

Edgar Filing: NEXT LEVEL COMMUNICATIONS INC - Form SC TO-C

NEXT LEVEL COMMUNICATIONS INC
Form SC TO-C
January 13, 2003

As filed with the Securities and Exchange Commission on January 13, 2003

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14 (d) (1) OR SECTION 13 (e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

NEXT LEVEL COMMUNICATIONS, INC.
(Name Of Subject Company (Issuer))

NEXT LEVEL COMMUNICATIONS, INC.
(Names Of Filing Persons (Issuer))

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title Of Class Of Securities)

65333U 10 4
(Cusip Number Of Class Of Securities)

KEITH A. ZAR
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
NEXT LEVEL COMMUNICATIONS, INC.
6085 STATE FARM DRIVE
ROHNERT PARK, CALIFORNIA 94928
(787) 584-6820

(Name, Address And Telephone Number Of Person Authorized To
Receive Notice And Communications On Behalf Of Filing Persons)

COPIES TO:

JOHN J. HUBER, ESQ.
LATHAM & WATKINS
555 11TH STREET, N.W., SUITE 1000
WASHINGTON, D.C. 20004
(202) 637-2200

CHRISTOPHER L. KAUFMAN, ESQ.
LATHAM & WATKINS
135 COMMONWEALTH DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 328-4600

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
Not Applicable	Not Applicable

*Set forth the amount on which the filing fee is calculated and state how it was determined

[] Check the box if any part of the fee is offset as provided by Rule

Edgar Filing: NEXT LEVEL COMMUNICATIONS INC - Form SC TO-C

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: _____
Form or Registration No.: _____ Date Filed: _____

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 to Rule 13a-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:

=====