

PHOENIX TECHNOLOGIES LTD

Form 8-K/A

July 14, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
Form 8-K/A
(Amendment No. 1)
Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 30, 2008
Commission File Number 000-17111
PHOENIX TECHNOLOGIES LTD.
(Exact name of registrant as specified in its charter)**

DELAWARE
(State or Other Jurisdiction of Incorporation
or Organization)

04-2685985
(I.R.S. Employer
Identification No.)

**915 MURPHY RANCH ROAD
MILPITAS, CA 95035**
(Address of Principal Executive Offices, including Zip Code)
(408) 570-1000
(Registrant's telephone number, including area code)
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Information to be included in the report

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Item 9.01 Financial Statements and Exhibits

SIGNATURE

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EXHIBIT 23.1

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Amendment No. 1

This form 8-K/A is filed as an amendment (Amendment No. 1) to the Current Report on Form 8-K filed by Phoenix Technologies Ltd. on May 2, 2008 under Items 2.01 and 9.01. Amendment No. 1 is being filed to include the financial information required under Item 9.01.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

1. Audited financial statements of BeInSync Ltd. as of and for the year ended December 31, 2007
2. Unaudited condensed balance sheets of BeInSync Ltd. as of March 31, 2008 and December 31, 2007, and unaudited condensed statements of operations and cash flows for the three months ended March 31, 2008 and March 31, 2007

(b) Pro Forma Financial Information

1. Unaudited pro forma condensed combined balance sheets as of March 31, 2008 and unaudited pro forma condensed combined statements of operations for the year ended September 30, 2007 and for the six months ended March 31, 2008

(c) Exhibits

- 23.1 Consent of KOST FORER GABBAY & KASIERER, a member of Ernst & Young Global, Independent Registered Public Accounting Firm and auditors of BeInSync Ltd.
- 99.1 Audited consolidated financial statements of BeInSync Ltd. as described in Item 9.01
- 99.2 Unaudited condensed financial statements of BeInSync Ltd. as described in Item 9.01
- 99.3 Unaudited pro forma condensed combined financial statements as described in Item 9.01

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHOENIX TECHNOLOGIES LTD.

Dated: July 14, 2008

By: /s/ **TIMOTHY C. CHU**

Name: Timothy C. Chu

Title: Vice President, General Counsel &
Secretary

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EXHIBIT INDEX

Exhibit No.	Description
EX-23.1	Consent of KOST FORER GABBAY & KASIERER, a member of Ernst & Young Global, Independent Registered Public Accounting Firm and auditors of BeInSync Ltd.
EX-99.1	Audited financial statements of BeInSync Ltd., as of and for the year ended December 31, 2007.
EX 99.2	Unaudited condensed balance sheets of BeInSync Ltd. as of March 31, 2008 and December 31, 2007, and unaudited condensed statements of operations and cash flows for the three months ended March 31, 2008 and March 31, 2007.
EX 99.3	Unaudited pro forma condensed combined balance sheet as of March 31, 2008 and unaudited pro forma condensed combined statements of operations for the year ended September 30, 2007 and for the six months ended March 31, 2008.