

NEXT LEVEL COMMUNICATIONS INC
Form SC 14D9/A
February 04, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

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

(Amendment No. 1)

NEXT LEVEL COMMUNICATIONS, INC.

(Name of Subject Company)

NEXT LEVEL COMMUNICATIONS, INC.

(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 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

(707) 584-6820

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

with a copy to:

John J. Huber, Esq.

Latham & Watkins LLP

555 11th Street, N.W., Suite 1000

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(202) 637-2200

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135 Commonwealth Drive

Menlo Park, California 94025

(650) 328-4600

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

ITEM 9. EXHIBITS.

Item 9 of the Schedule 14d-9 is hereby amended and supplemented by adding the following thereto:

(e)(6)* Complaint filed in the Chancery Court, New Castle County, Delaware on February 4, 2003.

* Filed herewith.

SIGNATURE

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.

Dated: February 4, 2003

NEXT LEVEL COMMUNICATIONS, INC.

By: /s/ J. MICHAEL
NORRIS

Name: J. Michael
Norris

Title: Chairman of the
Board and

Chief Executive
Officer