

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

Principal Chairman of the Board of Directors
Occupation:

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

Name: D. James Guzy

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

Principal Chairman
Occupation:

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

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Name: Reed E. Hundt

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

Principal Senior Advisor
Occupation:

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

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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.
2200 Mission College Boulevard
Santa Clara, CA 95052

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