

MINDSPEED TECHNOLOGIES, INC
Form SC 14D9/A
December 18, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9

(RULE 14d-101)

(Amendment No. 7)

SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

MINDSPEED TECHNOLOGIES, INC.

(Name of Subject Company)

MINDSPEED TECHNOLOGIES, INC.

(Name of Persons Filing Statement)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

602682205

(CUSIP Number of Class of Securities)

Raouf Y. Halim

Chief Executive Officer

Mindspeed Technologies, Inc.

4000 MacArthur Boulevard, East Tower

Newport Beach, California 92660-3095

(949) 579-3000

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

Copies to

Robert Kornegay

Robert Ishii

Wilson Sonsini Goodrich & Rosati

Professional Corporation

12235 El Camino Real, Suite 200

San Diego, California 92130-3002

(858) 350-2300

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

This Amendment No. 7 to Schedule 14D-9 (this *Amendment*) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission (the *SEC*) on November 19, 2013 (as amended or supplemented from time to time, the *Statement*) by Mindspeed Technologies, Inc., a Delaware corporation (*Mindspeed* or the *Company*). The Statement relates to the tender offer by Micro Merger Sub, Inc., a Delaware corporation (*Purchaser*) and a wholly owned subsidiary of M/A-COM Technology Solutions Holdings, Inc., a Delaware corporation (*Parent* or *MACOM* and together with Purchaser, the *Offerors*), disclosed in the Tender Offer Statement on Schedule TO (together with the exhibits thereto, as amended or supplemented from time to time, the *Schedule TO*), filed by Purchaser and Parent with the SEC on November 19, 2013, pursuant to which Purchaser has offered to purchase all of the issued and outstanding shares of Mindspeed common stock, \$0.01 par value per share (the *Shares* or the *Common Stock*), at a purchase price of \$5.05 per Share, net to the holder thereof in cash (the *Offer Price*), without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 19, 2013 (the *Offer to Purchase*), and in the related Letter of Transmittal (the *Letter of Transmittal* which, together with the Offer to Purchase, as each may be amended or supplemented from time to time in accordance with the Merger Agreement, constitute the *Offer*). A copy of the Offer to Purchase and Letter of Transmittal are filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Statement, respectively.

Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in the Statement. The information in the Statement is incorporated into this Amendment by reference to all applicable items in the Statement, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 8. Additional Information.

Item 8, *Additional Information*, is hereby amended and supplemented by including the following new subsection at the end thereof:

Final Results of the Offer and Completion of the Merger.

The Offer and withdrawal rights expired as scheduled at 12:00 midnight, New York City time, at the end of the day on December 17, 2013. Computershare Trust Company, N.A., the depository, has advised that, as of that time 30,773,328 Shares had been validly tendered and not properly withdrawn in the Offer, representing approximately 70.1% of the Shares outstanding at such time. All Shares that were validly tendered into the Offer and not properly withdrawn have been accepted for payment by Purchaser.

Following the consummation of the Offer, the Merger was consummated pursuant to the terms of the Merger Agreement and in accordance with Section 251(h) of the DGCL. At the Effective Time, each Share not acquired in the Offer (other than (i) Shares then held by Parent, Purchaser or Mindspeed, or by any subsidiary of Parent, Purchaser or Mindspeed, (ii) Shares held by stockholders of Mindspeed, if any, who properly demanded appraisal rights in connection with the Merger as described in *Notice of Appraisal Rights* and (iii) Shares of unvested restricted stock assumed by Purchaser in connection with the Merger) was converted into the right to receive an amount in cash equal to the Offer Price, without interest, less any applicable withholding taxes.

Following the consummation of the Merger, the Company will cause the Company Common Stock to no longer be listed on the NASDAQ Global Market, and to be deregistered under the Exchange Act.

On December 18, 2013, Parent issued a press release announcing the expiration and results of the Offer and the expected consummation of the Merger. A copy of the press release is filed as Exhibit (a)(5)(P) hereto and is incorporated herein by reference.

Item 9. Exhibits.

Item 9, *Exhibits*, of the Statement is hereby amended and supplemented by adding the following exhibit:

| Exhibit No. | Exhibit | Incorporated by Reference | | | Filed Herewith | Furnished Herewith |
|--------------------|---|----------------------------------|----------------------|--------------------------------|---------------------------|-------------------------------|
| | | Form | File Date | Exhibit or File No. | | |
| (a)(5)(P) | Press release issued by Parent, dated December 18, 2013. | Schedule TO-T/A | 12/18/13 | (a)(5)(F) | | |

SIGNATURES

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.

MINDSPEED TECHNOLOGIES, INC.

By: /s/ Stephen N. Ananias
Name: Stephen N. Ananias
Title: *Senior Vice President and Chief*

Financial Officer

Dated: December 18, 2013