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CONEXANT SYSTEMS INC  
Form POS AM  
July 30, 2002

As filed with the Securities and Exchange Commission on July 30, 2002

Registration Statement No. 333-32468

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Post-Effective Amendment No. 1  
to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Conexant Systems, Inc.  
(Exact name of registrant as specified in its charter)

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DELAWARE	4311 Jamboree Road	25-1799439
(State or other	Newport Beach, California 92660-3095	(I.R.S. Employer
jurisdiction of	(949) 483-4600	Identification
incorporation or	(Address, including zip code,	Number)
organization)	and telephone number, including area code,	
	of registrant's principal executive offices)	

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DENNIS E. O'REILLY, ESQ.  
Senior Vice President, General Counsel and Secretary  
Conexant Systems, Inc.  
4311 Jamboree Road  
Newport Beach, California 92660-3095  
(949) 483-4600  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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Copy to:  
PETER R. KOLYER, ESQ.  
Chadbourne & Parke LLP  
30 Rockefeller Plaza  
New York, New York 10112  
(212) 408-5100

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Approximate date of commencement of proposed sale to the public: This post-effective amendment withdraws from registration any 4% convertible subordinated notes due February 1, 2007 and any shares of common stock into which the notes have been or are convertible that remain unsold hereunder.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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WITHDRAWAL OF SECURITIES FROM REGISTRATION

On March 14, 2000, Conexant Systems, Inc., a Delaware corporation ("Conexant"), filed a Registration Statement on Form S-3 (No. 333-32468) (the "Registration Statement") for purposes of registering resales of \$650,000,000 aggregate principal amount of Conexant's 4% Convertible Subordinated Notes due February 1, 2007 (the "Notes") and 6,018,518 shares of Conexant's common stock, par value \$1 per share (including the associated preferred share purchase rights), into which the Notes are convertible (the "Conversion Shares").

Pursuant to the terms of the Registration Rights Agreement that required Conexant to file the Registration Statement, Conexant is no longer required to keep the Registration Statement effective. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to withdraw from registration under the Securities Act of 1933, as amended, all of the Notes and the Conversion Shares that remain unsold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California on July 30, 2002.

CONEXANT SYSTEMS, INC.

By: /s/ DENNIS E. O'REILLY

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(Dennis E. O'Reilly, Senior Vice President,  
General Counsel and Secretary)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on the 30th day of July, 2002 by the following persons in the capacities indicated:

Signature -----	Title -----
DWIGHT W. DECKER* ----- Dwight W. Decker	Chairman of the Board and Chief Executive Officer (principal executive officer) and Director
DONALD R. BEALL* ----- Donald R. Beall	Director
RICHARD M. BRESSLER* ----- Richard M. Bressler	Director
F. CRAIG FARRILL* ----- F. Craig Farrill	Director
JERRE L. STEAD* ----- Jerre L. Stead	Director
/s/ BALAKRISHNAN S. IYER ----- Balakrishnan S. Iyer	Senior Vice President and Chief Financial Officer (principal financial officer) and Director
/s/ J. SCOTT BLOUIN ----- J. Scott Blouin	Senior Vice President, Chief Accounting Officer and Controller (principal accounting officer)

\* By /s/ DENNIS E. O'REILLY  
-----  
(Dennis E. O'Reilly, Attorney-in-fact)\*\*

\*\* By authority of the power of attorney filed as Exhibit 24 to the

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Registration Statement.