

PHOENIX TECHNOLOGIES LTD
 Form 3
 November 03, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ramius LLC | | (Month/Day/Year) | PHOENIX TECHNOLOGIES LTD [PTEC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/29/2009 | | |
| 599 LEXINGTON AVE.,Â 20TH FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| NEW YORK,Â NYÂ 10022 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, \$0.001 par value <u>(1)</u> <u>(2)</u> | 481,339 | I | By Ramius Enterprise Master Fund Ltd <u>(3)</u> |
| Common Stock, \$0.001 par value <u>(1)</u> <u>(2)</u> | 1,720,316 | I | By Ramius Value & Opportunity Master <u>(4)</u> |
| Common Stock, \$0.001 par value <u>(1)</u> <u>(2)</u> | 1,348,572 | I | By RCG PB, Ltd <u>(5)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ramius LLC 599 LEXINGTON AVE. 20TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| RAMIUS ADVISORS LLC C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| RCG PB, Ltd C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| RAMIUS VALUE & OPPORTUNITY MASTER FUND LTD C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| RAMIUS ENTERPRISE MASTER FUND LTD CITCO FUND SERVICES LIMITED CORPORATE CENTER, WEST BAY ROAD GRAND CAYMAN | ^ | ^ X | ^ | ^ |
| RCG STARBOARD ADVISORS, LLC C/O RAMIUS LLC 599 LEXINGTON AVE., 20TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory | 11/03/2009 |
| Signature of Reporting Person | Date |
| By: Ramius Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory | 11/03/2009 |
| Signature of Reporting Person | Date |
| By: RCG PB, Ltd.; By: /s/ Owen S. Littman, Authorized Signatory | 11/03/2009 |
| Signature of Reporting Person | Date |

| | |
|---|------------|
| By: Ramius Value and Opportunity Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory | 11/03/2009 |
| **Signature of Reporting Person | Date |
| By: Ramius Enterprise Master Fund Ltd; By: /s/ Owen S. Littman, Authorized Signatory | 11/03/2009 |
| **Signature of Reporting Person | Date |
| By: RCG Starboard Advisors, LLC; By: /s/ Owen S. Littman, Authorized Signatory | 11/03/2009 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 - (1) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the first of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.
 - (2) Each Reporting Person (other than Ramius Enterprise Master Fund Ltd, Ramius Value and Opportunity Master Fund Ltd and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
 - (3) Shares of Common Stock beneficially owned by Enterprise Master Fund Ltd (Enterprise Master Fund), Ramius Advisors, LLC (Ramius Advisors), as the investment advisor of Enterprise Master Fund, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund. Ramius LLC (Ramius), as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by Enterprise Master Fund.
 - (4) Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). As the investment manager of Value and Opportunity Master Fund, RCG Starboard Advisors may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. Ramius, as the sole member of RCG Starboard Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.
 - (5) Shares of Common Stock beneficially owned by RCG PB, Ltd. (RCG PB). Ramius Advisors, as the investment advisor of RCG PB, may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. Ramius, as the sole member of Ramius Advisors, may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.