

INSILICON CORP
Form SC TO-T/A
August 15, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO/A

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

inSilicon Corporation

(Name of Subject Company (issuer))

**Ferrite Acquisition Corp. (Offeror)
Synopsis, Inc. (Parent of Offeror)**

(Names of Filing Persons)

COMMON STOCK

(Title of Class of Securities)

45769H108

(CUSIP Number of Class of Securities)

Aart J. De Geus

Chief Executive Officer

Synopsys, Inc.

700 East Middlefield Road

Mountain View, CA 94043

(650) 584-5000

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

with a copy to:

Aaron J. Alter, Esq.

Steve L. Camahort, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304

(650) 493-9300

Edgar Filing: INSILICON CORP - Form SC TO-T/A

Calculation of Filing Fee

Transaction valuation(1)	Amount of filing fee(2)
\$72,514,715	\$6,671.35

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, based on the product of (i) \$4.05 (i.e. the tender offer price) and (ii) 17,904,868, the maximum number of shares of inSilicon common stock to be acquired in this tender offer and the merger (including 744,332 shares issuable upon redemption of the exchangeable preferred stock of inSilicon Canada Ltd. and 1,963,613 shares issuable upon exercise of options with a per share price less than or equal to the tender offer price).

(2) The amount of the filing fee, calculated in accordance with Rule 0-11(a)(2) under the Securities and Exchange Act of 1934, as amended, and Fee Rate Advisory No. 8 issued by the Securities and Exchange Commission on January 16, 2002, equals 0.0092% of the transaction valuation.

x Check the 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: \$6,671.35

Form or Registration No.: SC TO-T

Filing Parties: Ferrite Acquisition Corp. and Synopsys, Inc.

Date Filed: August 6, 2002

.. Check the box if the filing relates 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.
- .. 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: ..

ITEMS 1-11.

This Amendment No. 1 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on August 6, 2002 by Ferrite Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Synopsys, Inc., a Delaware corporation ("Synopsys"). The Schedule TO relates to the offer by the Purchaser to purchase all the outstanding shares of Common Stock (the "Shares") of inSilicon Corporation, a Delaware corporation ("inSilicon"), at a purchase price of \$4.05 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 6, 2002 (the "Offer to Purchase"), and in the related Letters of Transmittal, copies of which were filed with the Schedule TO as Exhibits (a)(1), (a)(2) and (a)(3) thereto, respectively. The information set forth in the Offer to Purchase, including Schedule I thereto, and the related Letters of Transmittal, are hereby incorporated by reference in answer to Items 1-11 of the Schedule TO.

The Offer to Purchase is hereby amended by restating the penultimate paragraph of the subsection entitled "Certain inSilicon Projections" set forth in section 8 "Certain Information Concerning inSilicon" in its entirety as follows:

The projections described above constitute forward-looking statements and are subject to certain risks and uncertainties that could cause actual results to differ materially from the results reflected in such projections, including, without limitation, those described in inSilicon's most recently filed Quarterly Report on Form 10-Q. At the time of receipt, Synopsys was advised by inSilicon that the projections described above were subjective in many respects and thus susceptible to interpretations and periodic revision based on actual experience and business developments. The projections described above also reflect numerous assumptions (not all of which were provided to Synopsys), all of which were made by inSilicon's management, with respect to industry performance, general business, economic, market and financial conditions, competition and other matters that are inherently subject to significant uncertainties, all of which are difficult to predict and many of which are beyond inSilicon's control. Neither the Purchaser nor Synopsys approved the assumptions or the methodology used to produce the projections. Accordingly, there can be no assurance that the assumptions made in preparing the projections described above will prove accurate, and actual results may be materially lower than those contained in such projections.

ITEM 12. Exhibits.

- (a)(1) Offer to Purchase, dated August 6, 2002.*
- (a)(2) Letter of Transmittal.*
- (a)(3) Special Letter of Transmittal.*
- (a)(4) Notice of Guaranteed Delivery.*
- (a)(5) Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(6) Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(7) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(8) Instructions for Form W-8BEN.*
- (a)(9) Joint Press Release issued by Synopsys and inSilicon on July 23, 2002 (incorporated by reference to Synopsys's Schedule TO (preliminary communication) filed with the Securities and Exchange Commission on July 24, 2002, Exhibit (a)(5)(1)).
- (a)(10) Summary Newspaper Advertisement published August 6, 2002.*
- (a)(11) Supplement to be delivered to stockholders of inSilicon who are residents of Ontario, Canada.*
- (b) Not applicable.
- (d)(1) Agreement and Plan of Merger, dated as of July 23, 2002, among Synopsys, Purchaser and inSilicon (incorporated by reference to Synopsys's Schedule 13D filed with the Securities and Exchange Commission on July 31, 2002, Exhibit (2)(a)).

- (d)(2) Tender and Voting Agreement, dated as of July 23, 2002, between Synopsys and Phoenix Technologies Ltd. (incorporated by reference to Synopsys' s Schedule 13D filed with the Securities and Exchange Commission on July 31, 2002, Exhibit (3)(a)).
 - (d)(3) Form of Tender and Voting Agreement entered into by Synopsys and each director and executive officer of Synopsys, together with an introductory table showing the number of shares of inSilicon Common Stock beneficially owned by each such director and executive officer (incorporated by reference to Synopsys' s Schedule 13D filed with the Securities and Exchange Commission on July 31, 2002, Exhibit (3)(b)).
 - (d)(4) Confidentiality Agreement, dated June 7, 2002, among Synopsys, inSilicon and Phoenix Technologies Ltd.*
 - (d)(5) Exclusivity Letter Agreement, dated June 7, 2002, as amended July 12, 2002.*
 - (g) Not applicable.
 - (h) Not applicable.
-

* Previously filed on August 6, 2002 as an exhibit to Schedule TO.

ITEM 13. Information Required by Schedule 13E-3.

Not applicable.

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.

FERRITE ACQUISITION CORP.

By: /s/ ROBERT B. HENSKE

Name: Robert B. Henske
Title: Vice President

SYNOPSYS, INC.

By: /s/ ROBERT B. HENSKE

Name: Robert B. Henske
Title: Chief Financial
Officer

Dated: August 15, 2002

INDEX TO EXHIBITS

Exhibit No.	Document
(a)(1)	Offer to Purchase, dated August 6, 2002.*
(a)(2)	Letter of Transmittal.*
(a)(3)	Special Letter of Transmittal.*
(a)(4)	Notice of Guaranteed Delivery.*
(a)(5)	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(6)	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(7)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(8)	Instructions for Form W-8BEN.*
(a)(9)	Joint Press Release issued by Synopsys and inSilicon on July 23, 2002 (incorporated by reference to Synopsys' s Schedule TO (preliminary communication) filed with the Securities and Exchange Commission on July 24, 2002, Exhibit (a)(5)(1)).
(a)(10)	Summary Newspaper Advertisement published August 6, 2002.*
(a)(11)	Supplement to be delivered to stockholders of inSilicon who are residents of Ontario, Canada.*
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of July 23, 2002, among Synopsys, Purchaser and inSilicon (incorporated by reference to Synopsys' s Schedule 13D filed with the Securities and Exchange Commission on July 31, 2002, Exhibit (2)(a)).
(d)(2)	Tender and Voting Agreement, dated as of July 23, 2002, between Synopsys and Phoenix Technologies Ltd. (incorporated by reference to Synopsys' s Schedule 13D filed with the Securities and Exchange Commission on July 31, 2002, Exhibit (3)(a)).
(d)(3)	Form of Tender and Voting Agreement entered into by Synopsys and each director and executive officer of Synopsys, together with an introductory table showing the number of shares of inSilicon Common Stock beneficially owned by each such director and executive officer (incorporated by reference to Synopsys' s Schedule 13D filed with the Securities and Exchange Commission on July 31, 2002, Exhibit (3)(b)).
(d)(4)	Confidentiality Agreement, dated June 7, 2002, among Synopsys, inSilicon and Phoenix Technologies Ltd.*
(d)(5)	Exclusivity Letter Agreement, dated June 7, 2002, as amended July 12, 2002.*
(g)	Not applicable.
(h)	Not applicable.

* Previously filed on August 6, 2002 as an exhibit to Schedule TO.