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PHOENIX TECHNOLOGIES LTD Form SC 13D/A November 12, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 3)1

Phoenix Technologies Ltd.

(Name of Issuer)

Common Stock, \$.001 Par Value (Title of Class of Securities)

719153108 (CUSIP Number)

STEVEN WOLOSKY, ESQ. OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 10, 2009 (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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures provided in a prior cover page.

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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 ("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).

1	NAME OF REPORTING PERS	ON			
2 3	RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTDCHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) xGROUP(b) oSEC USE ONLY(b) o				
4	SOURCE OF FUNDS				
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES	Cayman Islands 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	2,342,344 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	2,342,344 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12	2,342,344 CHECK BOX IF THE AGGRE EXCLUDES CERTAIN SHAR	GATE AMOUNT IN ROW (11) GES)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	6.7% TYPE OF REPORTING PERSON				
	СО				
2					

1	NAME OF REPORTING PERS	ON			
2 3	RAMIUS ENTERPRISE MASTER FUND LTDCHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) xGROUP(b) oSEC USE ONLY(b) o				
4	SOURCE OF FUNDS				
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF	ORGANIZATION			
NUMBER OF SHARES	Cayman Islands 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	646,366 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	646,366 SHARED DISPOSITIVE POWE	R		
11	AGGREGATE AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON		
12	646,366 CHECK BOX IF THE AGGREG EXCLUDES CERTAIN SHARE	GATE AMOUNT IN ROW (11) GES)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	1.8% TYPE OF REPORTING PERSON				
	00				
3					

1	NAME OF REPORTING P	PERSON			
2 3	RCG PB, LTD CHECK THE APPROPRIA GROUP SEC USE ONLY	ATE BOX IF A MEMBER OF A	(a) x (b) o		
4	SOURCE OF FUNDS				
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE	COF ORGANIZATION			
NUMBER OF	Cayman Islands 7	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH	8	1,830,959 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	1,830,959 SHARED DISPOSITIVE POWE	ER		
11	AGGREGATE AMOUNT	- 0 - BENEFICIALLY OWNED BY EACH	I REPORTING PERSON		
12	1,830,959 CHECK BOX IF THE AGO EXCLUDES CERTAIN SH	GREGATE AMOUNT IN ROW (11) HARES	0		
13	PERCENT OF CLASS REI	PRESENTED BY AMOUNT IN ROW	V (11)		
14	5.2% TYPE OF REPORTING PE	ERSON			
	00				

1	NAME OF RE	PORTING PERS	ON		
2 3	RAMIUS ADV CHECK THE A GROUP SEC USE ONI	APPROPRIATE I	BOX IF A MEMBER OF A	(a) x (b) o	
4	SOURCE OF I	FUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION		
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	7	8	2,477,325 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
		10	2,477,325 SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		IF THE AGGREO CERTAIN SHARE	GATE AMOUNT IN ROW (11) ES	0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	7.1% TYPE OF REF	PORTING PERSC	DN		
	00				

1	NAME OF RE	PORTING PERS	ON		
2 3			S, LLC BOX IF A MEMBER OF A	(a) x (b) o	
4	SOURCE OF	FUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION		
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	7	8	2,342,344 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
		10	2,342,344 SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		IF THE AGGREG CERTAIN SHARE	GATE AMOUNT IN ROW (11)	0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	6.7% TYPE OF REF	PORTING PERSC	DN		
	00				

1	NAME OF REP	ORTING PERSO	ON		
2 3	RAMIUS LLC CHECK THE A GROUP SEC USE ONL		BOX IF A MEMBER OF A	(a) x (b) o	
4	SOURCE OF F	UNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF (ORGANIZATION		
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		8	4,819,669 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
	1	10	4,819,669 SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	AMOUNT BENI	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		F THE AGGREC ERTAIN SHARE	GATE AMOUNT IN ROW (11) G	D	
13	PERCENT OF	CLASS REPRES	ENTED BY AMOUNT IN ROW	(11)	
14	13.8% TYPE OF REPO	ORTING PERSO	N		
	00				

1	NAME OF REPORTING	PERSON			
2 3	COWEN GROUP, INC. CHECK THE APPROPRI GROUP SEC USE ONLY	IATE BOX IF A MEMBER OF A	(a) x (b) o		
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLAC	E OF ORGANIZATION			
NUMBER OF SHARES	Delaware 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	4,819,669 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	4,819,669 SHARED DISPOSITIVE POWI	ER		
11	AGGREGATE AMOUNT	- 0 - F BENEFICIALLY OWNED BY EACH	H REPORTING PERSON		
12	4,819,669 CHECK BOX IF THE AC EXCLUDES CERTAIN S	GGREGATE AMOUNT IN ROW (11) SHARES	0		
13	PERCENT OF CLASS R	EPRESENTED BY AMOUNT IN ROW	V (11)		
14	13.8% TYPE OF REPORTING I	PERSON			
	СО				

1	NAME OF REPO	ORTING PERSO	ON		
2 3	RCG HOLDINGS CHECK THE AP GROUP SEC USE ONLY	PROPRIATE E	BOX IF A MEMBER OF A	(a) x (b) o	
4	SOURCE OF FU	NDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP O	R PLACE OF (ORGANIZATION		
NUMBER OF SHARES	Delaware 7		SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	8		4,819,669 SHARED VOTING POWER		
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER		
	10		4,819,669 SHARED DISPOSITIVE POWE	R	
11	AGGREGATE A		- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	4,819,669 CHECK BOX IF EXCLUDES CEF		GATE AMOUNT IN ROW (11) G)	
13	PERCENT OF CI	LASS REPRES	ENTED BY AMOUNT IN ROW	(11)	
14	13.8% TYPE OF REPOR	RTING PERSO	Ν		
	00				

1	NAME OF REPORTING PERS	SON			
2 3	C4S & CO., L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x GROUP (b) o SEC USE ONLY				
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF	ORGANIZATION			
NUMBER OF SHARES	Delaware 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	4,819,669 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	4,819,669 Shared Dispositive Powe	R		
11	AGGREGATE AMOUNT BEN	- 0 - IEFICIALLY OWNED BY EACH	REPORTING PERSON		
12	4,819,669 CHECK BOX IF THE AGGRE EXCLUDES CERTAIN SHAR	GATE AMOUNT IN ROW (11) GES)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	13.8% TYPE OF REPORTING PERSON				
	00				
10					

1	NAME OF REI	PORTING PERS	ON		
2 3	PETER A. CON CHECK THE A GROUP SEC USE ONL	APPROPRIATE I	BOX IF A MEMBER OF A	(a) x (b) o	
4	SOURCE OF F	UNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION		
NUMBER OF SHARES	USA	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	-	8	- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH		9	4,819,669 SOLE DISPOSITIVE POWER		
		10	- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	AMOUNT BEN	4,819,669 EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		F THE AGGREC ERTAIN SHARE	GATE AMOUNT IN ROW (11)	0	
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)	
14	13.8% TYPE OF REP	ORTING PERSO	DN		
	IN				

1	NAME OF RE	PORTING PERS	ON			
2 3	MORGAN B. S CHECK THE A GROUP SEC USE ONL	APPROPRIATE I	BOX IF A MEMBER OF A	(a) x (b) o		
4	SOURCE OF F	FUNDS				
5		OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION			
NUMBER OF SHARES	USA	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	7	8	- 0 - SHARED VOTING POWER			
REPORTING PERSON WITH		9	4,819,669 SOLE DISPOSITIVE POWER			
		10	- 0 - SHARED DISPOSITIVE POWE	R		
11	AGGREGATE	AMOUNT BEN	4,819,669 EFICIALLY OWNED BY EACH	REPORTING PERSON		
12		IF THE AGGREO ERTAIN SHARE	GATE AMOUNT IN ROW (11) ES	0		
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)		
14	13.8% TYPE OF REP	ORTING PERSC	DN			
	IN					

1	NAME OF RE	PORTING PERS	ON			
2 3	JEFFREY M. S CHECK THE J GROUP SEC USE ONI	APPROPRIATE	BOX IF A MEMBER OF A	(a) x (b) o		
4	SOURCE OF I	FUNDS				
5		OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION			
NUMBER OF SHARES	USA	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	<i>[</i>	8	- 0 - SHARED VOTING POWER			
REPORTING PERSON WITH	[9	4,819,669 SOLE DISPOSITIVE POWER			
		10	- 0 - SHARED DISPOSITIVE POWE	R		
11	AGGREGATE	E AMOUNT BEN	4,819,669 EFICIALLY OWNED BY EACH	REPORTING PERSON		
12		IF THE AGGRE	GATE AMOUNT IN ROW (11)	0		
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)		
14	13.8% TYPE OF REF	PORTING PERSC	DN			
	IN					

1	NAME OF REPORTING PERSON	
2	THOMAS W. STRAUSS CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC USE ONLY	
4	SOURCE OF FUNDS	

00

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS " REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH