

CONEXANT SYSTEMS INC  
Form 8-K  
June 30, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

June 27, 2008

**Conexant Systems, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

000-24923

25-1799439

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4000 MacArthur Boulevard, Newport Beach,  
California

92660

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

949-483-4600

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:

- 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))



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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At 6:00 p.m. Eastern Time, Conexant Systems, Inc. filed a Certificate of Amendment to its Amended and Retated Certificate of Incorporation with the Delaware Secretary of State (i) to effect a 1-for-10 reverse stock split and (ii) to decrease authorized common stock from 1,000,000,000 shares to 100,000,000 shares -- all within the parameters approved by its shareowners on February 20, 2008.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Conexant Systems, Inc.

99.1 Press Release of Conexant Systems, Inc. dated June 30, 2008.

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**SIGNATURES**

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.

*June 27, 2008*

*By: Mark D. Peterson*

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*Name: Mark D. Peterson*

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

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Certificate of Amendment of Amended and Restated Certificate of Incorporation of Conexant Systems, Inc. |
| 99.1               | Press Release of Conexant Systems, Inc., dated June 20, 2008  |