

CONEXANT SYSTEMS INC  
Form 8-K  
March 02, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported) March 1, 2011  
CONEXANT SYSTEMS, INC.  
(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
(State of Incorporation)

**000-24923**  
(Commission  
File Number)

**25-1799439**  
(IRS Employer  
identification No.)

**4000 MacArthur Boulevard, Newport Beach,  
California**  
(Address of Principal Executive Offices)

**92660-3095**  
(Zip Code)

**(949) 483-4600**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**ITEM 1.02. Termination of a Material Definitive Agreement.**

On February 28, 2011, Conexant Systems, Inc. (the Company ) deposited with The Bank of New York Mellon Trust Company, N.A. (as successor to J.P. Morgan Trust Company, National Association), as trustee under the indenture governing the Company s outstanding 4.0% Convertible Subordinated Notes due 2026 (the Convertible Notes ), sufficient cash to fund the redemption of all \$11,218,000 of the outstanding Convertible Notes and to satisfy and discharge such indenture. On March 1, 2011, all of the Convertible Notes were redeemed for cash at 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the redemption date.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CONEXANT SYSTEMS, INC.  
(Registrant)

Date: March 2, 2011

By: /s/ MARK PETERSON

Name: Mark Peterson

Title: *Senior Vice President, Chief Legal  
Officer, and Secretary*