PHOENIX TECHNOLOGIES LTD
Form SC 13D/A
May 02, 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. 5)*

PHOENIX TECHNOLOGIES LTD.

(Name of Issuer)

Common Stock, $0.001 par value

(Title of Class of Securities)

719153 10 8

(CUSIP Number)

F. Thomas Dunlap, Jr.
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)

February 15, 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.

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Intel Corporation 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	-0-
	8. SHARED VOTING POWER	-0-
	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	-0-
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**	[ ]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0%
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 February 26, 1996, as previously amended, with respect to the Common Stock (the "Common Stock") of Phoenix Technologies Ltd. ("Phoenix" or the "Issuer").

Item 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(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.

(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

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 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: -0-

Percent of Class: 0%

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: -0-

(c) Recent Transactions:
On February 15, the Issuer repurchased from the Reporting Person a warrant to purchase 1,073,965 shares of the Issuer's Common Stock. The exercise price of the warrant was $15.22 per share and was repurchased by the Issuer for $2.9 million. On February 23, 2001, the Reporting Person sold an additional 894,971 shares of Common Stock in an open market transaction for cash at a purchase price of $17.00 per share. Such shares were sold pursuant to Rule 144(k) promulgated under the Securities Act of 1933, as amended.

(d) Rights with Respect to Dividends or Sales Proceeds: N/A

(e) Date of Cessation of Five Percent Beneficial Ownership: February 15, 2001

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 April 27, 2001

INTEL CORPORATION

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

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

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	President and Chief Executive Officer

Occupation:	
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

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

Name:	Gordon E. Moore
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	The Charles Schwab Corporation, a financial services provider 101 Montgomery Street San Francisco, CA 94104

other organization in which employment is conducted:	

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

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. 2200 Mission College Boulevard Santa Clara, CA 95052

Name:	David B. Yoffie
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

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
Name:	Paul S. Otellini
Title:	Executive Vice President; General Manager, Intel Architecture Business Group
Name:	Michael R. Splinter
Title:	Executive Vice President; General Manager, Sales and Marketing Group
Name:	F. Thomas Dunlap, Jr.
Title:	Senior Vice President, General Counsel and Secretary
Name:	Robert J. Baker
Title:	Vice President; Co-General Manager, Technology and Manufacturing Group
Name:	Arvind Sodhani
Title:	Vice President, Treasurer