

NEXT LEVEL COMMUNICATIONS INC
Form SC TO-T/A
April 14, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
Amendment No. 16**

NEXT LEVEL COMMUNICATIONS, INC.

(Name of Subject Company (issuer))

MOTOROLA, INC.

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$0.01 per Share

(Title of Class of Securities)

65333U 10 4

(CUISIP Number of Class of Securities)

Michelle M. Warner

Motorola, Inc.

1303 East Algonquin Road, Schaumburg, IL 60196

(847) 576-5000

(Name, address, and telephone numbers of persons authorized
to receive notices and communications on behalf of filing persons))

Calculation of Filing Fee

Transaction valuation (1)	Amount of filing fee (2)
\$33,379,683	\$3,039

- (1) The transaction valuation is estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d). The calculation assumes the purchase of all outstanding common shares of Next Level Communications, Inc. ("Next Level"), par value .01 (the "Shares"), not beneficially owned by Motorola, Inc. or its subsidiaries ("Motorola"), at a purchase price of \$1.18 Share, net to the seller in cash. As of April 10, 2003, based on information provided by Next Level, there were 28,287,867 Shares on a fully diluted basis (treating as outstanding, options or share purchase rights subject to issuance at approximately \$1.18 or less) not beneficially owned by Motorola or its subsidiaries.

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(2)

The amount of the filing fee is calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, Fee Rate Advisory No. 8 issued by the Securities and Exchange Commission on January 10, 2003 (such fee is equals .0092 percent of the value of the transaction) and Fee Rate Advisory No. 11 issued by the Securities and Exchange Commission on February 21, 2003 (such fee is equals .00809 percent of the value of the transaction).

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:	\$2,800
Form or Registration No.:	Not applicable
Filing Party:	Motorola, Inc.
Date Filed:	January 27, 2003
Amount Previously Paid:	\$227
Form or Registration No.:	Not applicable
Filing Party:	Motorola, Inc.
Date Filed:	March 26, 2003

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:

CUSIP No. 65333U 10 4

1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Motorola, Inc.

2. Check the Appropriate Box if a Member of a Group. (See Instructions) (a)
 (b)

3. SEC Use Only.

4. Source of Funds (See Instructions).
WC

5. Check Box If Disclosure Of Legal Proceedings Is Required Pursuant to Items 2(d) Or 2(e).

6. Citizenship or Place of Organization.
Delaware

NUMBER OF
SHARES

7. Sole Voting Power
209,315,226 (Includes 40,186,630 shares of common stock which are subject to warrants currently exercisable within 60 days, 13,824,884 shares of common stock subject to Series A Convertible Preferred Stock, 51,387,000 shares of common stock subject to Series A-1 Convertible Preferred Stock, 26,506,000 shares of common stock subject to Series A-2 Convertible Preferred Stock, and 706,145 shares of common stock delivered under Motorola's tender offer subject to guaranteed

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	delivery.)
	8. Shared Voting Power. 0
	9. Sole Dispositive Power. 209,315,226 (Includes 40,186,630 shares of common stock which are subject to warrants currently exercisable within 60 days, 13,824,884 shares of common stock subject to Series A Convertible Preferred Stock, 51,387,000 shares of common stock subject to Series A-1 Convertible Preferred Stock, 26,506,000 shares of common stock subject to Series A-2 Convertible Preferred Stock and 706,145 shares of common stock delivered under Motorola's tender offer subject to guaranteed delivery.)
	10. Shared Dispositive Power. 0
11.	Aggregate Amount Beneficially Owned By Each Reporting Person. 209,315,226 (Includes 40,186,630 shares of common stock which are subject to warrants currently exercisable within 60 days, 13,824,884 shares of common stock subject to Series A Convertible Preferred Stock, 51,387,000 shares of common stock subject to Series A-1 Convertible Preferred Stock, 26,506,000 shares of common stock subject to Series A-2 Convertible Preferred Stock and 706,145 shares of common stock delivered under Motorola's tender offer subject to guaranteed delivery.)
12.	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions)
13.	Percent Of Class Represented By Amount In Row (11) 95.48%
14.	Type Of Reporting Person (See Instructions) CO

Amendment No. 16 amends and supplements the Tender Offer Statement, Rule 13e-3 Transaction Statement and Schedule 13D/A filed under cover of Schedule TO initially filed with the Securities and Exchange Commission ("SEC") on January 27, 2003, and as amended and supplemented by Amendment No. 1 filed with the SEC on February 4, 2003, Amendment No. 2 filed with the SEC on February 21, 2003, Amendment No. 3 filed with the SEC on February 26, 2003, Amendment No. 4 filed with the SEC on February 28, 2003, Amendment No. 5 filed with the SEC on March 3, 2003, Amendment No. 6 filed with the SEC on March 4, 2003, Amendment No. 7 filed with the SEC on March 5, 2003, Amendment No. 8 filed with the SEC on March 10, 2003, Amendment No. 9 filed with the SEC on March 17, 2003, Amendment No. 10 filed with the SEC on March 17, 2003, Amendment No. 11 filed with the SEC on March 20, 2003, Amendment No. 12 filed with the SEC on March 24, 2003, Amendment No. 13 filed with the SEC on March 26, 2003, Amendment No. 14 filed with the SEC on April 1, 2003 and Amendment No. 15 filed with the SEC on April 9, 2003 (as so amended, the "Schedule TO") by Motorola, Inc., a Delaware corporation ("Motorola"), to purchase all outstanding shares of Common Stock, par value \$0.01 per share (the "Shares"), of Next Level Communications, Inc., a Delaware corporation ("Next Level"), not owned by Motorola or its subsidiaries, at an increased purchase price of \$1.18 per Share net to the seller in cash ("Offer Price"). The original offer is set forth in the in the Offer to Purchase dated January 27, 2003 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase, constitute the "Amended Offer"), copies of which were attached as Exhibits (a)(1)(i) and (a)(1)(ii), respectively to the Schedule TO. Capitalized terms used herein and not otherwise defined have the respecting meanings ascribed to them in the Offer to Purchase.

Item 1-3.

N/A

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Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented by reference to the Press Release attached hereto as Exhibit (a)(1)(xxxiv).

Item 5-11.

N/A

Item 12. Exhibits.

(a)(1)(xxxiv) Text of Press Release issued by Motorola, dated April 14, 2003.

(a)(1)(xxxv) Questions and Answers for Motorola, Inc. Tender Offer for Next Level Communications Common Stock, issued by Motorola on April 14, 2003.

Item 13. Information Required by Schedule 13E-3

Item 11. Interest in Securities of the Subject Company

Item 11 of the Schedule TO is hereby amended and supplemented by reference to the Press Release attached hereto as Exhibit (a)(1)(xxxiv). Motorola will promptly elect to convert the 26,506 shares of Series A-2 Convertible Preferred Stock in Next Level that it owns into approximately 26,506,000 Shares.

SIGNATURE

After due 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.

MOTOROLA, INC.

By: /s/ DONALD F. MCLELLAN

Name: Donald F. McLellan
Title: Corporate Vice President & Director, Corporate Development

Date: April 14, 2003

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SIGNATURE