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ARRIS GROUP INC  
Form SC TO-I/A  
April 26, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(D) OR 13(E) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Arris Group, Inc.

-----  
(Name of Subject Company (Issuer))

Arris Group, Inc.

-----  
(Names of Filing Persons (Offeror))

4 1/2% Convertible Subordinated Notes Due 2003

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(Title of Class of Securities)

03664P A A3  
03664P A B1

-----  
(CUSIP Number of Class of Securities)

Lawrence A. Margolis  
Arris Group, Inc.  
11450 Technology Circle  
Duluth, Georgia 30097  
Telephone: (678) 473-2000

Copy To:  
W. Brinkley Dickerson, Jr.  
Troutman Sanders LLP  
600 Peachtree Street, Suite 5200  
Atlanta, Georgia 30308  
Telephone: (404) 885-3822

-----  
(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

[ ] Check the box if the filing relates solely 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:

[ ] third-party tender offer subject to Rule 14d-1.

[X] issuer tender offer subject to Rule 13e-4.

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- [ ] going-private transaction subject to Rule 13e-3.
- [ ] amendment to Schedule 13D under Rule 13d-2.

This Amendment No. 1 amends the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 12, 2002 (the "Schedule TO"), relating to our offer to exchange shares of our Common Stock, \$0.01 par value per share (the "Common Stock") for up to \$70,000,000 original principal amount of the outstanding 4-1/2% Convertible Subordinated Notes due 2003 (the "Notes") issued by Arris International, Inc., a Delaware corporation and wholly owned subsidiary of Arris Group formerly known as ANTEC Corporation (the "Exchange Offer"). The Exchange Offer shall be subject to the terms and conditions described in the Offer to Exchange dated April 12, 2002 and the related Letter of Transmittal.

ITEM 4. TERMS OF THE TRANSACTION

The Offer to Exchange is amended as set forth in the amended Offer to Exchange, a copy of which is filed as exhibit (a)(1)(A) under Item 12.

ITEM 12. EXHIBITS

Item 12 is hereby amended as follows:

EXHIBIT  
NUMBER  
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DESCRIPTION OF EXHIBITS  
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- (a)(1) Offer to Exchange, dated April 12, 2002.
- (a)(2) Letter of Transmittal. (previously filed)
- (a)(3) Notice of Guaranteed Delivery. (previously filed)
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other
- (a)(5) Form of Letter to be used by Brokers, Dealers, Commercial Banks, Trust Companies filed)
- (a)(6) Text of Press Release issued by Arris Group, Inc., dated April 12, 2002. (previously filed)

SIGNATURE

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.

ARRIS GROUP, INC.

By: /s/ Lawrence A. Margolis

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Lawrence A. Margolis,  
Executive Vice President and  
Chief Financial Officer

Dated: April 26, 2002

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBITS -----
(a) (1)	Offer to Exchange, dated April 12, 2002.