

CONEXANT SYSTEMS INC  
Form SC TO-I/A  
September 27, 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. 3)**

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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>  
**\$148,825,318.68**

**Amount of Filing Fee** <sup>(2)</sup>  
**\$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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### Table of Contents

#### **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

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

Date: September 27, 2001

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### **INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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(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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Form.(a)(1)(F)\*  
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