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TERAYON COMMUNICATION SYSTEMS

Form 424B3

May 25, 2001

Filing Pursuant to Rule 424(b)(3)
Registration Statement No. 333-48536

PROSPECTUS SUPPLEMENT NO. 12 DATED May 25, 2001
TO PROSPECTUS DATED JANUARY 22, 2001

TERAYON COMMUNICATION SYSTEMS, INC.

\$500,000,000

of 5% Convertible Subordinated Notes Due 2007 and 5,951,673 Shares of
Common Stock Issuable Upon Conversion of the Notes

Please read this prospectus supplement in conjunction with the prospectus dated January 22, 2001 (the "Prospectus"). The table on pages 21 thru 24 of the Prospectus setting forth information concerning the selling holders, prospectus supplement no. 1 dated February 9, 2001, prospectus supplement no. 2 dated February 16, 2001, prospectus supplement no. 3 dated February 20, 2001, prospectus supplement no. 4 dated February 23, 2001, prospectus supplement no. 5 dated March 2, 2001, prospectus supplement no. 6 dated March 9, 2001, prospectus supplement no. 7 dated March 16, 2001, prospectus supplement no. 8 dated March 23, 2001, prospectus supplement no. 9 April 27, 2001, prospectus supplement no. 10 dated May 4, 2001 and prospectus supplement no. 11 dated May 11, 2001 are superseded by the following table:

SELLING HOLDERS

We originally issued the Notes and the Notes were sold by the initial purchasers in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchasers to be qualified institutional buyers or other institutional accredited investors. Selling holders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell pursuant to this prospectus any or all of the Notes and common stock into which the Notes are convertible. We agreed to use reasonable efforts to keep the registration statement effective until July 26, 2002. Our registration of the Notes and the shares of common stock into which the Notes are convertible does not necessarily mean that the selling holders will sell any or all of the Notes or the shares of the common stock into which the Notes are convertible.

The following table sets forth information, as of May 25, 2001, with respect to the selling holders and the principal amounts of Notes beneficially owned by each selling holder that may be offered under this prospectus. The information is based on information provided by or on behalf of the selling holders. The selling holders may offer all, some or none of the Notes or common stock into which the Notes are convertible. Because the selling holders may offer all or some portion of the Notes or the common stock, no estimate can be given as to the amount of the Notes or the common stock that will be held by the selling holders upon termination of any sales. In addition, the selling holders identified below may have sold, transferred or otherwise disposed of all or a portion of their Notes since the date on which they provided the information regarding their Notes in transactions exempt from the registration requirements of the Securities Act.

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| Selling Holder ----- | Principal Amount of Notes Beneficially Owned and Offered ----- | Common Stock Issuable upon Conversion of the Notes ----- |
|------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------|
| Arbitex Master Fund, L.P. | 1,200,000 | 14,2 |
| Aventis Pension Master Trust | 440,000 | 5,2 |

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| Selling Holder ----- | Principal Amount of Notes Beneficially Owned and Offered ----- | Common Stock Issuable upon Conversion of the Notes ----- |
|-------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------|
| Black Diamond Offshore, Ltd. | 665,000 | 7,9 |
| Boilermaker - Blacksmith Pension Trust | 2,700,000 | 32,1 |
| BS Debt Income Fund - Class A | 15,000 | 1 |
| CALAMOS(R) Convertible Portfolio - CALAMOS(R) Advisors Trust | 150,000 | 1,7 |
| CALAMOS(R) Convertible Technology - Fund CALAMOS(R) Investment Trust | 230,000 | 2,7 |
| CALAMOS(R) High Yield Fund - CALAMOS(R) Investment Trust | 245,000 | 2,9 |
| City of Albany Pension Fund | 245,000 | 2,9 |
| City of Knoxville Pension System | 640,000 | 7,6 |
| Credit Suisse First Boston | 1,000,000 | 11,9 |
| Delta Airlines Master Trust | 4,900,000 | 58,3 |
| Delta Pilots Disability Survivorship Trust | 200,000 | 2,3 |
| Deutsche Bank Securities Inc. | 200,000 | 2,3 |
| Double Black Diamond Offshore, LDC | 2,708,000 | 32,2 |
| ECT Investments, Inc. | 1,000,000 | 11,9 |
| Greenlight Capital, L.P. | 1,055,000 | 12,5 |
| Greenlight Capital Offshore, Ltd. | 2,413,000 | 28,7 |
| Greenlight Capital Qualified, L.P. | 2,532,000 | 30,1 |
| Ilanot Batucha Investment House, Ltd. | 300,000 | 3,5 |
| Israel Brokerage & Investments IBI, Ltd. | 100,000 | 1,1 |
| Jefferies & Co. | 875,000 | 10,4 |

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JMG Capital Partners, L.P. 500,000 5,9

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| Selling Holder ----- | Principal Amount of Notes Beneficially Owned and Offered ----- | Common Stock Issuable upon Conversion of the Notes ----- |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------|
| JMG Triton Offshore Fund, Ltd. | 500,000 | 5,9 |
| Julius Baer Securities, Inc. | 250,000 | 2,9 |
| KBC Financial Products USA, Inc. | 900,000 | 10,7 |
| Kettering Medical Center Funded-Depreciation Account | 160,000 | 1,9 |
| Knoxville Utilities Board Retirement System | 400,000 | 4,7 |
| Lehman Brothers, Inc. | 1,200,000 | 14,2 |
| Leonardo, L.P. | 12,000,000 | 142,8 |
| LibertyView Funds, L.L.C. | 100,000 | 1,1 |
| LibertyView Funds, L.P. | 400,000 | 4,7 |
| Lonestar Partners, L.P. | 4,500,000 | 53,5 |
| Louisiana Workers' Compensation Corporation | 360,000 | 4,2 |
| Lumber Industries, Inc. | 750,000 | 8,9 |
| Lydian Overseas Partners Master Fund | 15,000,000 | 178,5 |
| McMahan Securities Co., L.P. | 1,000,000 | 11,9 |
| Merrill, Lynch, Pierce, Fenner and Smith, Inc. | 16,000 | 1 |
| Morgan Stanley & Co. | 2,500,000 | 29,7 |
| Pacific Life Insurance Company | 1,000,000 | 11,9 |
| Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union | 2,825,000 | 33,6 |
| Ramus Capital Group Holdings, Ltd. | 200,000 | 2,3 |
| Research Capital Corporation | 750,000 | 8,9 |
| Spear, Leads & Kellogg Capital Markets | 2,400,000 | 28,5 |
| SPT | 1,100,000 | 13,0 |

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| Selling Holder ----- | Principal Amount of Notes Beneficially Owned and Offered ----- | Common Stock Issuable upon Conversion of the Notes ----- |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------|
| Standard Mortgage Holding Corp. | 500,000 | 5,9 |
| The Class IC Company, Ltd. | 1,500,000 | 17,8 |
| The Dow Chemical Company Employees' Retirement Plan | 5,325,000 | 63,3 |
| The Fondren Foundation | 165,000 | 1,9 |
| Unifi, Inc. Profit Sharing Plan and Trust | 255,000 | 3,0 |
| United Food and Commercial Workers Local 1262 and Employees Pension Fund | 1,260,000 | 14,9 |
| United Mizrahi Bank, Ltd. | 50,000 | 5 |
| Valentis Investors, L.L.C. | 2,000,000 | 23,8 |
| Van Waters & Rogers, Inc. Retirement Plan | 770,000 | 9,1 |
| Any other holders of Notes or future holders (3) | 415,551,000 | 4,946,4 |
| Total | 500,000,000 | 5,951,6 |

- (1) Assumes a conversion rate of 11.9033 shares of common stock per \$1,000 principal amount of Notes and a cash payment in lieu of any fractional interest.
- (2) Assumes that any other holders of Notes or any future transferee from any holder do not or will not beneficially own any common stock other than common stock into which the Notes are convertible at the conversion rate of 11.9033 shares of common stock per \$1,000 principal amount of Notes.
- (3) The principal amount of Notes held by other holders or future holders includes \$195,597,000 principal amount of Notes repurchased by the Company in February 2001 which is convertible into 2,328,258 shares of common stock.

None of the selling holders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years with the exception of Deutsche Bank Securities, Inc. and Lehman Brothers, Inc. In the past three years, Deutsche Bank, Inc. and Lehman Brothers, Inc. have acted as underwriters of the Company's initial public offering and follow-on public offering and were initial purchasers in the offering of the Notes. The selling holders purchased all of the Notes in a private transaction. All of the Notes and the shares of common stock into which the Notes are convertible are "restricted securities" under the Securities Act.

Information concerning the selling holders may change from time to time and any changed information will be set forth in supplements to this prospectus if and when necessary. In addition, the conversion price, and therefore, the number of

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shares of common stock issuable upon conversion of the Notes, is subject to adjustment under certain circumstances. Accordingly, the aggregate principal amount of Notes and the number of shares of common stock into which the Notes are convertible may increase or decrease.

The date of this Prospectus Supplement is May 25, 2001.

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