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INTEL CORP
Form SC 13D/A
August 06, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 1)*

Panja, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

698493103

(CUSIP Number)

F. Thomas Dunlap
Senior Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
Telephone: (408) 765-8080

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 1, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f) or 13d-1 (g), check the following box [].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1. NAME OF REPORTING PERSON: INTEL CORPORATION
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 94-1672743
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS** N/A
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE
7. SOLE VOTING POWER: 238,057
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. SHARED VOTING POWER: -0-
9. SOLE DISPOSITIVE POWER: 238,057
10. SHARED DISPOSITIVE POWER: -0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 238,057
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.1% consisting of an exercisable warrant to purchase 238,057 shares.
14. TYPE OF REPORTING PERSON: CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 1 amends the Schedule 13D dated December 15, 1999 and filed by the Reporting Person. This Amendment No. 1 reports, among other things, the sales of an aggregate of 423,212 shares of Common Stock of the Issuer by the Reporting Person from April 23, 2001 through August 1, 2001.

ITEM 1. Security and Issuer.

- (a) Name of Principal Executive Offices of Issuer:

Panja, Inc (the "Issuer")
3000 Research Drive
Richardson, TX 75082

- (b) Title of Class of Equity Securities:

Common Stock, \$0.01 par value ("Common Stock")

ITEM 2. Identity and Background.

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- (a) Name of Person Filing:
Intel Corporation (the "Reporting Person")
- (b) Address of Principal Business Office:
2200 Mission College Boulevard
Santa Clara, CA 95052-8119
- (c) Principal Business:
Manufacturer of microcomputer components, modules and systems.
- (d) Criminal Proceedings:
During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.
- (e) Civil Proceedings:
During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

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- (f) Place of Organization:
Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

ITEM 4. Purpose of the Transaction.

On December 15, 1999, the Reporting Person acquired 423,212 shares of Common Stock and a warrant (the "Warrant") to purchase 238,057 shares of Common Stock for \$5.0 million pursuant to a Securities Purchase and Investor Rights Agreement dated December 15, 1999 (the "Securities Purchase Agreement"). The Reporting Person also acquired an additional warrant (the "Additional Warrant") to purchase 79,352 shares of Common Stock which would only become exercisable upon satisfaction of certain milestones.

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From April 23, 2001 through August 1, 2001, the Reporting Person sold an aggregate of 423,212 shares of Common Stock.

On June 15, 2001, the Additional Warrant expired without becoming exercisable.

The Reporting Person continues to hold the Warrant as an investment. As part of the Securities Purchase Agreement, the Reporting Person has agreed not to acquire more than 19.99% of the Issuer's Common Stock, subject to certain exceptions. The Reporting Person will from time to time explore opportunities for liquidating all or a portion of the Warrant, through one or more sales pursuant to public or private offerings or otherwise depending upon the Reporting Person's evaluation of market conditions, market price, alternative investment opportunities, liquidity needs and other factors. The Reporting Person may determine to retain some portion of the Warrant as an investment.

In addition, the Reporting Person and the Issuer have entered into a cooperation agreement. Pursuant to that agreement, the Reporting Person and the Issuer will cooperate with each other to port certain products on Issuer architecture.

ITEM 5. Interest in Securities of the Issuer.

The information contained in Item 4 is incorporated herein by this reference.

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- (a) Number of Shares Beneficially Owned: 238,057 shares of Common Stock.

Percent of Class:

2.1% of the Issuer's outstanding Common Stock (based upon 10,994,108 shares of Common Stock outstanding as of July 11, 2001, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on July 30, 2001). In accordance with Rule 13d-3, the number of shares included in the above calculation includes the 238,057 shares issuable upon exercise of the Warrant because it is currently exercisable.

- (b) Sole Power to Vote, Direct the Vote of, Dispose of, or Direct the Disposition of Shares:

238,057 shares of Common Stock.

- (c) Recent Transactions:

On April 23, 2001, the Reporting Person sold 25,000 shares of Common Stock at a price per

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share of \$2.8879 in a brokerage transaction.

On April 26, 2001, the Reporting Person sold 65,000 shares of Common Stock at a price per share of \$2.6999 in a brokerage transaction.

On April 30, 2001, the Reporting Person sold 5,000 shares of Common Stock at a price per share of \$3.0899 in a brokerage transaction.

On June 15, 2001, the Additional Warrant expired without becoming exercisable.

On August 1, 2001, the Reporting Person sold 328,212 shares of Common Stock at a price per share of \$3.00 in a private placement.

(d) Rights with Respect to Dividends or Sales Proceeds:

N/A

(e) Date of Cessation of Five Percent Beneficial Ownership:

August 1, 2001

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ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Pursuant to a Securities Purchase Agreement dated August 1, 2001, the Reporting Person sold 328,212 shares of Common Stock (as more fully described in Item 5(c) above) in a private placement to Special Situations Fund.

ITEM 7. Material to be Filed as Exhibits.

Exhibit 1 Securities Purchase Agreement between the Issuer and the Reporting Person dated December 15, 1999.*

Exhibit 2 Equity Warrant dated December 15, 1999.*

Exhibit 3 Business Warrant dated December 15, 1999.*

Exhibit 4 Securities Purchase Agreement between the Reporting Person and Special Situations Fund dated August 1, 2001.

*Previously filed.

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SIGNATURE

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After reasonable 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 as of August 2, 2001.

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Senior Vice President,
General Counsel and
Secretary

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APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John Browne

Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

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organization in
which employment
is conducted:

Citizenship: British

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Name: Winston H. Chen

Business Address: Paramitas Foundation, 3945 Freedom Circle,
Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation.
3945 Freedom Circle, Suite 760
Santa Clara, CA 95054

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College
Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of
microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo
Park, CA 94025

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership
engaged in the electronics and computer
industry.
1340 Arbor Road
Menlo Park, CA 94025

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is conducted:

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Name: Reed E. Hundt

Business Charles Ross Partners LLC, 1909 K Street NW,
Address: Suite 820, Washington, DC 20006

Principal Principal Partner
Occupation:

Name, principal Charles Ross Partners LLC, a law firm.
business and 1909 K Street NW, Suite 820
address of Washington, DC 20006
corporation or
other
organization in
which employment
is conducted:

Name: David S. Pottruck

Business The Charles Schwab Corporation, 101 Montgomery
Address: Street, San Francisco, CA 94104

Principal President and Co-Chief Executive Officer
Occupation:

Name, principal The Charles Schwab Corporation, a financial
business and services provider
address of 101 Montgomery Street
corporation or San Francisco, CA 94104
other
organization in
which employment
is conducted:

Name: Jane E. Shaw

Business AeroGen, Inc., 1310 Orleans Drive, Sunnyvale,
Address: CA 94089

Principal Chairman and Chief Executive Officer
Occupation:

Name, principal AeroGen, Inc., a pulmonary drug delivery
business and company
address of 1310 Orleans Drive
corporation or Sunnyvale, CA 94089
other
organization in
which employment
is conducted:

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Name: Leslie L. Vadasz

Business Intel Corporation, 2200 Mission College
Address: Boulevard, Santa Clara, CA 95052

Principal Executive Vice President; President, Intel
Occupation: Capital

Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and systems.
address of 2200 Mission College Boulevard
corporation or Santa Clara, CA 95052
other
organization in
which employment
is conducted:

Name: David B. Yoffie

Business Harvard Business School, Morgan Hall 215,
Address: Soldiers Field Park Road, Boston, MA 02163

Principal Max and Doris Starr Professor of International
Occupation: Business Administration

Name, principal Harvard Business School, an educational
business and institution.
address of Morgan Hall 215, Soldiers Field Park Road
corporation or Boston, MA 02163
other
organization in
which employment
is conducted:

Name: Charles E. Young

Business University of Florida, 226 Tigert Hall, P.O.
Address: Box 113150, Gainesville, FL 32610

Principal President of the University of Florida
Occupation:

Name, principal University of Florida
business and 226 Tigert Hall
address of P.O. Box 113150
corporation or Gainesville, FL 32610
other
organization in
which employment
is conducted:

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EXECUTIVE OFFICERS

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The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President; Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group
Citizenship: British

Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Sales and Marketing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President; General Counsel and Secretary

Name: Ronald J. Smith
Title: Senior Vice President; General Manager, Wireless Communications and Computing Group

Name: Robert J. Baker
Title: Vice President; General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer