CONEXANT SYSTEMS INC Form 8-K February 21, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):	February	116	2003
Date of Report (Date of Earliest Event Reported).	1 Coruar y	10,	200

Conexant Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware	000-24923	25-1799439
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employe
4000 MacArthur Boulevard, Newport Beac California	h,	92660
(Address of principal executive offices)		(Zip Code)
Registrant s telephone number, in	ncluding area code:	949-483-4600
	Not Applicable	
- Fo	ormer 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:

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

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Item	8	01	Other	Events

On February 20, 2007, Conexant Systems, Inc. issued a press release announcing that it had received \$98.1 million as a result of the completion of the merger between Acquicor Technology Inc. (AMEX:AQR), a special purpose acquisition company, and Jazz Semiconductor, Inc., a privately held specialty wafer manufacturing company in which Conexant held an ownership position.

Item 9.01 Financial Statements and Exhibits.

- (c) Exhibits.
- 99. Press Release of Conexant Systems, Inc. dated February 20, 2007.

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SIGNATURES

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.

Conexant Systems, Inc.

February 20, 2007 By: Dennis E. O'Reilly

Name: Dennis E. O'Reilly

Title: Senior Vice President, Chief Legal Officer and

Secretary

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Exhibit Index

Exhibit No.	Description			
99.1	Press Release of Conexant Systems, Inc., dated February 20, 2007.			

r. 3)2. Conversion or Exercise Price of Derivative Security3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code

(Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date

(Month/Day/Year)7. Title and Amount of Underlying Securities

(Instr. 3 and 4)8. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Employee Stock Option (Right to Buy) \$ 45.4710/03/2017 D 75,000 (2) (2) Common Stock 75,000 (2) 0 D Restricted Stock Units (3)10/03/2017 D 22,991 (3) (3) Common Stock 22,991 (3) 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships				
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other	
Uppaluri Renuka					
51 SAWYER ROAD			Senior VP, Global R&D		
CLUTE ACC			School VI, Global Reed		

SUITE 200 WALTHAM, MA 02453

Signatures

/s/ Doug Barry, Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to that certain Agreement and Plan of Merger, dated as of January 30, 2016, as amended on April 13, 2017 (the "Merger Agreement"), between Alere Inc. (the "Company") and Abbott Laboratories, at the Effective Time (as defined in the Merger Agreement) (the "Effective Time"), each of these shares of the Company's common stock (the "Common Stock") was converted into the right to receive \$51.00 (the "Merger Consideration").
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding Employee Stock Option, whether vested or unvested, was canceled and converted into the right to receive a lump-sum cash payment equal to the product of (i) the number of shares of Common Stock for which such Employee Stock Option has not been exercised and (ii) the excess, if any, of the Merger Consideration over the exercise price per share of such Employee Stock Option.
- Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock. Pursuant to the Merger Agreement, at the Effective Time, each outstanding Restricted Stock Unit was canceled and converted into the right to receive a lump-sum cash payment equal to the product of (i) the number of shares of Common Stock subject to such Restricted Stock Unit immediately prior to the Effective Time and (ii) the Merger Consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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