

CONEXANT SYSTEMS INC
Form DEFA14A
April 01, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

Conexant Systems, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- o Fee paid previously with preliminary materials:
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CONEXANT SYSTEMS,
INC.
4000 MacArthur Blvd.
Newport Beach, CA 92660

April 1, 2011

Dear Stockholder:

The Annual Meeting of Stockholders of Conexant Systems, Inc. to be held on Monday, April 18, 2011 is only a short time away. According to our latest records we have not yet received your vote. **Your vote is important and your participation is requested at this important meeting. The annual meeting will include a vote on the adoption of the previously announced merger agreement with Gold Holdings, Inc.**

To adopt the merger agreement, holders of a majority of the outstanding shares of Conexant common stock entitled to vote at the annual meeting must vote in favor of adoption of the merger agreement. **Accordingly, a failure to vote your shares is the equivalent of a vote against the merger.** Please act today to vote your shares.

Our board of directors recommends that you vote:

FOR Proposal No. 1, adoption of the merger agreement,

FOR each of the two director nominees named in Proposal No. 2,

1 YEAR on Proposal No. 4 and

FOR Proposal Nos. 3, 5 and 6.

Each of these proposals is described in the proxy materials you previously received.

Please submit your proxy or voting instructions in this important matter as promptly as possible. In the event that your proxy material has been misplaced, we are enclosing for your use a duplicate proxy card or voting instruction card and a return envelope. Information regarding how to vote your shares is printed on the enclosed proxy card or voting instruction card.

Thank you for your cooperation and continued support.

Very truly yours,

Conexant Systems, Inc.

D. Scott Mercer
*Chairman of the Board and
Chief Executive Officer*