

C CUBE MICROSYSTEMS INC/DE
Form SC TO-T/A
May 10, 2001

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As filed with the Securities and Exchange Commission on May 10, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d) (1) or 13(e)
of the Securities Exchange Act of 1934
(Amendment No. 2)

C-CUBE MICROSYSTEMS INC.

(Name of Subject Company--Issuer)

CLOVER ACQUISITION CORP.,
a wholly owned subsidiary of LSI Logic Corporation

LSI LOGIC CORPORATION
(Name of Filing Persons--Offeror)

COMMON STOCK,
PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

1250INI108

(CUSIP Number of Class of Securities)

DAVID G. PURSEL, ESQ.
LSI LOGIC CORPORATION
1551 MCCARTHY BOULEVARD
MILPITAS, CALIFORNIA 95035
TELEPHONE: (408) 433-8000

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of
Filing Persons)

Copies to:

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[] 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:

[X] Third-party tender offer subject to Rule 14d-1.

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- [] 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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This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this "Schedule TO") relates to an offer by LSI Logic Corporation, a Delaware corporation ("LSI Logic"), through its wholly owned subsidiary, Clover Acquisition Corp., a Delaware corporation ("Purchaser"), to exchange outstanding shares of common stock, par value \$0.001 per share, of C-Cube Microsystems Inc., a Delaware corporation ("C-Cube"), for shares of common stock, par value \$0.01 per share, of LSI Logic ("LSI Logic Common Stock"), based on the exchange ratio described in the Prospectus referenced below (the "Offer").

The Offer is made pursuant to an Agreement and Plan of Reorganization, dated as of March 26, 2001, among LSI Logic, Purchaser and C-Cube, which contemplates the Offer and the merger of Purchaser into C-Cube (the "Merger"). LSI Logic has filed a registration statement with the Securities and Exchange Commission on Form S-4, as amended (No. 333-58862), relating to the shares of LSI Logic Common Stock to be issued to stockholders of C-Cube in the Offer and the Merger (the "Registration Statement"). The terms and conditions of the Offer and the Merger are described in the Prospectus which is a part of the Registration Statement (the "Prospectus"), and the related Letter of Transmittal, which have been filed as Exhibits (a) (1) and (a) (2) to the Schedule TO filed by LSI Logic with the Securities and Exchange Commission on April 13, 2001.

All of the information in the Prospectus and the related Letter of Transmittal, and any prospectus supplement or other amendment thereto related to the Offer hereafter filed with the Securities and Exchange Commission by LSI Logic and Purchaser, is hereby incorporated by reference in answer to Items 2 through 11 of this Schedule TO.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 is hereby amended and supplemented as follows:

On May 10, 2001, LSI Logic issued a press release announcing clearance by German antitrust authorities to complete the Offer and the Merger. The press release is contained in Exhibit (a) (8) of this Schedule TO and the information set forth in the press release is incorporated herein by reference.

ITEM 12. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
(a) (8)	Text of press release issued by LSI Logic, dated May 10, 2001 (incorporated by reference to the filing pursuant to Rule 425 under the Securities Act of 1933, by LSI Logic on May 10, 2001).

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SIGNATURES

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: May 10, 2001

LSI LOGIC CORPORATION

By: /s/ David G. Pursel

Name: David Pursel
Title: Vice President, General Counsel
and Secretary

CLOVER ACQUISITION CORP.

By: /s/ Bryon Look

Name: Bryon Look
Title: President and Chief Financial
Officer

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EXHIBITS

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