

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

RADISYS CORP  
Form SC 13D/A  
August 02, 2002

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. 5) \*

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)

July 31, 2002

-----  
(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 (however, see the Notes).

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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        | 968,530 |
| SHARES       |     |                          |         |
| BENEFICIALLY | 8.  | SHARED VOTING POWER      | -0-     |
| OWNED BY     |     |                          |         |
| EACH         | 9.  | SOLE DISPOSITIVE POWER   | 968,530 |
| REPORTING    |     |                          |         |
| PERSON WITH  | 10. | SHARED DISPOSITIVE POWER | -0-     |
|              |     |                          |         |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY      968,530  
EACH REPORTING PERSON
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW      [   ]  
(11) EXCLUDES CERTAIN SHARES\*\*
13. PERCENT OF CLASS REPRESENTED BY AMOUNT      5.55%  
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

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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) Place of Organization: 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 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 968,530 shares

Percent of Class: 5.55% of the Issuer's outstanding Common Stock (based upon 17,459,036 shares of Common Stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended March 31, 2002).

(b) Sole Power to Vote, Dispose of or Direct the Vote or Disposition of Shares: 968,530 shares

(c) Recent Transactions:

On May 6, 2002 the Reporting Person sold 31,000 shares of Common Stock at an average price of \$15.36 per share.

On May 7, 2002 the Reporting Person sold 24,000 shares of Common Stock at an average price of

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\$13.57 per share.

On May 9, 2002 the Reporting Person sold 500 shares of Common Stock at an average price of \$14.00 per share.

On May 14, 2002 the Reporting Person sold 20,000 shares of Common Stock at an average price of \$13.90 per share.

On May 15, 2002 the Reporting Person sold 3,100 shares of Common Stock at an average price of \$13.78 per share.

Between May 23, 2002 and May 29, 2002 the Reporting Person sold in multiple transactions an aggregate of 52,000 shares of Common Stock at an average price of \$13.00 per share.

On May 30, 2002 the Reporting Person sold 10,000 shares of Common Stock at an average price of \$12.95 per share.

On May 31, 2002 the Reporting Person sold 20,000 shares of Common Stock at an average price of \$13.01 per share.

On June 4, 2002 the Reporting Person sold 10,000 shares of Common Stock at an average price of \$12.95 per share.

On June 5, 2002 the Reporting Person sold 3,399 shares of Common Stock at an average price of \$13.34 per share.

On July 31, 2002 the Reporting Person sold 7,500 shares of Common Stock at an average price of \$9.47 per share.

- (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 August 1, 2002

INTEL CORPORATION

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

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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.

Name:                      Craig R. Barrett

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

Principal                    President and Chief Executive Officer  
Occupation:

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

Name:                      John Browne

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

Principal                    Group Chief Executive  
Occupation:

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

Citizenship:                British

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

Name:                      Winston H. Chen

Business                    Paramitas Foundation, 3945 Freedom Circle,

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Address: 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 private foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

Name: Andrew S. Grove

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: Reed E. Hundt

Business Address: McKinsey & Company, 600 14th Street NW, #300, Washington, DC 20005

Principal Occupation: Senior Advisor

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Name, principal business and address of corporation or other organization in which employment is conducted: McKinsey & Company, a management consulting firm  
600 14th Street NW, #300  
Washington, DC 20005

Name: Paul S. Otellini

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

Principal Occupation: President and Chief Operating 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: David S. Pottruck

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

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 securities brokerage firm  
101 Montgomery Street  
San Francisco, CA 94104

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

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

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other  
organization in  
which employment  
is conducted:

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

Name: Charles E. Young

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

Principal Occupation: President

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

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  
Citizenship: British



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

Name: Sunlin Chou  
Title: Senior Vice President; General Manager, Technology and Manufacturing Group

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

Name: Ronald J. Smith  
Title: Senior Vice President; General Manager, Wireless Communications and Computing Group

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

Name: Arvind Sodhani  
Title: Vice President, Treasurer