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MICROTUNE INC
Form SC 13G/A
February 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Microtune, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

59514P109

(CUSIP Number)

December 31, 2002

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
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Schedule 13G

CUSIP No. 59514P109

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1 Names of Reporting Persons

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I.R.S. Identification Nos. of above persons (entities only)

WHITE ROCK CAPITAL PARTNERS, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

Texas

	5	Sole Voting Power 977,500
Number of Shares	6	Shared Voting Power 0
Beneficially Owned by Each Reporting Person With	7	Shared Dispositive Power 977,500
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
977,500

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

11 Percent of Class Represented By Amount in Row (9)
1.97%

12 Type of Reporting Person (See Instructions)
PN: IV

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

WHITE ROCK CAPITAL MANAGEMENT, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.

3 SEC Use Only

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Beneficially Owned by Each Reporting Person With		2,908,900
	7	Shared Dispositive Power 0
	8	Shared Dispositive Power 2,908,900
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,908,900	
10	Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [X]	
11	Percent of Class Represented By Amount in Row (9) 5.86%	
12	Type of Reporting Person (See Instructions) CO: IA	

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1	Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) THOMAS U. BARTON	
2	Check the Appropriate Box If a Member of a Group (See Instructions) a. [] b. [X]	
3	SEC Use Only	
4	Citizenship or Place of Organization United States	
	5	Sole Voting Power 135,179
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 2,908,900
	7	Shared Dispositive Power 135,179
	8	Shared Dispositive Power 2,908,900
9	Aggregate Amount Beneficially Owned by Each Reporting Person	

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3,044,079

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[X]

11 Percent of Class Represented By Amount in Row (9)

6.13%

12 Type of Reporting Person (See Instructions)

IN: IA

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

JOSEPH U. BARTON

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. []
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

United States

	5	Sole Voting Power 241,557
Number of Shares	6	Shared Voting Power 2,908,900
Beneficially Owned by Each Reporting Person With	7	Shared Dispositive Power 241,557
	8	Shared Dispositive Power 2,908,900

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,150,457

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[X]

11 Percent of Class Represented By Amount in Row (9)

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6.35%

12 Type of Reporting Person (See Instructions)

IN: IA

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Item 1(a) Name of Issuer:

Microtune, Inc. (the "Issuer")

Item 1(b) Address of the Issuer's Principal Executive Offices:

2201 10th Street, Plano, Texas 75074

Item 2(a) Name of Person Filing:

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

(i) White Rock Capital Partners, L.P., a Texas limited partnership ("White Rock Partners"),

(ii) White Rock Capital Management, L.P., a Texas limited partnership ("White Rock Management"),

(iii) White Rock Capital (TX), Inc., a Texas corporation ("White Rock, Inc."),

(iv) Thomas U. Barton; and

(v) Joseph U. Barton.

This Statement relates to Shares that were acquired by White Rock Management on behalf of certain institutional clients (the "White Rock Clients"). This Statement also relates to Shares held for the account of White Rock Partners, and certain partnerships and family trusts for which either Thomas U. Barton and Joseph U. Barton serve as the general partner and trustee, respectively. The general partner of White Rock Partners is White Rock Management, the general partner of which is White Rock, Inc. Thomas U. Barton and Joseph U. Barton are the shareholders of White Rock, Inc.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address and principal business office of each of White Rock Partners, White Rock Management, White Rock, Inc., Thomas U. Barton and Joseph U. Barton is 3131 Turtle Creek Boulevard, Suite 800, Dallas, Texas 75219.

Item 2(c) Citizenship:

(i) White Rock Partners is a Texas limited partnership;

(ii) White Rock Management is a Texas limited partnership;

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- (iii) White Rock, Inc. is a Texas corporation;
- (iv) Thomas U. Barton is a United States citizen; and
- (v) Joseph U. Barton is a United States citizen.

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Item 2(d) Title of Class of Securities:
Common Stock, \$0.001 par value per share (the "Shares").

Item 2(e) CUSIP Number:
59514P109

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of December 31, 2002, each of the Reporting Persons may be deemed the beneficial owner of the following number of Shares:

(i) White Rock Partners may be deemed to be the beneficial owner of the 977,500 Shares held for its account.

(ii) Each of White Rock Management and White Rock, Inc. may be deemed the beneficial owner of 2,908,900 Shares. This number consists of (1) 1,931,400 Shares held for the accounts of the White Rock Clients, and (2) 977,500 Shares held for the account of White Rock Partners.

(iii) Thomas U. Barton may be deemed the beneficial owner of 3,044,079 Shares. This number consists of (1) 1,931,400 Shares held for the accounts of the White Rock Clients, (2) 977,500 Shares held for the account of White Rock Partners, (3) 55,000 Shares held for the account of a partnership for which Thomas U. Barton serves as the general partner, and (4) 80,179 Shares held for the account of a family trust for which Thomas U. Barton serves as the trustee.

(iv) Joseph U. Barton may be deemed the beneficial owner of 3,150,457 Shares. This number consists of (1) 1,931,400 Shares held for the accounts of the White Rock Clients, (2) 977,500 Shares held for the account of White Rock Partners, (3) 158,457 Shares held for the account of a partnership for which Joseph U. Barton serves as the general partner, and (4) 83,100 Shares held for the account of certain family trusts for which Joseph U. Barton serves as the trustee.

Item 4(b) Percent of Class:

(i) The number of Shares of which White Rock Partners may be deemed to be the beneficial owner constitutes approximately 1.97% of the total number of Shares outstanding.

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(ii) The number of Shares of which each of White Rock Management and White Rock, Inc. may be deemed to be the beneficial owner constitutes approximately 5.86% of the total number of Shares outstanding.

(iii) The number of Shares of which Thomas U. Barton may be deemed to be the beneficial owner constitutes approximately 6.13% of the total number of Shares outstanding.

(iv) The number of Shares of which each of Joseph U. Barton may be deemed to be the beneficial owner constitutes approximately 6.35% of the total number of Shares outstanding.

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Item 4(c) Number of shares as to which the person has:

White Rock Partners

(i) Sole power to vote or to direct the vote:	977,500
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	977,500
(iv) Shared power to dispose or to direct the disposition of:	0

White Rock Management

(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	2,908,900
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	2,908,900

White Rock, Inc.

(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	2,908,900
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	2,908,900

Thomas U. Barton

(i) Sole power to vote or to direct the vote:	135,179
(ii) Shared power to vote or to direct the vote:	2,908,900

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(iii) Sole power to dispose or to direct the disposition of: 135,179
(iv) Shared power to dispose or to direct the disposition of: 2,908,900

Joseph U. Barton

(i) Sole power to vote or to direct the vote: 241,557
(ii) Shared power to vote or to direct the vote: 2,908,900
(iii) Sole power to dispose or to direct the disposition of: 241,557
(iv) Shared power to dispose or to direct the disposition of: 2,908,900

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Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

(i) The partners of White Rock Partners have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by White Rock Partners in accordance with their partnership interests in White Rock Partners.

(ii) The shareholders or partners of each of the White Rock Clients have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by the respective White Rock Client in accordance with their partnership or ownership interests in the respective White Rock Client.

(iii) The partners of the partnership for which Thomas U. Barton serves as general partner have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for such partnership in accordance with their partnership interests in the partnership. The family trust for which Thomas U. Barton serves as trustee has the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of such trust.

(iv) The partners of the partnership for which Joseph U. Barton serves as general partner have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for such partnership in accordance with their partnership interests in the partnership. The family trusts for which Joseph U. Barton serves as trustee have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of such trusts.

White Rock Partners expressly disclaims beneficial ownership of any Shares held for the account of the White Rock Clients, and the accounts of the partnerships and family trusts for which either Thomas U. Barton and Joseph U. Barton serve as general partner and trustee, respectively. The White Rock Clients expressly disclaim beneficial ownership of any Shares held for the account of White Rock Partners, and the accounts of the partnerships and family

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trusts for which either Thomas U. Barton and Joseph U. Barton serve as general partner and trustee, respectively. Each of White Rock Management and White Rock, Inc. expressly disclaims beneficial ownership of any Shares held for the accounts of the partnerships and family trusts for which either Thomas U. Barton and Joseph U. Barton serve as general partner and trustee, respectively. Thomas U. Barton expressly disclaims beneficial ownership of any Shares held for the accounts of the partnership and family trusts for which Joseph U. Barton serves as general partner and trustee, respectively. Joseph U. Barton expressly disclaims beneficial ownership of any Shares held for the accounts of the partnership and family trust for which Thomas U. Barton serves as general partner and trustee, respectively.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

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Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each signatory certifies that, to the best of his/its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2003

WHITE ROCK CAPITAL PARTNERS, L.P.

By: White Rock Capital Management, L.P.
Its General Partner

By: White Rock Capital (TX), Inc.
Its General Partner

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By: /s/ Paula Storey

Paula Storey
Attorney-in-Fact

Date: February 13, 2003

WHITE ROCK CAPITAL MANAGEMENT, L.P.

By: White Rock Capital (TX), Inc.
Its General Partner

By: /s/ Paula Storey

Paula Storey
Attorney-in-Fact

Date: February 13, 2003

WHITE ROCK CAPITAL (TX), INC.

By: /s/ Paula Storey

Paula Storey
Attorney-in-Fact

Date: February 13, 2003

THOMAS U. BARTON

By: /s/ Paula Storey

Paula Storey
Attorney-in-Fact

Date: February 13, 2003

JOSEPH U. BARTON

By: /s/ Paula Storey

Paula Storey
Attorney-in-Fact