LSI LOGIC CORP
Form SC TO-I/A
September 27, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to

SCHEDULE TO

(Rule 13e-4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

LSI Logic Corporation

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value $0.01 Per Share
(Title of Class of Securities)

502161-10-2
(CUSIP Number of Class of Securities Underlying Common Stock)

David G. Pursel
Vice President, General Counsel and Corporate Secretary
LSI Logic Corporation
1551 McCarthy Boulevard
Milpitas, California 95035
(408) 433-8000
(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:
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CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
$37,717,485.00	$3,470.01

(1) Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 48,448,408 shares of common stock of LSI Logic Corporation having an aggregate value of $37,717,485.00 as of August 16, 2002 will be exchanged or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount

of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals $92 for each $1,000,000 of the value of the transaction.

(2) Previously paid.

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:	Not applicable.
Form or Registration No.: Not applicable.Filing party: Not applicable.Date filed: Not applicable.	

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 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 final amendment to the Tender Offer Statement on Schedule TO (the Statement) originally filed by LSI Logic Corporation, a Delaware corporation (LSI Logic or the Company), on August 20, 2002, and amended on August 23, 2002, reports the results of the Company s offer to exchange (the Exchange Offer) options to purchase an aggregate of 48,448,408 shares of the Company s common stock, whether vested or unvested, that had been granted under its 1991 Equity Incentive Plan and 1999 Nonstatutory Stock Option Plan (the Eligible Options) and that were held by eligible employees. These Eligible Options were exchangeable for new options that will be granted under the Company s 1999 Nonstatutory Stock Option Plan (the New Options), upon the terms and subject to the conditions set forth in (i) the Offer to Exchange, dated August 20, 2002, as amended and supplemented by the Supplement to Offering Circular, dated August 23, 2002, (ii) the related letter from Wilfred J. Corrigan dated August 20, 2002, (iii) the list of Frequently Asked Questions, as amended and supplemented by the supplement to the list of Frequently Asked Questions dated August 23, 2002, (iv) the Election Form, and (v) the Withdrawal Form. These documents, as they may be amended or supplemented from time to time, together constitute the Disclosure Documents . An eligible employee referred to every person who was hired on or before 5:00 p.m., Pacific Time, on August 15, 2002, and who received pay as a regular employee of LSI Logic or one of its subsidiaries in the United States, Germany, Hong Kong, Japan, The People s Republic of China or the United Kingdom and remains an employee through the date on which the New Options are granted, except members of the Company s Board of Directors and the Company s executive officers.

The information in the Disclosure Documents, including all schedules and annexes to the Disclosure Documents, is incorporated by reference in answer to the items required in this Schedule TO. Except as amended hereby, all of the terms of the Exchange Offer and all disclosure set forth in the statement remain unchanged.

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby further amended to add the following:

The offer expired at 5:00 p.m., Pacific Time, on September 18, 2002. Pursuant to the offer, the Company has accepted for cancellation options to purchase an aggregate of 3,655,575 shares of its common stock under the 1991 Equity Incentive Plan and options to purchase an aggregate of 12,899,795 shares of its common stock under the 1999 Nonstatutory Stock Option Plan. Subject to the terms and conditions of the Exchange Offer, the Company will grant New Options to purchase an aggregate of 11,038,093 shares of its common stock sometime on or after March 20, 2003.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

LSI Logic Corporation

/s/ Wilfred J. Corrigan

Wilfred J. Corrigan
Chairman and Chief Executive Officer

Date: September 27, 2002