

Edgar Filing: RADISYS CORP - Form SC 13D/A

RADISYS CORP
Form SC 13D/A
May 01, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 3) *

RADISYS CORPORATION

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

750459 10 9

(CUSIP Number)

F. Thomas Dunlap
Senior Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
Telephone: (408) 765-8080

{Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 25, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f) or 13d-1 (g), check the following box [].

*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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Edgar Filing: RADISYS CORP - Form SC 13D/A

CUSIP No. 750459 10 9 Schedule 13D/A Page 2 of 10 Pages

1. NAME OF REPORTING PERSON Intel Corporation
S.S. OR I.R.S. IDENTIFICATION NO. OF 94-1672743
ABOVE PERSON
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) []
A GROUP** (b) []
3. SEC USE ONLY
4. SOURCE OF FUNDS** WC
5. CHECK BOX IF DISCLOSURE OF LEGAL []
PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2 (d) OR 2 (e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
- NUMBER OF 7. SOLE VOTING POWER 1,403,170
SHARES
- BENEFICIALLY 8. SHARED VOTING POWER -0-
OWNED BY
- EACH 9. SOLE DISPOSITIVE POWER 1,403,170
REPORTING
- PERSON WITH 10. SHARED DISPOSITIVE POWER -0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY 1,403,170
EACH REPORTING PERSON
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW []
(11) EXCLUDES CERTAIN SHARES**
13. PERCENT OF CLASS REPRESENTED BY AMOUNT 8.2%
IN ROW (11)
14. TYPE OF REPORTING PERSON CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 750459 10 9 Schedule 13D/A Page 3 of 10 Pages

Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on May 9, 1996, as previously amended, with respect to the Common Stock (the "Common Stock") of Radisys Corporation. ("Radisys" or the "Issuer").

Item 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(b) Address of Principal Business Office:

2200 Mission College Boulevard

Edgar Filing: RADISYS CORP - Form SC 13D/A

Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components, modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) State of Incorporation: Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

CUSIP No. 750459 10 9 Schedule 13D/A Page 4 of 10 Pages

Item 4. Purpose of the Transaction

The Reporting Person presently holds the Securities as an investment. Depending upon the Reporting Person's evaluation of market conditions, market price, alternative investment opportunities, liquidity needs and other factors, the Reporting Person will from time to time explore opportunities for liquidating all or a portion of the Securities, through one or more sales pursuant to public or private offerings or otherwise. The Reporting Person may determine to retain some portion of the Securities as an investment.

Item 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 1,403,170 shares

Percent of Class: 8.2% of the Issuer's outstanding Common Stock (based upon 17,162,880 shares of Common Stock outstanding, as reported by the Issuer in its Form 10-K for the fiscal

Edgar Filing: RADISYS CORP - Form SC 13D/A

year ended December 31, 2000).

- (b) Sole Power to Vote, Dispose of or Direct the Vote or Disposition of Shares: 1,403,170 shares
- (c) Recent Transactions:

On January 25, the Reporting Person sold in multiple open market transactions for cash between January 19, 2001 and January 25, 2001, 172,500 shares of Common Stock. The Reporting Person sold an additional 203,580 shares of Common Stock in multiple open market transactions for cash between January 26, 2001 and April 4, 2001. All shares were sold pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended.
- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: N/A

CUSIP No. 750459 10 9 Schedule 13D/A Page 5 of 10 Pages

SIGNATURE

After reasonable 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.

Dated as of April 26, 2001

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Senior Vice President,
General Counsel and
Secretary

CUSIP No. 750459 10 9 Schedule 13D/A Page 6 of 10 Pages

APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Edgar Filing: RADISYS CORP - Form SC 13D/A

Name: Craig R. Barrett

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John Browne

Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other organization in which employment is conducted: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

CUSIP No. 750459 10 9 Schedule 13D/A Page 7 of 10 Pages

Name: Winston H. Chen

Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

Name: Andrew S. Grove

Edgar Filing: RADISYS CORP - Form SC 13D/A

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo Park, CA 94025

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics and computer industry. 1340 Arbor Road Menlo Park, CA 94025

CUSIP No. 750459 10 9 Schedule 13D/A Page 8 of 10 Pages

Name: Gordon E. Moore

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman Emeritus of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94104

Edgar Filing: RADISYS CORP - Form SC 13D/A

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089

Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a pulmonary drug delivery company
1310 Orleans Drive
Sunnyvale, CA 94089

CUSIP No. 750459 10 9 Schedule 13D/A Page 9 of 10 Pages

Name: Leslie L. Vadasz

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215, Soldiers Field Park Road, Boston, MA 02163

Principal Occupation: Max and Doris Starr Professor of International Business Administration

Name, principal Harvard Business School, an educational

Edgar Filing: RADISYS CORP - Form SC 13D/A

business and institution.
address of Morgan Hall 215, Soldiers Field Park Road
corporation or Boston, MA 02163
other
organization in
which employment
is conducted:

Name: Charles E. Young

Business University of Florida, 226 Tigert Hall, P.O.
Address: Box 113150, Gainesville, FL 32610

Principal President of the University of Florida
Occupation:

Name, principal University of Florida
business and 226 Tigert Hall
address of P.O. Box 113150
corporation or Gainesville, FL 32610
other
organization in
which employment
is conducted:

CUSIP No. 750459 10 9 Schedule 13D/A Page 10 of 10 Pages

EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President, Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group

Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Sales and Marketing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President, General Counsel and Secretary

Name: Robert J. Baker
Title: Vice President; Co-General Manager, Technology and Manufacturing Group

Edgar Filing: RADISYS CORP - Form SC 13D/A

Name: Arvind Sodhani
Title: Vice President, Treasurer