**

Item 4 of the Schedule TO is hereby amended and supplemented as follows:

The Offer to Exchange expired at 5:00 p.m. Pacific Daylight Time on Tuesday, October 2, 2001. Pursuant to the Offer to Exchange, the Company accepted for exchange options to purchase an aggregate of 27,497,528 shares of Common Stock from 3,730 eligible participants, representing 88.77% of the shares subject to options that were eligible to be exchanged. Upon the terms and subject to the conditions set forth in the Offer to Exchange, the Company will issue replacement options to purchase an aggregate of 27,497,528 shares of Common Stock in exchange for the options surrendered pursuant to the Offer to Exchange.

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**SIGNATURE**

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 to the Schedule TO is true, complete and correct.

### CONEXANT SYSTEMS, INC.

By: /s/ DENNIS E. O REILLY

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

Date: October 9, 2001

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### INDEX TO EXHIBITS

| <b>Exhibit<br/>Number</b>   | <b>Description</b>  |
|---|---|
| (a)(1)(A)*  | Offer to Exchange Outstanding Options to Purchase Common Stock, dated September 21, 2001. |
| (a)(1)(B)*  |   |
| Intranet Overview<br>of the Offer to<br>Exchange.(a)(1)(C)*   |   |
| Online Election<br>Form Log-in<br>Page.(a)(1)(D)*   |   |
| Online Election<br>Form Summary<br>Page.(a)(1)(E)*  |   |
| Form of Online or<br>Hard Copy<br>Election<br>Form.(a)(1)(F)*   |   |
| Form of Online<br>Election<br>Confirmation.(a)(1)(G)*   |   |
| Form of E-Mail or<br>Hard Copy<br>Election<br>Confirmation.(a)(1)(H)*   |   |
| E-Mail dated<br>September 4, 2001<br>to actively<br>employed holders<br>of Eligible Option<br>Grants.(a)(1)(I)* |   |
| Letter dated<br>September 4, 2001<br>to holders of<br>Eligible Option<br>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.(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.

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\*Previously filed as an exhibit to the Schedule TO.