

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G/A

CONEXANT SYSTEMS INC  
Form SC 13G/A  
February 13, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),  
(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)\*

Conexant Systems, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

207142100

-----  
(CUSIP Number)

December 31, 2007

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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 in 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 207142100  
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1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Tudor Investment Corporation

22-2514825  
-----

-----

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

(a)

(b)  X  
-----

-----

3) SEC Use Only  
-----

-----

4) Citizenship or Place of Organization Delaware  
-----

(5) Sole Voting Power 0  
-----

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With

(6) Shared Voting Power 38,669,602  
-----

(7) Sole Dispositive Power 0  
-----

(8) Shared Dispositive Power 38,669,602  
-----

-----

9) Aggregate Amount Beneficially Owned  
by Each Reporting Person

38,669,602  
-----

-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----

-----

11) Percent of Class Represented by Amount in Row 9

7.9%  
-----

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12) Type of Reporting Person (See Instructions) CO  
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CUSIP No. 207142100  
-----  
-----

1) Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Paul Tudor Jones, II  
-----  
-----

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

3) SEC Use Only  
-----  
-----

4) Citizenship or Place of Organization USA  
-----  
-----

	(5) Sole Voting Power	0
Number of Shares	-----	-----
Beneficially	(6) Shared Voting Power	38,669,602
Owned by Each	-----	-----
Reporting Person	(7) Sole Dispositive Power	0
With	-----	-----
	(8) Shared Dispositive Power	38,669,602
	-----	-----

9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 38,669,602  
-----  
-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----  
-----

11) Percent of Class Represented by Amount in Row 9 7.9%  
-----  
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12) Type of Reporting Person (See Instructions) IN

Page 3

CUSIP No. 207142100

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

James J. Pallotta

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

(b)  X

3) SEC Use Only

4) Citizenship or Place of Organization USA

(5) Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

(6) Shared Voting Power 38,669,602

(7) Sole Dispositive Power 0

(8) Shared Dispositive Power 38,669,602

9) Aggregate Amount Beneficially Owned by Each Reporting Person 38,669,602

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Row 9 7.9%

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12) Type of Reporting Person (See Instructions) IN

Page 4

CUSIP No. 207142100

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Tudor Proprietary Trading, L.L.C.

13-3720063

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

(b) X

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

	(5) Sole Voting Power	0
Number of Shares Beneficially Owned by Each Reporting Person With	(6) Shared Voting Power	0
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	0
9) Aggregate Amount Beneficially Owned by Each Reporting Person		0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11) Percent of Class Represented by Amount in Row 9 0.0%  
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12) Type of Reporting Person (See Instructions) OO  
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CUSIP No. 207142100  
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1) Names of Reporting Person  
  
S.S. or I.R.S. Identification No. of Above Person  
  
The Tudor BVI Global Portfolio L.P. (f/k/a The Tudor BVI Global  
Portfolio Ltd.)  
-----

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

3) SEC Use Only  
-----

4) Citizenship or Place of Organization Cayman Islands  
-----

	(5)	Sole Voting Power	0
Number of Shares			
Beneficially	(6)	Shared Voting Power	8,962,515
Owned by Each			
Reporting Person			
With	(7)	Sole Dispositive Power	0
	(8)	Shared Dispositive Power	8,962,515

9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 8,962,515  
-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

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11) Percent of Class Represented by Amount in Row 9 1.8%

12) Type of Reporting Person (See Instructions) PN

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CUSIP No. 207142100

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

The Raptor Global Portfolio Ltd.

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

(a)

(b)  X

3) SEC Use Only

4) Citizenship or Place of Organization Cayman Islands

(5) Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

(6) Shared Voting Power 29,470,664

(7) Sole Dispositive Power 0

(8) Shared Dispositive Power 29,470,664

9) Aggregate Amount Beneficially Owned by Each Reporting Person 29,470,664

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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11) Percent of Class Represented by Amount in Row 9 6.0%

12) Type of Reporting Person (See Instructions) CO

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CUSIP No. 207142100

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

The Altar Rock Fund L.P.

06-1558414

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

(b)  X

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

(5) Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

(6) Shared Voting Power 236,423

(7) Sole Dispositive Power 0

(8) Shared Dispositive Power 236,423

9) Aggregate Amount Beneficially Owned by Each Reporting Person 236,423



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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11) Percent of Class Represented by Amount in Row 9 0.05%

12) Type of Reporting Person (See Instructions) PN

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CUSIP No. 207142100

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Witches Rock Portfolio Ltd.

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

(b)  X

3) SEC Use Only

4) Citizenship or Place of Organization Cayman Islands

(5) Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

(6) Shared Voting Power 0

(7) Sole Dispositive Power 0

(8) Shared Dispositive Power 0

9) Aggregate Amount Beneficially Owned

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by Each Reporting Person

0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11) Percent of Class Represented by Amount in Row 9 0.0%

12) Type of Reporting Person (See Instructions) CO

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Item 1(a). Name of Issuer:

Conexant Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

4000 MacArthur Boulevard  
Newport Beach, CA 92660-3095

Item 2(a). Name of Person Filing:

Tudor Investment Corporation ("TIC")  
Paul Tudor Jones, II  
James J. Pallotta  
Tudor Proprietary Trading, L.L.C. ("TPT")  
The Tudor BVI Global Portfolio L.P. (f/k/a The Tudor BVI Global  
Portfolio Ltd.) ("BVI Portfolio")  
The Raptor Global Portfolio Ltd. ("Raptor Portfolio")  
The Altar Rock Fund L.P. ("Altar Rock")  
Witches Rock Portfolio Ltd. ("Witches Rock")

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business office of each of TIC and TPT is:

1275 King Street  
Greenwich, CT 06831

The principal business office of Mr. Jones and Altar Rock is:

c/o Tudor Investment Corporation  
1275 King Street  
Greenwich, CT 06831

The principal business office of Mr. Pallotta is:

c/o Tudor Investment Corporation  
50 Rowes Wharf, 6th Floor  
Boston, MA 02110

The principal business office of each of BVI Portfolio, Raptor

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Portfolio, and Witches Rock is:

c/o CITCO  
Kaya Flamboyen 9  
P.O. Box 4774  
Curacao, Netherlands Antilles

Item 2(c). Citizenship:

TIC is a Delaware corporation.  
Messrs. Jones and Pallotta are citizens of the United States.  
TPT is a Delaware limited liability company.  
BVI Portfolio is a limited partnership, and Raptor Portfolio and  
Witches Rock are companies, each organized under the laws of the  
Cayman Islands.  
Altar Rock is a Delaware limited partnership.

Item 2(d). Title of Class of Securities:

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Common Stock, par value \$0.01

Item 2(e). CUSIP Number:

207142100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b),  
check whether the person filing is a:

- (a)  Broker or Dealer registered under section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the Act
- (d)  Investment Company registered under section 8 of the Investment  
Company Act
- (e)  Investment Adviser registered under section 203 of the  
Investment Advisers Act of 1940
- (f)  Employment Benefit Plan, Pension Fund which is subject to the  
provisions of the Employee Retirement Income Security Act of  
1974 or Endowment Fund; see section 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with section 240.13d-1(b)  
(1)(ii)(G) (Note: See Item 7)
- (h)  Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership (As of December 31, 2007).

(a) Amount Beneficially Owned: See Item 9 of cover pages

(b) Percent of Class: See Item 11 of cover pages

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote See Item 5  
-----  
of cover pages  
-----

(ii) shared power to vote or to direct the vote See Item 6  
-----  
of cover pages

(iii) sole power to dispose or to direct the disposition of  
See Item 7 of cover pages  
-----

(iv) shared power to dispose or to direct the disposition of  
See Item 8 of cover pages  
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In connection with a restructuring of its investment operations, on July 2, 2007, TPT contributed the majority of its investment positions, including Common Stock, to BVI Portfolio in exchange for an equivalent interest in BVI Portfolio (such interest to be held by a wholly-owned subsidiary of TPT). The number of shares of Common Stock previously owned directly by TPT is equal to the number of shares of Common Stock in which TPT has an indirect beneficial ownership interest following such restructuring.

Witches Rock ceased its investment activities in June 2007, and accordingly, transferred its remaining positions to Raptor Portfolio, Altar Rock, and BVI Portfolio.

The shares of Common Stock reported herein as beneficially owned are owned directly by BVI Portfolio (8,962,515 shares, including shares contributed to BVI Portfolio by (i) TPT in accordance with the restructuring referred to above and (ii) Witches Rock in accordance with the ceasing of its investment activities as referred to above), Raptor Portfolio (29,470,664 shares, including shares contributed to Raptor Portfolio by Witches Rock in accordance with the ceasing of its investment activities as referred to above), and Altar Rock (236,423 shares, including shares contributed to Altar Rock by Witches Rock in accordance with the ceasing of its investment activities as referred to above). Because TIC provides investment advisory services to BVI Portfolio, Raptor Portfolio, and Witches Rock, and is the general partner of Altar Rock, TIC may be deemed to beneficially own the shares of Common Stock owned by each of such Reporting Persons. TIC expressly disclaims such beneficial ownership. Because Mr. Jones is the controlling shareholder of TIC and the indirect controlling equity holder of TPT, Mr. Jones may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC and TPT. Mr. Jones expressly disclaims such beneficial ownership. Because Mr. Pallotta is the portfolio manager of TIC and TPT responsible for investment decisions with respect to the shares of Common Stock reported herein, Mr.

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Pallotta may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC and TPT. Mr. Pallotta expressly disclaims such beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

See cover pages

Item 9. Notice of Dissolution of Group.

Not applicable

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: February 13, 2008

TUDOR INVESTMENT CORPORATION

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate  
General Counsel

/s/ Paul Tudor Jones, II

-----  
Paul Tudor Jones, II

/s/ James J. Pallotta

-----  
James J. Pallotta

TUDOR PROPRIETARY TRADING, L.L.C.

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By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate  
General Counsel

THE TUDOR BVI GLOBAL PORTFOLIO L.P.

By: Tudor BVI GP Ltd.  
Its: General Partner

By: Tudor Investment Corporation,  
Trading Advisor

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate  
General Counsel

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THE RAPTOR GLOBAL PORTFOLIO LTD.

By: Tudor Investment Corporation,  
Investment Adviser

By: /s/ Stephen N. Waldman

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Stephen N. Waldman  
Managing Director and Associate  
General Counsel

THE ALTAR ROCK FUND L.P.

By: Tudor Investment Corporation,  
General Partner

By: /s/ Stephen N. Waldman

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Stephen N. Waldman  
Managing Director and Associate  
General Counsel

WITCHES ROCK PORTFOLIO LTD.

By: Tudor Investment Corporation,  
Investment Adviser

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman

Managing Director and Associate  
General Counsel