

MICROTUNE INC  
Form SC TO-I/A  
November 13, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO-I**

**(Rule 13e-4)**

**(Amendment No. 1)**

*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)*  
*of the Securities Exchange Act of 1934*

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**MICROTUNE, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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Options to Purchase Common Stock, \$0.001 par value

(Title of Class of Securities)

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59514P109

(CUSIP Number of Class of Securities Underlying Options to Purchase Common Stock)

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James A. Fontaine

Chief Executive Officer

Microtune, Inc.

2201 10<sup>th</sup> Street

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Plano, Texas 75074

(972) 673-1600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of Filing Person)

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*Copies to:*

**Phillip D. Peterson, Esq.**  
**General Counsel**  
**Microtune, Inc.**  
**2201 10<sup>th</sup> Street**  
**Plano, Texas 75074**  
**(972) 673-1600**

**Craig N. Adams, Esq.**  
**Baker Botts L.L.P.**  
**2001 Ross Avenue**  
**Dallas, Texas 75201**  
**(214) 953-6500**

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**CALCULATION OF FILING FEE**

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<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
<b>\$4,134,052</b>	<b>\$126.92</b>

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\* Calculated solely for purposes of determining the filing fee. This amount assumes that stock options to purchase 1,313,925 shares of common stock of Microtune, Inc. having an aggregate maximum value of \$4,134,052 as of October 31, 2007 will be amended pursuant to this offer. The aggregate value of such stock options was calculated based on the Black-Scholes option pricing model.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of the aggregate amount of the transaction valuation. The transaction

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valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used for any other purpose. This amount was previously paid.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$523
Form or Registration No.:	Schedule TO-I, Registration No. 005-59981
Filing party:	Microtune, Inc.
Date filed:	February 13, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**Schedule TO-I**

**(Amendment No. 1)**

This Amendment No. 1 to Schedule TO-I (this **Amendment No. 1** ) amends and supplements the Schedule TO-I (the **Schedule TO** ) and the Offer to Amend Certain Options (the **Offering Memorandum** ), filed with the United States Securities and Exchange Commission (the **SEC** ) on November 2, 2007, in connection with the offer by Microtune, Inc., a Delaware corporation ( **Microtune** or the **Company** ), to amend certain stock options to purchase shares of the Company's common stock to increase the exercise price of portions of these stock options in order to limit the potential adverse personal tax consequences that may apply to these stock options under Section 409A of the Internal Revenue Code of 1986, as amended, and the final regulations promulgated by the United States Internal Revenue Service thereunder. In addition to the amendment set forth in Item 12 below, all references to the **Expiration Time** in the Schedule TO, which was originally 5:00 p.m., Central Time, on December 3, 2007, shall now mean 5:00 p.m., Eastern Time, on December 4, 2007. Except as expressly amended and supplemented by this Amendment No. 1, all terms of the Offer and all disclosure in the Schedule TO and Exhibits thereto, filed with the SEC on November 2, 2007, remain unchanged.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended by adding Exhibit (a)(1)(k) (Amendment No. 1 to Offer to Amend Certain Options), Exhibit (a)(1)(l) (E-mail Notification Regarding Amendment No. 1 to Offer to Amend Certain Options) and

Exhibit (a)(1)(m) (Form of E-Mail Notification Regarding Acceptance of Eligible Options).

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

**Microtune, Inc.**

By: /s/ Jeffrey A. Kupp

Name: Jeffrey A. Kupp

Title: Chief Financial Officer

Date: November 13, 2007

**INDEX TO EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
(a)(1)(a)*	Offer to Amend Certain Options, dated November 2, 2007.
(a)(1)(b)*	E-mail from Jeffrey A. Kupp, dated November 2, 2007.
(a)(1)(c)*	Election Form.
(a)(1)(d)*	Withdrawal Form.
(a)(1)(e)*	Form of Addendum.
(a)(1)(f)*	Form of Promise to Make Cash Payment.
(a)(1)(g)*	Forms of Confirmation E-mails.
(a)(1)(h)*	Forms of Reminder E-mails to Eligible Employees.
(a)(1)(i)*	Form of Amendment to Stock Option Agreements.
(a)(1)(j)	Current Report on Form 8-K of Microtune, Inc. regarding presentation to employees and E-mail from James A. Fontaine, dated January 4, 2007 filed on January 5, 2007 and incorporated by reference.
(a)(1)(k)	Amendment No. 1 to Offer to Amend Certain Options.
(a)(1)(l)	E-mail Notification Regarding Amendment No. 1 to Offer to Amend Certain Options.
(a)(1)(m)	Form of E-mail Notification Regarding Acceptance of Eligible Options.
(b)	Not Applicable.
(d)(1)	Amended and Restated 1996 Stock Option Plan (incorporated by reference to the Company's Registration Statement on Form S-1, filed on May 5, 2000).
(d)(2)	Amended and Restated Microtune, Inc. 2000 Stock Plan (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A, filed on March 30, 2006).
(d)(3)	Form of Stock Option Agreement under 1996 Stock Plan (included in Exhibit (d)(1) above).
(d)(4)	Form of Stock Option Agreement under 2000 Stock Plan (incorporated by reference to the Company's Registration Statement on Form S-1, filed on May 5, 2000).
(g)	Not Applicable.
(h)	Not Applicable.

\* Previously filed with the Schedule TO filed with the SEC on November 2, 2007.