

CONEXANT SYSTEMS INC

Form 8-K

February 22, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): February 20, 2008  
**Conexant Systems, Inc.****

(Exact name of registrant as specified in its charter)

Delaware

000-24923

25-1799439

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4000 MacArthur Boulevard, Newport Beach,  
California

92660

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 949-483-4600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Board meeting of Registrant on February 20, 2008, John W. Marren tendered his resignation from the Board of Directors in order to have more time to pursue other interests. The Board accepted his resignation and effective February 20, 2008 reduced the size of the Board by one director from eight to seven.

**Item 8.01 Other Events.**

On February 20, 2008, the stockholders of Registrant approved a proxy proposal authorizing Registrant's Board of Directors to effect a reverse stock split at one of four ratios 1 for 4, 1 for 5, 1 for 8 or 1 for 10 and to proportionately decrease Registrant's authorized shares of common stock by filing an amendment to its certificate of incorporation at anytime prior to the next annual meeting of stockholders.

**SECTION 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of Registrant issued on February 22, 2008.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Conexant Systems, Inc.

February 21, 2008

By: *Karen Roscher*

Name: *Karen Roscher*

Title: *Senior Vice President, Chief  
Financial Officer and Acting  
Secretary*

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release of Registrant issued on February 22, 2008.