INSILICON CORP
Form SC TO-C
July 24, 2002

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

INSILICON CORPORATION

(Name of Subject Company (Issuer))

FERRITE ACQUISITION CORP.
SYNOPSYS, INC.

(Names of Filing Persons (Offeror))

Common Stock
(Title of Class of Securities)

45769H108
(CUSIP Number of Class of Securities)

Aart J. De Geus
Chief Executive Officer
Synopsys, Inc.
700 East Middlefield Road
Mountain View, CA 94043
(650) 584-5000

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

Copy to:

Aaron J. Alter, Esq.
Steve Camahort, Esq.
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
Not Applicable	Not Applicable

¨ 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:_____ Filing Party: _____
Registration No.: _____ Date Filed: _____

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

x 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: ¨

This Tender Offer Statement on Schedule TO relates to a planned tender offer by Ferrite Acquisition Corp., a Delaware corporation (Merger Sub) and a wholly-owned subsidiary of Synopsys, Inc., a Delaware corporation (Synopsys), for all of the outstanding shares of common stock of inSilicon Corporation, a Delaware corporation (inSilicon), to be commenced pursuant to an Agreement and Plan of Merger, dated as of July 23, 2002, by and among Synopsys, Merger Sub and inSilicon (the Merger Agreement).

The description contained herein is neither an offer to purchase nor a solicitation of an offer to sell shares of inSilicon. At the time the tender offer is commenced, Merger Sub and Synopsys intend to file a Tender Offer Statement on Schedule TO containing an offer to purchase, forms of letters of transmittal and other documents relating to the tender offer, and inSilicon intends to file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. Merger Sub, Synopsys and inSilicon intend to mail these documents to the stockholders of inSilicon. These documents will contain important information about the tender offer and stockholders of inSilicon are urged to read them carefully when they become available. Stockholders of inSilicon will be able to obtain a free copy of these documents (when they become available) at the website maintained by the Securities and Exchange Commission at www.sec.gov. In addition, stockholders will be able to obtain a free copy of these documents (when they become available) from Synopsys by contacting Synopsys at 700 East Middlefield Road, Mountain View, California 94043, attention: Investor Relations, or from inSilicon by contacting inSilicon at 411 East Plumeria Drive, San Jose, California 95134, attention: Investor Relations. The Merger Agreement has been filed with the Securities and Exchange Commission as an exhibit to the Current Report on Form 8-K filed by inSilicon on July 24, 2002, and is incorporated by reference herein.

This Tender Offer Statement on Schedule TO is being filed solely for the purpose of referencing the Merger Agreement and incorporating it by reference herein.