

NEXT LEVEL COMMUNICATIONS INC  
Form SC 14D9/A  
February 04, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 1)

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**NEXT LEVEL COMMUNICATIONS, INC.**

(Name of Subject Company)

**NEXT LEVEL COMMUNICATIONS, INC.**

(Name of Person(s) Filing Statement)

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**Common Stock, Par Value \$0.01 Per Share**

(Title of Class of Securities)

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**65333U 10 4**

(CUSIP Number of Class of Securities)

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**Keith A. Zar**

**Senior Vice President and General Counsel**

**Next Level Communications, Inc.**

**6085 State Farm Drive**

**Rohnert Park, California 94928**

**(707) 584-6820**

(Name, address and telephone number of person authorized to receive notices and  
communications on behalf of the persons filing statement)

*with a copy to:*

**John J. Huber, Esq.**

**Latham & Watkins LLP**

**555 11th Street, N.W., Suite 1000**

**Washington, D.C. 20004**

**(202) 637-2200**

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**Latham & Watkins LLP**

**135 Commonwealth Drive**

**Menlo Park, California 94025**

**(650) 328-4600**

..  Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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**ITEM 9. EXHIBITS.**

Item 9 of the Schedule 14d-9 is hereby amended and supplemented by adding the following thereto:

(e)(6)\*            Complaint filed in the Chancery Court, New Castle County, Delaware on February 4, 2003.

\* Filed herewith.

**SIGNATURE**

After due 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: February 4, 2003

NEXT LEVEL COMMUNICATIONS, INC.

By: /s/ J. MICHAEL  
NORRIS

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Name: J. Michael  
Norris

Title: Chairman of the  
Board and

Chief Executive  
Officer