

Edgar Filing: MOTOROLA INC - Form S-4

MOTOROLA INC  
Form S-4  
August 15, 2001

As filed with the Securities and Exchange Commission on August 15, 2001  
Registration No. 333-

-----  
-----  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
FORM S-4  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

-----  
MOTOROLA, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation or  
organization)

3663  
(Primary Standard  
Industrial Classification  
Code Number)

36-1115800  
(I.R.S. Employer  
Identification No.)

-----  
1303 East Algonquin Road  
Schaumburg, Illinois 60196  
(847) 576-5000  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

-----  
Carl F. Koenemann  
Executive Vice President and Chief Financial Officer  
Motorola, Inc.  
1303 East Algonquin Road  
Schaumburg, Illinois 60196  
(847) 576-5000  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

-----  
With copies to:

Paul P. Fleck, Esq.  
Motorola, Inc.  
101 Tournament Drive  
Horsham, Pennsylvania  
19044  
(215) 323-1000

Peter J. Rooney, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

John R. Pomerance, Esq.  
Mintz, Levin, Cohn,  
Ferris,  
Glovsky and Popeo, P.C.  
One Financial Center  
Boston, Massachusetts  
02111

Edgar Filing: MOTOROLA INC - Form S-4

(617) 542-6000

-----

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective time of the merger of a wholly-owned subsidiary of the registrant with and into RiverDelta Networks, Inc., which shall occur as soon as practicable after the effective date of this registration statement and the satisfaction of all conditions to the closing of such merger.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (/2/)	Proposed maximum offering price per share (/2/)	Proposed maximum aggregate offering price (/3/)	Amount of registration fee (/4/)
Common Stock, par value \$3 per share (and associated preferred stock purchase price) (/1/)	Not applicable	Not applicable	\$242,362	\$60.59

(/1/Each)share of Motorola common stock is accompanied by a right to purchase Junior Participating Preferred Stock, Series B of Motorola. Prior to the occurrence of certain events, none of which has occurred as of this date, the rights will not be exercisable or evidenced separately from the common stock.

(/2/Pursuant)to Securities Act Rule 457(o), this information is not included.

(/3/Estimated)solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933, as amended, and calculated pursuant to Rule 457(f) thereunder. RiverDelta is a privately held corporation and there is no market for its securities. In addition, RiverDelta has an accumulated capital deficit. Therefore, pursuant to Rule 457(f) (2) under the Securities Act, the proposed maximum aggregate offering price is based upon one-third of the par value of the securities of RiverDelta being acquired in the proposed merger, which is \$242,362, computed as of the last practicable date prior to the date of filing this registration statement.

(/4/Calculated)by multiplying .00025 by the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or

Edgar Filing: MOTOROLA INC - Form S-4

dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

-----  
-----

++++  
+The information in this proxy statement/prospectus is not complete and may be +  
+changed. We may not offer or sell these securities until the registration +  
+statement filed with the Securities and Exchange Commission is effective. +  
+This proxy statement/prospectus is not an offer to sell these securities and +  
+it is not soliciting an offer to buy these securities in any state where the +  
+offer or sale is not permitted. +  
++++

Subject to Completion, Dated August 15, 2001

RiverDelta Networks, Inc.  
3 Highwood Drive East  
Tewksbury, Massachusetts 01876  
(978) 858-2300

[ ], 2001

Dear RiverDelta Stockholders:

You are cordially invited to attend a special meeting of stockholders of RiverDelta Networks, Inc. which we will hold at 10:00 a.m., local time, on [ ], [ ], 2001, at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111.

RiverDelta Networks, Inc. has signed a merger agreement with Motorola, Inc. If the merger is completed, RiverDelta will become a wholly-owned subsidiary of Motorola.

At the special meeting, we will ask you to vote on three proposals, including the merger agreement and the merger of RiverDelta and Motorola. Your board of directors has unanimously approved the merger agreement and the merger, has unanimously determined that the merger is advisable and fair to you and in your best interests and unanimously recommends that you approve and adopt the merger agreement and the merger at the special meeting.

If RiverDelta's stockholders approve the merger agreement and the merger, then RiverDelta stockholders will, in the aggregate, receive Motorola common stock valued at \$300 million, subject to certain purchase price adjustments (including a deduction for indebtedness of RiverDelta, which currently is approximately \$23.5 million but may increase to as much as \$45 million, plus accrued interest thereon), to be apportioned according to the number and class of shares that each RiverDelta stockholder owns.

Under the merger agreement and an escrow agreement, 10% of the Motorola common stock that you would otherwise be entitled to receive in the merger will be deposited in an escrow account and may be used to compensate Motorola in the event that it is entitled to indemnification under the merger agreement or to the extent that there is a reduction in the purchase price based on a post-closing audit adjustment. To the extent that some or all of the escrowed shares are not required to indemnify Motorola or to be delivered to Motorola based on the post-closing audit adjustment, the escrowed shares will be distributed

## Edgar Filing: MOTOROLA INC - Form S-4

within five business days following the eighteen-month anniversary of the merger. Motorola common stock is listed on the New York Stock Exchange under the trading symbol "MOT" and on August 14, 2001, Motorola common stock closed at \$18.41 per share. You will receive cash instead of any fractional share of Motorola common stock which you would otherwise receive in the merger.

In order to complete the merger, RiverDelta's restated certificate of incorporation requires that the merger agreement and the merger be approved by the holders of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class.

In addition, and as a second proposal, it is proposed that the restated certificate of incorporation of RiverDelta be amended in order to increase the total number of shares of authorized capital stock of RiverDelta to 85,860,000 by increasing the number of authorized shares of RiverDelta preferred stock to 13,860,000, and to designate 6,500,000 shares of preferred stock as Series B preferred stock. This approval of the amendment to RiverDelta's restated certificate of incorporation requires the approval of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class.

Finally, in order to complete the merger, the holders of Series A preferred stock must elect to treat the merger as a deemed conversion of their shares, which election pursuant to RiverDelta's restated certificate of incorporation requires the approval of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of RiverDelta Series A preferred stock on the record date, voting as a separate class.

I, together with other stockholders of RiverDelta, holding in the aggregate approximately 64.2% of the outstanding RiverDelta common stock and Series A and Series B preferred stock on an as converted basis, voting together as a single class, and approximately 90% of the outstanding RiverDelta Series A preferred stock, voting as a separate class, have agreed to vote all of my shares in favor of the approval of the merger agreement, the merger and otherwise in such manner as may be necessary to consummate the merger. Consequently, approval of (i) the merger agreement and the merger, (ii) the proposal to amend RiverDelta's restated certificate of incorporation and (iii) the proposal for the holders of Series A preferred stock to elect to be deemed to have converted all shares of Series A preferred stock into common stock immediately prior to the merger is assured.

RiverDelta stockholders who properly preserve their rights are entitled to an appraisal of their shares of RiverDelta stock under Delaware law if the merger is completed.

Only stockholders who hold shares of RiverDelta stock at the close of business on [ ], 2001, the record date for the special meeting, will be entitled to vote at the special meeting of RiverDelta stockholders. A list of stockholders entitled to vote will be kept at the offices of RiverDelta, 3 Highwood Drive East, Tewksbury, Massachusetts, 01876, for the ten days prior to the special meeting.

You should consider the matters discussed under "Risk Factors" commencing on page 15 of the enclosed proxy statement/prospectus before voting. Please review carefully the entire proxy statement/prospectus.

It is important that your shares be represented and voted at the special meeting, whether or not you are able to attend personally. If you do not return your proxy card, the effect will be a vote against the merger and the other

## Edgar Filing: MOTOROLA INC - Form S-4

proposals. You are therefore urged to complete, sign, date and return the enclosed proxy card promptly in the accompanying envelope, which requires no postage if mailed in the United States. You are, of course, welcome to attend the meeting and vote in person, even if you have previously returned your proxy card.

I look forward to your support.

Sincerely,  
David F. Callan  
President and Chief Executive  
Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or the Motorola common stock to be issued in the merger, or determined that this proxy statement/prospectus is accurate or complete. Any person who tells you otherwise is committing a crime.

This proxy statement/prospectus is dated [ ], 2001 and is first being mailed to RiverDelta stockholders on or about [ ], 2001.

RiverDelta Networks, Inc.  
3 Highwood Drive East  
Tewksbury, Massachusetts 01876  
(978) 858-2300

-----  
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [ ], 2001

A special meeting of stockholders of RiverDelta Networks, Inc. will be held on [ ], [ ], 2001, at 10:00 a.m., local time, at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111.

The special meeting will be conducted:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of July 11, 2001, by and among Motorola, Bayou Merger Sub, Inc., a wholly-owned subsidiary of Motorola, and RiverDelta, pursuant to which, among other things, Bayou Merger Sub, Inc. will merge with and into RiverDelta, as a result of which RiverDelta will become a wholly-owned subsidiary of Motorola, and Todd Dagues will be appointed as the stockholders' representative under the merger agreement.

2. To consider and vote upon a proposal to amend the restated certificate of incorporation of RiverDelta in order to increase the total number of shares of authorized capital stock of RiverDelta to 85,860,000 by increasing the number of authorized shares of RiverDelta preferred stock to 13,860,000, and to designate 6,500,000 shares of preferred stock as Series B preferred stock.

3. To consider and vote upon a proposal for the holders of Series A preferred stock to elect to be deemed to have converted all shares of Series A preferred stock into shares of RiverDelta common stock immediately prior to the effective time of the merger.

## Edgar Filing: MOTOROLA INC - Form S-4

4. To transact such other business as may properly come before the meeting.

If RiverDelta's stockholders approve the merger agreement and the merger, then RiverDelta stockholders will, in the aggregate, receive Motorola common stock valued at \$300 million, subject to certain purchase price adjustments (including a deduction for indebtedness of RiverDelta, which currently is approximately \$23.5 million but may increase to as much as \$45 million, plus accrued interest thereon), to be apportioned according to the number and class of shares that each RiverDelta stockholder owns.

In order to complete the merger, RiverDelta's restated certificate of incorporation requires that the merger agreement and the merger be approved by the holders of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class.

In addition, in order to complete the merger, RiverDelta must amend its restated certificate of incorporation to increase the total number of shares of authorized capital stock of RiverDelta and to designate additional shares of preferred stock as Series B preferred stock. The approval of the amendment to RiverDelta's restated certificate of incorporation requires the approval of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class.

Finally, in order to complete the merger, the holders of Series A preferred stock must elect to treat the merger as a deemed conversion of their shares, which election pursuant to RiverDelta's restated certificate of

incorporation requires the approval of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of RiverDelta Series A preferred stock on the record date, voting as a separate class.

Stockholders of RiverDelta holding in the aggregate approximately 64.2% of the outstanding RiverDelta common and Series A and Series B preferred stock on an as converted basis, voting together as a single class, and approximately 90% of the outstanding RiverDelta Series A preferred stock, voting as a separate class, have agreed to vote all of their shares in favor of the adoption of the merger agreement, the merger and otherwise in such manner as may be necessary to consummate the merger. Consequently, approval of (i) the merger agreement and the merger, (ii) the proposal to amend RiverDelta's restated certificate of incorporation and (iii) the proposal for the holders of Series A preferred stock to elect to be deemed to have converted all shares of Series A preferred stock into common stock immediately prior to the merger is assured.

RiverDelta stockholders who properly preserve their rights are entitled to an appraisal of their shares of RiverDelta stock under Delaware law if the merger is completed.

Only stockholders who hold shares of RiverDelta stock at the close of business on [ ], 2001, the record date for the special meeting, will be entitled to vote at the special meeting of RiverDelta stockholders. A list of stockholders entitled to vote will be kept at the offices of RiverDelta, 3 Highwood Drive East, Tewksbury, Massachusetts, 01876, for the ten days prior the special meeting.

You should consider the matters discussed under "Risk Factors" commencing on page 15 of the enclosed proxy statement/prospectus before voting. Please review carefully the entire proxy statement/prospectus and the merger agreement attached as Appendix A-1.

## Edgar Filing: MOTOROLA INC - Form S-4

Your board of directors unanimously recommends that you vote "FOR" approval and adoption of the merger agreement and the merger and each other proposal, as described in detail in the accompanying proxy statement/prospectus.

For the Board of Directors,

David F. Callan  
President and Chief Executive  
Officer

Tewksbury, Massachusetts  
[            ], 2001

Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy and promptly return it in the accompanying envelope, which requires no postage if mailed in the United States. You may revoke your proxy at any time before it is voted by delivering to RiverDelta a subsequently executed proxy card or a written notice of revocation or by voting in person at the special meeting.

You should not send stock certificates with your proxy card. A transmittal letter for your stock will be sent to you by the exchange agent after the merger.

Motorola is a Delaware corporation and its shares of common stock trade on the New York Stock Exchange under the symbol "MOT." This proxy statement/prospectus incorporates by reference important business and financial information about Motorola that is not included in, or delivered with, this proxy statement/prospectus. Motorola will provide you with copies of the information relating to Motorola that has been incorporated by reference, without charge, upon written or oral request to:

Motorola, Inc.  
1303 East Algonquin Road  
Schaumburg, Illinois 60196  
Tel: (800) 762-8509  
Attn: Investor Relations

You may also obtain information from Motorola's website:  
[www.motorola.com/investor](http://www.motorola.com/investor).

For additional information concerning how you can obtain additional information on Motorola, see "Where You Can Find More Information" beginning on page 73.

If you would like to request documents, please do so by [            ], 2001 in order to obtain them before the special meeting of RiverDelta stockholders.

RiverDelta is a privately held corporation with fewer than 300 stockholders that is not subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, and therefore does not incorporate information in this proxy statement/prospectus by reference unless such information appears in an Appendix to this proxy statement/prospectus.

### TABLE OF CONTENTS

Page

## Edgar Filing: MOTOROLA INC - Form S-4

QUESTIONS AND ANSWERS ABOUT THE MERGER.....	1
SUMMARY.....	5
The Companies (see page 18).....	5
Risk Factors (see page 15).....	5
The RiverDelta Special Meeting (see page 20).....	6
Record Date (see page 20); Stockholders Entitled to Vote (see page 21)..	6
Vote Required (see page 21).....	6
Voting Agreement (see page 21).....	7
Recommendation of the RiverDelta Board of Directors (see page 20).....	7
Accounting Treatment (see page 27).....	7
Interests of RiverDelta Directors and Executive Officers in the Merger (see page 28).....	7
Material Federal Income Tax Consequences of the RiverDelta Merger (see page 30).....	7
Regulatory Matters (see page 33).....	8
Statutory Appraisal Rights (see page 33).....	8
Management and Operations of RiverDelta after the Merger (see page 36)..	8
What You Will Receive in the Merger (see page 27).....	8
Ownership of Shares after the Merger.....	9
The Merger (see page 24).....	9
Effects of the Merger on the Rights of RiverDelta Stockholders (see page 61).....	9
Listing of Motorola Common Stock (see page 43).....	9
Conditions to the Merger (see page 47).....	9
Termination (see page 49).....	10
Fees and Expenses (see page 49).....	10
Appointment of Stockholders' Representative (see page 51).....	10
Indemnification of Motorola; Escrow Agreement (see page 51).....	10
Credit Agreement (see page 54).....	11
Original Equipment Manufacturer Agreement (see page 55).....	11
Additional Proposals (see page 56).....	11
Forward-Looking Statements (see page 72).....	11
SUMMARY SELECTED FINANCIAL INFORMATION.....	12
Motorola Selected Historical Consolidated Financial Data.....	12
Motorola Per Share Data.....	13
Market Price and Dividend Information.....	13
RISK FACTORS.....	15
Risks Relating to the Merger.....	15
Risks Related to RiverDelta.....	16
THE COMPANIES.....	18
Motorola.....	18
RiverDelta.....	18
THE RIVERDELTA SPECIAL MEETING.....	20
Date, Time and Place.....	20
Matters to be Considered at the Special Meeting.....	20
Board of Directors Recommendation.....	20
Record Date.....	20
Quorum.....	20
Stockholders Entitled to Vote.....	21



Edgar Filing: MOTOROLA INC - Form S-4

	Page
	----
Vote Required.....	21
Voting Agreement.....	21
Proxies.....	22
Revocability of Proxies.....	22
Solicitation of Proxies and Expenses.....	22
Dissenters' Rights to Appraisal.....	22
THE MERGER.....	24
Structure of the Merger.....	24
Background.....	24
Motorola's Reasons for the Merger.....	25
RiverDelta's Reasons for the Merger.....	25
Recommendation of the RiverDelta Board of Directors.....	27
Accounting Treatment.....	27
Effectiveness of Merger.....	27
Merger Consideration.....	27
Interests of RiverDelta Directors and Executive Officers in the Merger...	28
Material Federal Income Tax Consequences of the RiverDelta Merger.....	30
Regulatory Matters.....	33
Statutory Appraisal Rights.....	33
Appraisal Rights Procedures.....	33
Resale of Motorola Common Stock.....	36
Management and Operations of RiverDelta after the Merger.....	36
THE MERGER AGREEMENT.....	37
The Merger.....	37
Merger Consideration.....	37
Post-Closing Adjustment.....	38
Treatment of RiverDelta Stock Generally.....	39
Treatment of RiverDelta Series B Preferred Stock.....	40
Treatment of RiverDelta Common Stock.....	40
Treatment of RiverDelta Series A Preferred Stock.....	40
Treatment of RiverDelta Stock Options and Restricted Shares.....	41
Fractional Shares.....	42
Exchange of Certificates.....	42
Listing of Motorola Common Stock.....	43
Representations and Warranties of RiverDelta.....	43
Representations and Warranties of Motorola and Bayou Merger Sub, Inc.....	44
Certain Covenants and Agreements.....	44
Conditions to the Merger.....	47
Conditions to the Obligations of Motorola and Bayou Merger Sub, Inc.....	48
Conditions to the Obligations of RiverDelta.....	48
Termination.....	49
Effect of Termination.....	49
Fees and Expenses.....	49
Amendment.....	49
Waiver.....	50
Voting Agreement.....	50
Appointment of Stockholders' Representative.....	51
Indemnification of Motorola; Escrow Agreement.....	51
Letter of Transmittal.....	52
Bridge Holders Agreement.....	53
Credit Agreement.....	54
Original Equipment Manufacturer (OEM) Agreement.....	55

Edgar Filing: MOTOROLA INC - Form S-4

	Page
	----
ADDITIONAL PROPOSALS.....	56
Amendment to Certificate of Incorporation.....	56
Deemed Conversion of Series A Preferred Stock.....	57
DESCRIPTION OF MOTOROLA CAPITAL STOCK.....	58
Motorola Common Stock.....	58
Motorola Preferred Stock.....	58
Motorola Rights Plan.....	59
Transfer Agent; Registrar and Exchange Agent.....	60
COMPARISON OF CERTAIN RIGHTS OF COMMON STOCKHOLDERS OF MOTOROLA AND STOCKHOLDERS OF RIVERDELTA.....	61
Capitalization.....	61
Voting Stock.....	61
Number of Directors.....	61
Classification of Board of Directors.....	61
Quorum for Meeting of Directors.....	62
Election of Directors.....	62
Removal of Directors.....	62
Amendments to Charter.....	62
Filling Vacancies on the Board of Directors.....	62
Amendments to By-Laws.....	63
Rights Plan.....	63
Special Stockholder Meetings.....	63
Stockholder Action by Written Consent.....	63
Limitation of Personal Liability of Directors and Indemnification.....	63
Dividends.....	64
Liquidation.....	65
Conversion.....	65
CERTAIN INFORMATION CONCERNING RIVERDELTA.....	67
Security Ownership of Directors, Executive Officers and Principal Stockholders of RiverDelta.....	67
EXPERTS.....	72
LEGAL AND TAX MATTERS.....	72
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS.....	72
WHERE YOU CAN FIND MORE INFORMATION.....	73

APPENDICES TO THE PROXY STATEMENT/PROSPECTUS

Appendix A-1--Agreement and Plan of Merger.....	A-1
Appendix A-2--Amendment No. 1 to the Agreement and Plan of Merger.....	A-2-1
Appendix B--Voting Agreement.....	B-1
Appendix C--Section 262 of the Delaware General Corporation Law.....	C-1
Appendix D--Form of Escrow Agreement.....	D-1
Appendix E-1--Bridge Holders Agreement.....	E-1
Appendix E-2--Agreement to Further Amend Subordinated Convertible Promissory Notes.....	E-2-1
Appendix F--Form of Company Affiliate Letter.....	F-1

QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: What is the proposed transaction?

A: A wholly-owned subsidiary of Motorola, Inc. will merge with and into RiverDelta Networks, Inc. As a result, RiverDelta will become a wholly-owned subsidiary of Motorola, and RiverDelta stockholders will gain the right to exchange their RiverDelta shares for shares of Motorola common stock.

Q: Why are the companies proposing the merger?

A: The merger will combine RiverDelta's integrated routing technology with Motorola's established Cable Modem Termination System business and broadband network operator sales and support channel. Combining the two organizations' resources and collective expertise is expected to result in a more efficient carrier-class Cable Modem Termination System solution with integrated routing capabilities for broadband network operators. The merger will allow the combined businesses to offer broadband network operators a more comprehensive solution, which will benefit both parties.

Q: What will I receive in the merger?

A: The merger agreement provides that RiverDelta stockholders will, in the aggregate, receive \$300 million, subject to certain purchase price adjustments (including a deduction for indebtedness of RiverDelta, which currently is approximately \$23.5 million but may increase to as much as \$45 million, plus accrued interest thereon). The purchase price will be paid in shares of Motorola common stock in exchange for your RiverDelta stock, based on the number and class of RiverDelta shares that you own. The number of shares of Motorola common stock you will receive will depend on the value of such shares. Motorola common stock will be valued based on its average market price over a 20-day trading period ending two days prior to the closing date of the merger. We encourage you to obtain current market price quotations for Motorola common shares.

Assuming the merger closes on September 25, 2001, holders of Series B preferred stock will receive approximately the first \$62.6 million of consideration. The remaining consideration will be paid to the holders of RiverDelta Series A preferred stock and common stock. The holders of Series A preferred stock will receive the same consideration that they would receive if they had converted to common stock.

Under the merger agreement and an escrow agreement, 10% of the shares of Motorola common stock that you would otherwise be entitled to receive in the merger will be deposited in an escrow account and may be used to compensate Motorola in the event that it is entitled to indemnification under the merger agreement or to the extent that there is a reduction in the purchase price based on a post-closing audit adjustment.

In addition, as no fractional shares of Motorola common stock will be issued, you will receive cash payments instead of any fractional shares of Motorola common stock that you would have otherwise received. After giving effect to the merger, we expect that former RiverDelta stockholders will hold less than 1% of the outstanding shares of Motorola common stock.

## Edgar Filing: MOTOROLA INC - Form S-4

Q: What is the escrow fund and how does it work?

A: If the merger is completed, Motorola will deposit 10% of the Motorola common shares to be issued in the merger into an escrow account.

The escrowed shares will be available to compensate Motorola in the event that it is entitled to indemnification from the RiverDelta stockholders under the merger agreement or to the extent that there is a reduction in the purchase price based on the post-closing audit adjustment. To the extent that some or all of the escrowed shares are not required to indemnify Motorola or to be delivered to Motorola based on the post-closing audit adjustment, those escrowed shares will be distributed to the RiverDelta stockholders entitled to receive those shares within five business days following the eighteen-month anniversary of the merger.

1

Q: Who must approve the merger?

A: In addition to the approvals by the Motorola board of directors and the RiverDelta board of directors, each of which has already been obtained, and governmental and other regulatory approvals, the merger agreement and the merger must be approved by RiverDelta's stockholders.

Q: What stockholder vote is required to approve the merger agreement and the merger?

A: A majority of the outstanding shares of RiverDelta common stock entitled to vote constitutes a quorum for the RiverDelta special meeting. The affirmative vote of the holders of a majority of the outstanding shares of RiverDelta common stock and Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class, and the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of RiverDelta Series A preferred stock on the record date, voting as a separate class, are required to approve the merger agreement and the merger. Certain stockholders of RiverDelta holding in the aggregate enough shares to approve the merger agreement and the merger have entered into a voting agreement under which they have agreed to vote all of their shares of RiverDelta stock in favor of the merger agreement and the merger. Consequently, approval of the merger agreement and the merger is assured.

Q: Does the RiverDelta board of directors recommend approval of the merger agreement and the merger?

A: Yes. After careful consideration, the RiverDelta board of directors unanimously recommends that its stockholders vote in favor of the merger agreement and the merger. For a more complete description of the recommendation of the RiverDelta board of directors, see the section entitled "The Merger--RiverDelta's Reasons for the Merger" on page 25 and "The Merger--Recommendation of the RiverDelta Board of Directors" on page 27.

Q: Are there any conditions to the merger being completed?

A: Yes. The obligation of RiverDelta and Motorola to complete the merger is subject to satisfaction of several conditions including, without limitation, that certain RiverDelta employees continue to be employed by RiverDelta, that they sign retention agreements and that they not be in breach of those retention agreements. For a more complete description of the conditions to completion of the merger, see the section entitled "The Merger Agreement--Conditions to the Merger" on page 47.

## Edgar Filing: MOTOROLA INC - Form S-4

Q: What if the merger is not completed?

A: It is possible the merger will not be completed. That might happen if, for example, a required condition to the closing of the merger set forth in the merger agreement is not satisfied. Should that occur, none of Motorola, RiverDelta or any third party is under any obligation to make or consider any alternative proposals regarding the purchase of your shares of RiverDelta stock.

Q: What stockholder vote is required to approve the amendment to the RiverDelta restated certificate of incorporation and the deemed conversion of RiverDelta Series A preferred stock?

A: The approval of the amendment to RiverDelta's restated certificate of incorporation requires the approval of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class. The approval of the election by the holders of the shares of RiverDelta Series A preferred stock to be deemed to have converted all shares of RiverDelta Series A preferred stock into RiverDelta common stock immediately prior to the closing of the merger will require the approval of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of RiverDelta Series A preferred stock on the record date, voting as a separate class.

2

Q: Does the RiverDelta board of directors recommend approval of the amendment to the RiverDelta restated certificate of incorporation and the deemed conversion of RiverDelta Series A preferred stock?

A: Yes. After careful consideration, the RiverDelta board of directors unanimously recommends that its stockholders vote in favor of the amendment to the RiverDelta restated certificate of incorporation and the deemed conversion of RiverDelta Series A preferred stock. For a more complete description of the recommendation of the RiverDelta board of directors, see the section entitled "Additional Proposals--Amendment to Certificate of Incorporation" on page 56 and "Additional Proposals--Deemed Conversion of Series A Preferred Stock" on page 57.

Q: What do I need to do now?

A: We urge you to read this proxy statement/prospectus, including the appendices, carefully, and to consider how the merger will affect you as a stockholder of RiverDelta. You also may want to review the documents referenced under "Where You Can Find More Information" on page 73.

Q: How do I vote?

A: You may vote by mailing a signed proxy card in the enclosed return envelope as soon as possible so that those shares may be represented at the special meeting. You may also attend the special meeting and vote in person.

Q: Can I change my vote?

A: Yes. You may change your vote by delivering a later-dated, signed proxy card to RiverDelta's secretary before the special meeting of RiverDelta stockholders, or by attending the special meeting and voting in person.

Q: Is the merger taxable?

## Edgar Filing: MOTOROLA INC - Form S-4

A: It is a condition of the merger that RiverDelta receive an opinion from its tax counsel stating that the merger will qualify as a reorganization for U.S. federal income tax purposes. Motorola is obligated to use its reasonable best efforts to obtain such an opinion from its tax advisor prior to the closing of the merger. As a result of the merger qualifying as a reorganization for U.S. federal income tax purposes, RiverDelta stockholders will generally not recognize any gain or loss for U.S. federal income tax purposes on the exchange of their RiverDelta shares solely for Motorola common stock in the merger, except for cash received in lieu of fractional shares of Motorola common stock.

We describe the material U.S. federal income tax consequences of the merger in more detail beginning on page 30. The tax consequences to you will depend on the facts of your own situation. Please consult your tax advisor for a full understanding of the tax consequences to you of the merger.

Q: Am I entitled to appraisal rights?

A: Yes. You will be entitled to appraisal rights in connection with the merger provided that you give written demand for appraisal and comply with all relevant provisions of Section 262 of the Delaware General Corporation Law explained beginning on page 33 and attached as Appendix C to this proxy statement/prospectus.

Q: When do you expect to complete the merger?

A: We expect to complete the merger during the late third or early fourth quarter of this year. Because the merger is subject to governmental approvals, however, we cannot predict the exact timing. We are awaiting the expiration of the waiting period under the Hart-Scott-Rodino Act.

3

Q: Should I send in my RiverDelta stock certificates now?

A: No. After we complete the merger, Motorola's exchange agent will send instructions to you regarding your RiverDelta shares that were converted in the merger. These instructions will explain how to exchange your RiverDelta share certificates for Motorola share certificates and, if applicable, cash instead of any fractional shares of Motorola common stock that you would otherwise receive in the merger. Please do not send in your RiverDelta stock certificates with your proxy card.

Q: When and where is the special meeting?

A: The special meeting will be held at 10:00 a.m., local time, on [            ], 2001 at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111.

Q: What else will happen at the meeting?

A: We know of no other matters that are expected to come before the special meeting.

Q: Whom can I call with questions?

A: If you have any questions about the merger or any related transactions, please call RiverDelta at (978) 858-2300 (and ask for Michael Brown) or call Motorola's Investor Relations Department at (800) 262-8509.

If you would like copies of any of the documents we refer to in this proxy

## Edgar Filing: MOTOROLA INC - Form S-4

statement/prospectus, you should call Motorola at (800) 262-8509.

4

### SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. To better understand the merger, and for a more complete description of the legal terms of the transaction, you should read this entire proxy statement/prospectus carefully, as well as those additional documents to which we refer you. In particular, you should read the documents attached to this proxy statement/prospectus, including the merger agreement, which is attached as Appendix A-1 (as amended by Amendment No. 1 to the Agreement and Plan of Merger, which is attached as Appendix A-2), the voting agreement, which is attached as Appendix B, the form of escrow agreement, which is attached as Appendix D, the bridge holders agreement, which is attached as Appendix E-1 (as amended by the Agreement to Further Amend Subordinated Convertible Promissory Notes, which is attached as Appendix E-2), and the company affiliate letter, which is attached as Appendix F. Also see "Where You Can Find More Information" on page 73. We have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.

The Companies (see page 18)

Motorola, Inc.  
1303 East Algonquin Road  
Schaumburg, Illinois 60196  
Tel: (847) 576-5000  
website: www.motorola.com

Motorola is a global leader in providing integrated communications solutions and embedded electronic solutions. These include:

- . software-enhanced wireless telephone, two-way radio and messaging products and systems, as well as networking and Internet-access products, for consumers, network operators and commercial, government and industrial customers;
- . end-to-end systems for the delivery of interactive digital video, voice and high-speed data solutions for broadband operators;
- . embedded semiconductor solutions for customers in the networking and computing, transportation, wireless communications and digital consumer/home networking markets; and
- . embedded electronic systems for automotive, industrial, transportation, navigation, communications and energy systems markets.

Motorola is a corporation organized under the laws of the State of Delaware. Motorola's sales in 2000 were \$37.6 billion. Shares of Motorola common stock primarily trade on the New York Stock Exchange under the symbol "MOT".

RiverDelta Networks, Inc.  
3 Highwood Drive East  
Tewksbury, Massachusetts 01876  
Tel: (978) 858-2300

RiverDelta designs, develops and markets Internet Protocol, or IP, edge routing, aggregation and service delivery solutions for broadband, or cable, service providers. RiverDelta's products enable broadband service providers to

## Edgar Filing: MOTOROLA INC - Form S-4

offer high-quality voice, high-speed data and enhanced broadband services to their business and residential customers.

Risk Factors (see page 15)

See "Risk Factors" for a discussion of certain risks that should be considered by RiverDelta stockholders in evaluating whether to approve the merger and the merger agreement and thereby become holders of Motorola common stock.

5

The RiverDelta Special Meeting (see page 20)

The special meeting of the RiverDelta stockholders will be held on [ ], [ ], 2001, at 10:00 a.m., local time, at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111.

At the special meeting, RiverDelta stockholders will be asked:

- . to approve the merger agreement and the merger and, in so doing, to appoint Todd Dagres as stockholders' representative under the merger agreement;
- . to approve the amendment to the restated certificate of incorporation of RiverDelta in order to increase the total number of shares of authorized capital stock of RiverDelta common stock to 85,860,000 by increasing the number of authorized shares of RiverDelta preferred stock to 13,860,000 and to designate 6,500,000 shares of preferred stock as Series B preferred stock;
- . to approve the proposal for the holders of Series A preferred stock to elect to be deemed to have converted all shares of Series A preferred stock into shares of RiverDelta common stock immediately prior to the effective time of the merger; and
- . to act on other matters that may be properly submitted to a vote at the RiverDelta special meeting.

Record Date (see page 20); Stockholders Entitled to Vote (see page 21)

You can vote at the special meeting if you owned RiverDelta shares at the close of business on [ ], 2001, the record date.

On the record date, there were [ ] shares of RiverDelta common stock, [ ] shares of RiverDelta Series A preferred stock and [ ] shares of RiverDelta Series B preferred stock outstanding and entitled to vote at the special meeting. RiverDelta stockholders will have one vote at the special meeting for each share of RiverDelta common stock that they owned on the record date, and will have the number of votes equal to the number of shares of RiverDelta common stock into which each share of RiverDelta preferred stock that they owned on the record date was convertible.

As of [ ], 2001, each share of RiverDelta Series A preferred stock was convertible into three shares of RiverDelta common stock, and each share of RiverDelta Series B preferred stock was convertible into one and one-half shares of RiverDelta common stock. Under a voting agreement, holders of 90% of the issued and outstanding shares of RiverDelta Series A preferred stock agreed to elect to be deemed to have converted all shares of Series A preferred stock into shares of common stock immediately prior to the effective time of the



## Edgar Filing: MOTOROLA INC - Form S-4

merger.

Vote Required (see page 21)

The affirmative vote of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class, is required to approve the merger agreement and the merger.

The approval of the amendment to RiverDelta's restated certificate of incorporation requires the approval of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class.

The approval of the election by the holders of Series A preferred stock to be deemed to have converted all of their shares of RiverDelta Series A preferred stock into RiverDelta common stock immediately prior to the closing of the merger will require the approval of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of RiverDelta Series A preferred stock on the record date, voting as a separate class.

6

At the close of business on the record date, [ ]% of the outstanding shares of RiverDelta common stock and Series A and Series B preferred stock on an as converted basis, and [ ]% of the outstanding shares of RiverDelta Series A preferred stock were held by directors and officers of RiverDelta and their affiliates. All of the shares beneficially owned by the directors of RiverDelta, two of whom are executive officers, are subject to a voting agreement to vote the shares in favor of the approval and adoption of the merger agreement.

Voting Agreement (see page 21)

Certain officers, directors and stockholders of RiverDelta have entered into a voting agreement with Motorola, pursuant to which they have agreed, among other things, to vote the shares of RiverDelta stock they own "FOR" approval of the merger agreement and the merger. Each of these stockholders has also granted an irrevocable proxy and a power of attorney to Motorola representatives to vote such stockholder's shares of RiverDelta stock "FOR" approval of the merger agreement and the merger.

On the record date, these RiverDelta stockholders collectively owned and were entitled to vote approximately:

- . 64.2% of the outstanding shares of RiverDelta common stock and Series A and Series B preferred stock on an as converted basis, voting together as a single class; and
- . 90% of the outstanding shares of RiverDelta Series A preferred stock, voting as a separate class.

Recommendation of the RiverDelta Board of Directors (see page 20)

After careful consideration, the RiverDelta board of directors unanimously recommends that the stockholders vote in favor of the merger agreement, the merger and each other proposal presented at the special meeting. For a more complete description of the recommendation of the RiverDelta board of directors, see the section entitled "The Merger--RiverDelta's Reasons for the Merger" on page 25 and "The Merger--Recommendation of the RiverDelta Board of

## Edgar Filing: MOTOROLA INC - Form S-4

Directors" on page 27.

Accounting Treatment (see page 27)

Motorola will account for the merger as a purchase of a business, which means that the assets and liabilities of RiverDelta, including intangible assets, will be recorded at their fair value with the remaining purchase price over the fair value of net identifiable assets and liabilities and in process research and development reflected as goodwill, and the results of operations and cash flows of RiverDelta will be included in Motorola's results prospectively after the merger.

Interests of RiverDelta Directors and Executive Officers in the Merger (see page 28)

RiverDelta stockholders should note that a number of directors and executive officers of RiverDelta have interests in the merger as directors or executive officers that are different from, or in addition to, those of a stockholder generally. If RiverDelta completes the merger, certain indemnification arrangements for current directors and executive officers of RiverDelta will be continued, and it is anticipated that certain employees of RiverDelta will be retained as employees of Motorola or will otherwise continue their relationship with Motorola and RiverDelta. As a result of the merger, the vesting of unvested stock options and the lapsing of RiverDelta's right to repurchase restricted stock held by certain executive officers of RiverDelta will be accelerated pursuant to the terms of existing stock option and stock repurchase agreements. It is a condition of the merger that certain executives and employees will enter into retention agreements with Motorola. It is expected that the retention agreements will provide for further acceleration of vesting, or of lapsing, of repurchase rights, the grant of Motorola stock options and the payment of cash retention bonuses and other consideration.

Material Federal Income Tax Consequences of the RiverDelta Merger (see page 30)

The merger is intended to qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code. It is a condition of the merger that RiverDelta receive an opinion from its tax counsel stating

7

that the merger will qualify as a reorganization for U.S. federal income tax purposes. Motorola is obligated to use its reasonable best efforts to obtain such an opinion from its tax advisor prior to the closing of the merger. As a result of the merger qualifying as a reorganization for U.S. federal income tax purposes, RiverDelta stockholders generally will not recognize any gain or loss for U.S. federal income tax purposes on the exchange of their RiverDelta shares solely for Motorola common stock in the merger, except for cash received in lieu of fractional shares of Motorola common stock.

Regulatory Matters (see page 33)

Motorola and RiverDelta must make certain filings and take other actions necessary to obtain approvals from U.S. governmental authorities in connection with the merger, including antitrust authorities. Both parties will use reasonable best efforts to make all necessary filings with respect to the merger required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or other applicable law. However, Motorola is not required to agree to any conditions, divestitures or expenditures of money to a third party in exchange for any consent that, in any such case:

. would have a material adverse effect on RiverDelta; or

## Edgar Filing: MOTOROLA INC - Form S-4

- . if such action relates to Motorola or its subsidiaries, would, if taken by RiverDelta or with respect to a comparable amount of assets, businesses or product lines of RiverDelta, have a material adverse effect on RiverDelta.

The waiting period during which the U.S. antitrust authorities review the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, will expire on September 13, 2001 unless the antitrust authorities grant early termination of the period or extend the period indefinitely by the issuance of a request for additional information. We expect to obtain all other material required governmental approvals and, if all other conditions to the merger are satisfied, complete the merger in the late third or early fourth quarter of 2001. We cannot be certain, however, that Motorola and RiverDelta will obtain all required governmental approvals, or that we will obtain these approvals without conditions that would be detrimental to Motorola or RiverDelta.

Statutory Appraisal Rights (see page 33)

Appraisal rights are provided for under Delaware law. RiverDelta stockholders who do not vote for the merger and who satisfy certain other conditions described beginning on page 33 and in Appendix C to this proxy statement/prospectus are entitled to be paid the "fair value" of their shares of RiverDelta common or preferred stock, as determined by the Delaware Chancery Court. Since appraisal rights are available only to RiverDelta stockholders who satisfy certain conditions, you should carefully review the section of this proxy statement/prospectus titled "The Merger--Appraisal Rights Procedures" beginning on page 33 and the copy of the Delaware appraisal rights statute attached as Appendix C to this proxy statement/prospectus.

Management and Operations of RiverDelta after the Merger (see page 36)

RiverDelta's products and businesses will be integrated into Motorola's Broadband Communications Sector - specifically within Motorola Broadband's existing Network Infrastructure Solutions business. The Network Infrastructure Solutions business is part of Motorola Broadband's IP Systems Group. Motorola expects that the members of RiverDelta's management will continue their relationship with the business after the merger.

What You Will Receive in the Merger (see page 27)

The merger agreement provides that RiverDelta stockholders will, in the aggregate, receive \$300 million, subject to certain purchase price adjustments (including a deduction for indebtedness of RiverDelta, which currently is approximately \$23.5 million but may increase to as much as \$45 million, plus accrued interest

8

thereon). The purchase price will be paid in shares of Motorola common stock in exchange for your RiverDelta stock based on the number and class of RiverDelta shares that you own. Motorola common stock will be valued based on its average market price over a 20-day trading period ending on (and including) the second trading day prior to the closing date of the merger. We encourage you to obtain current Market price quotations for Motorola common shares.

Assuming the merger closes on September 25, 2001, holders of Series B preferred stock will receive approximately the first \$62.6 million of consideration. The remaining consideration will be paid to the holders of

## Edgar Filing: MOTOROLA INC - Form S-4

RiverDelta Series A preferred stock and common stock. The holders of Series A preferred stock will receive the same consideration that they would receive if they had converted to common stock.

Under the merger agreement and an escrow agreement, 10% of the shares of Motorola common stock that you would otherwise be entitled to receive in the merger will be deposited in an escrow account and may be used to compensate Motorola in the event that it is entitled to indemnification under the merger agreement or to the extent that there is a reduction in the purchase price based on a post-closing audit adjustment.

In addition, as no fractional shares of Motorola common stock will be issued, you will receive cash payments instead of any fractional shares of Motorola common stock that you would have otherwise received.

### Ownership of Shares after the Merger

After giving effect to the merger, we expect that the former RiverDelta stockholders will hold less than 1% of the outstanding Motorola common stock as a result of the merger, based upon the number of issued and outstanding shares of Motorola common stock as of August 14, 2001.

### The Merger (see page 24)

We propose that a wholly-owned subsidiary of Motorola formed for the purpose of the merger merge with and into RiverDelta. As a result, RiverDelta will become a wholly-owned subsidiary of Motorola.

We have attached the merger agreement, which is the legal document that governs the merger, as Appendix A-1 to this proxy statement/prospectus (a minor amendment to the merger agreement is attached as Appendix A-2 to this proxy statement/prospectus). We encourage you to read the merger agreement. We have also filed other related agreements as exhibits to Motorola's registration statement on Form S-4 containing this proxy statement/prospectus. Please see the section titled "Where You Can Find More Information" on page 73 for instructions on how to obtain copies of these exhibits.

### Effects of the Merger on the Rights of RiverDelta Stockholders (see page 61)

The rights of RiverDelta stockholders who receive Motorola common stock in the merger will continue to be governed by Delaware law, but will also be governed by Motorola's charter and by-laws. The rights of RiverDelta stockholders under Motorola's charter and by-laws will differ in certain respects from their rights under RiverDelta's restated certificate of incorporation and by-laws. See "Comparison of Certain Rights of Common Stockholders of Motorola and Stockholders of RiverDelta" beginning on page 61 for a discussion of the material differences between the rights of holders of Motorola common stock and of RiverDelta stock.

### Listing of Motorola Common Stock (see page 43)

It is a condition to the completion by RiverDelta of the merger that the shares of Motorola common stock to be issued to the RiverDelta stockholders in the merger, or upon the exercise of RiverDelta options assumed by Motorola in connection with the merger, are authorized for listing on the New York Stock Exchange.

### Conditions to the Merger (see page 47)

We will complete the merger only if certain conditions are satisfied or waived, including but not limited to:

## Edgar Filing: MOTOROLA INC - Form S-4

- . the requisite approval of the RiverDelta stockholders;

9

- . the expiration or termination of all applicable waiting periods and any extensions of these periods, under the Hart-Scott-Rodino Act;
- . no material adverse effect to the business of RiverDelta;
- . appraisal rights must not have been perfected for more than 5% of the aggregate shares of RiverDelta on a fully converted basis;
- . RiverDelta's receipt of a payoff letter in connection with principal and interest incurred under a loan and security agreement with Silicon Valley Bank;
- . certain employees must continue to be employed by RiverDelta after the effective time of the merger, must enter into retention agreements and must not be in breach of those retention agreements; and
- . the satisfaction of other customary contractual conditions set forth in the merger agreement.

Termination (see page 49)

Either Motorola or RiverDelta may terminate the merger agreement if:

- . the merger is not completed on or before October 31, 2001 (subject to extension to November 30, 2001 under circumstances described in the merger agreement);
- . a final and nonappealable governmental order is entered enjoining or prohibiting the completion of the merger; or
- . the other party breaches its representations, warranties or agreements in certain circumstances and the breaching party fails to cure the breach within 20 days of receiving written notice of the breach.

Motorola and RiverDelta may also mutually agree to terminate the merger agreement without completing the merger.

Fees and Expenses (see page 49)

Whether or not the merger is completed, each party to the merger agreement will pay its own fees, costs and expenses. However, at the closing of the merger, RiverDelta will deliver to Motorola a certificate that sets forth the amount of all fees and expenses incurred by RiverDelta for the retention of advisors in connection with the transactions contemplated by the merger agreement. Motorola will pay such amounts by means of wire transfers of funds at the closing of the merger. These expenses will be deemed to be current liabilities (without duplication of such expenses already on any balance sheet) in the calculation of the net working capital as described in the merger agreement and will therefore decrease the total consideration received by the stockholders.

Appointment of Stockholders' Representative (see page 51)

As provided by the terms of the merger agreement, the approval by the RiverDelta stockholders of the merger agreement and the merger will constitute the approval of the appointment of Todd Dagnes, a director of RiverDelta and a beneficial owner of approximately 18% of the common stock of RiverDelta on an

## Edgar Filing: MOTOROLA INC - Form S-4

as converted basis, as the stockholders' representative under the merger agreement and will be deemed to be the approval by the RiverDelta stockholders of the performance by the stockholders' representative of all rights and obligations conferred on the stockholders' representative under the merger agreement and the escrow agreement. The letter of transmittal to be executed by the RiverDelta stockholders in order to receive the Motorola common stock to be issued in connection with the merger will also confirm the appointment of Todd Dagues.

Indemnification of Motorola; Escrow Agreement (see page 51)

The merger agreement provides that 10% of the Motorola common stock that any RiverDelta stockholder is otherwise entitled to receive in the merger will be deposited in escrow with an escrow agent as soon as practicable after the closing date of the merger.

Upon approval of the merger agreement and the merger, and upon their receipt of the merger consideration, the RiverDelta stockholders have agreed to indemnify Motorola and its directors, officers,

10

employees, agents and advisors from and against any and all damages and liabilities (including reasonable legal fees) arising out of:

- . any breach in any representation or warranty made by RiverDelta in the merger agreement or in any certificate delivered pursuant to the merger agreement;
- . any breach or default by RiverDelta of any of the covenants or agreements given or made by it in the merger agreement or in any certificate delivered pursuant to the merger agreement; or
- . certain other matters described in the disclosure schedule to the merger agreement.

With respect to claims for indemnification, Motorola may not seek indemnification from the RiverDelta stockholders until the aggregate amount of all damages for which Motorola is seeking indemnification is at least \$350,000 and the RiverDelta stockholders are then liable for the amount of any such damages in excess of \$250,000. The escrow fund will terminate on the eighteenth-month anniversary of the closing date of the merger.

Credit Agreement (see page 54)

On July 11, 2001, in connection with the merger agreement, Motorola and RiverDelta entered into a credit agreement pursuant to which Motorola will provide RiverDelta with loans of up to \$35 million to fund its working capital requirements pending the closing of the merger. The loans extended under the credit agreement will accrue interest at a rate of 10% per annum, but interest is not payable in cash until the maturity of the loans.

The loans and interest are due and payable on the earlier of (a) July 11, 2002 and (b) the date of termination of Motorola's loan commitment due to an event of default.

Original Equipment Manufacturer Agreement (see page 55)

Independent of the merger, RiverDelta and Motorola entered into an original equipment manufacturer agreement on August 1, 2001, pursuant to which RiverDelta will manufacture, test, deliver and sell data communications

## Edgar Filing: MOTOROLA INC - Form S-4

products of its design and manufacture to Motorola and provide support for such products.

Additional Proposals (see page 56)

In connection with the merger agreement and the merger, it is proposed that RiverDelta amend the RiverDelta restated certificate of incorporation to increase the total number of shares of authorized capital stock of RiverDelta to 85,860,000, by increasing the number of authorized shares of RiverDelta preferred stock to 13,860,000, and to designate 6,500,000 shares of preferred stock as Series B preferred stock.

Holdings of RiverDelta Series A preferred stock will also be asked, in lieu of receiving their liquidation preference of \$1.359 per share of Series A preferred stock, to elect to be deemed to have converted all shares of Series A preferred stock into shares of common stock immediately prior to the effective time of the merger.

Forward-Looking Statements (see page 72)

Motorola and RiverDelta have made forward-looking statements in this proxy statement/prospectus and in the documents to which we have referred you. These statements are subject to risks and uncertainties, and therefore may not prove to be correct. Forward-looking statements include assumptions as to how Motorola may perform after the merger and, accordingly, it is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or, if any of them do transpire or occur, what impact they will have on the results of operations and financial condition of Motorola or the price of its stock. See "Special Note Regarding Forward-Looking Statements" on page 72 for further details.

When we use words like "believes," "expects," "anticipates" or similar expressions, we are making forward-looking statements. For those statements, Motorola and RiverDelta claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

11

### SUMMARY SELECTED FINANCIAL INFORMATION

#### Motorola Selected Historical Consolidated Financial Data

The selected historical consolidated financial data of Motorola as of December 31, 2000 and 1999 and for the years ended December 31, 2000, 1999 and 1998 have been derived from consolidated financial statements of Motorola. These consolidated financial statements have been audited by KPMG LLP, independent auditors, and are incorporated by reference into this proxy statement/prospectus. The selected historical consolidated financial data of Motorola as of December 31, 1998 and for the year ended December 31, 1997 have been derived from audited consolidated financial statements of Motorola previously filed with the Securities and Exchange Commission, but are not incorporated by reference in this proxy statement/prospectus. The selected historical consolidated financial data of Motorola as of December 31, 1997 and 1996 and for the year ended December 31, 1996 have been derived from audited consolidated financial statements of Motorola and General Instrument Corporation (merged on January 5, 2000 and accounted for as a pooling of interests), previously filed with the Securities and Exchange Commission, but are not incorporated by reference in this proxy statement/prospectus. The selected historical consolidated financial data as of June 30, 2001 and for the six months ended June 30, 2001 and July 1, 2000, have been derived from

## Edgar Filing: MOTOROLA INC - Form S-4

unaudited condensed consolidated financial statements filed with the SEC and are incorporated by reference herein and, in the opinion of management, contain all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of Motorola's financial position and results of operations as of and for such periods. Operating results for the six months ended June 30, 2001 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2001. This information is qualified in its entirety by, and should be read in conjunction with, the consolidated financial statements, the notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" for Motorola incorporated by reference in this proxy statement/prospectus.

	For the Six Months Ended		For the Year Ended December 31,				
	June 30, 2001	July 1, 2000	2000	1999	1998	1997	1996
	(in millions, except per share data)						
Consolidated Statements of Operations Data:							
Net sales.....	\$15,274	\$18,023	\$37,580	\$33,075	\$31,340	\$31,498	\$29,657
Cost and expenses:							
Manufacturing and other costs of sales.....	11,154	10,708	23,628	20,631	19,396	18,532	17,854
Selling, general and administrative expenses.....	1,999	2,610	5,141	5,220	5,807	5,443	4,891
Research and development expenditures.....	2,258	2,122	4,437	3,560	3,118	2,930	2,572
Depreciation expense...	1,216	1,126	2,352	2,243	2,255	2,394	2,367
Reorganization of businesses.....	860	--	596	(226)	1,980	327	--
Other charges.....	394	416	517	1,406	109	--	249
Interest expense, net..	188	101	248	138	215	136	211
Gains on sales of investments and businesses.....	(1,356)	(120)	(1,570)	(1,180)	(260)	(70)	(113)
Total costs and expenses.....	\$16,713	\$16,963	\$35,349	\$31,792	\$32,620	\$29,692	\$28,031
Earnings (loss) before income taxes.....	(1,439)	1,060	2,231	1,283	(1,280)	1,806	1,626
Income tax provision (benefit).....	(147)	408	913	392	(373)	642	568
Net earnings (loss)....	\$(1,292)	\$ 652	\$ 1,318	\$ 891	\$ (907)	\$ 1,164	\$ 1,058
Per Share Data:							
Net earnings (loss) per common share(/1/)							
Basic.....	\$ (0.59)	\$ 0.30	\$ 0.61	\$ 0.42	\$ (0.44)	\$ 0.57	\$ 0.52
Diluted.....	\$ (0.59)	\$ 0.29	\$ 0.58	\$ 0.41	\$ (0.44)	\$ 0.56	\$ 0.51
Weighted average common shares outstanding(/1/)							
Basic.....	2,198.8	2,156.0	2,170.1	2,119.5	2,071.1	2,040.9	2,031.6
Diluted.....	2,198.8	2,254.2	2,256.6	2,202.0	2,071.1	2,091.2	2,081.0
Dividends declared per share(/2/).....							
	\$ 0.08	\$ 0.08	\$ 0.16	\$ 0.16	\$ 0.16	\$ 0.16	\$ 0.15

-----  
(/1/The)1996 through 1999 amounts are restated to reflect the June 1, 2000 3-



## Edgar Filing: MOTOROLA INC - Form S-4

for-1 stock split.  
 (/2/Dividends)declared per share for 1996 through 1999 represent dividends on  
 Motorola common stock outstanding prior to the General Instrument merger.

12

		December 31,					
June 30, 2001	July 1, 2000	2000	1999	1998	1997	1996	
(in millions)							
Consolidated Balance Sheets:							
Total assets.....	\$38,728	\$45,641	\$42,343	\$40,489	\$30,951	\$28,954	\$25,665
Working capital.....	6,589	5,220	3,628	4,679	2,532	4,597	3,696
Long-term debt and redeemable preferred securities.....	7,299	3,570	4,778	3,573	2,633	2,144	1,931
Total debt and redeemable preferred securities.....	11,281	8,439	11,169	6,077	5,542	3,426	3,328
Total stockholders' equity.....	16,301	21,473	18,612	18,693	13,913	14,487	12,843

### Motorola Per Share Data

The following table sets forth certain historical per share data of Motorola for the six months ended June 30, 2001 and the year ended December 31, 2000.

	For the Six Months Ended June 30, 2001	For the Year Ended December 31, 2000
	(unaudited)	(unaudited)
Motorola historical per share data		
Income (loss) per common share, basic.....	\$(0.59)	\$0.61
Income (loss) per common share, diluted.....	(0.59)	0.58
Book value per share(/1/).....	7.37	8.49

-----  
 (/1/Historical)book value per share is computed by dividing total stockholders' equity by the number of shares of common stock outstanding at the end of each period.

### Market Price and Dividend Information

Motorola common stock is currently traded on the New York Stock Exchange, or NYSE, under the symbol "MOT". Motorola common stock is also listed and trades on the Chicago, London and Tokyo stock exchanges.

The following table sets forth the high and low sale prices for a share of Motorola common stock and the dividends declared for the periods indicated. The

## Edgar Filing: MOTOROLA INC - Form S-4

prices for Motorola common stock are as reported on the NYSE Composite Transaction Tape, based on published financial sources.

	Motorola Common Stock(/1/)		
	High	Low	Cash Dividend Per Share (/2/)
Calendar Year 1999			
First Quarter.....	\$25.79	\$20.85	\$.04
Second Quarter.....	33.04	24.58	.04
Third Quarter.....	33.83	27.33	.04
Fourth Quarter.....	49.83	28.33	.04
Calendar Year 2000			
First Quarter.....	\$61.54	\$39.26	\$.04
Second Quarter.....	52.55	28.61	.04
Third Quarter.....	39.67	27.20	.04
Fourth Quarter.....	29.76	15.78	.04
Calendar Year 2001			
First Quarter.....	\$25.06	\$13.93	\$.04
Second Quarter.....	17.00	10.50	.04
Third Quarter (through August 14, 2001)....	19.40	15.37	.04

-----  
 (/1/Reflects)the June 1, 2000 3-for-1 stock split.

(/2/The)1999 amounts represent dividends per share on Motorola common stock outstanding prior to the General Instrument merger.

13

The following table lists the closing prices per share of Motorola common stock as reported on the NYSE on:

- . July 30, 2001, the last full trading day prior to public announcement of the merger agreement; and
- . August 14, 2001, the last full trading day for which closing prices were available at the time of the printing of this proxy statement/prospectus.

	Motorola Common Stock
July 30, 2001.....	\$19.03
August 14, 2001.....	\$18.41

We urge RiverDelta stockholders to obtain current market quotations for Motorola common stock. We cannot give any assurance as to the future prices or markets for Motorola common stock.

RiverDelta's capital stock is not listed for trading on any exchange or automated quotation service. As of the record date, there were approximately [        ] holders of record of RiverDelta capital stock. RiverDelta has never declared or paid cash dividends on its common stock and does not plan to pay

## Edgar Filing: MOTOROLA INC - Form S-4

any cash dividends prior to the merger.

14

### RISK FACTORS

You should carefully consider the following important factors, in addition to the other information included and incorporated by reference in this proxy statement/prospectus, to determine whether to vote for the proposals relating to the merger. See "Where You Can Find More Information" on page 73.

#### Risks Relating to the Merger

RiverDelta's stockholders may never receive the shares of Motorola common stock placed in escrow. Under the merger agreement and an escrow agreement, 10% of the Motorola common stock that RiverDelta stockholders would otherwise be entitled to receive in the merger will be deposited in an escrow account to secure the indemnification obligations of the RiverDelta stockholders under the merger agreement or to be delivered to Motorola to the extent that there is a reduction in the purchase price based on the post-closing audit adjustment. The escrow account will terminate eighteen months after the date of the merger. If Motorola makes no claims for indemnification, or there is no reduction in the purchase price based on the post-closing audit adjustment, all of the shares held in escrow will be released to the RiverDelta stockholders within five business days after such termination date. However, Motorola may make claims against the shares held in escrow for damages and liabilities (including reasonable legal fees) arising out of:

- . any breach in any representation or warranty made by RiverDelta in the merger agreement or in any certificate delivered pursuant to the merger agreement;
- . any breach or default by RiverDelta of any of the covenants or agreements given or made by it in the merger agreement or in any certificate delivered pursuant to the merger agreement; or
- . certain other matters described in the disclosure schedule to the merger agreement.

Moreover, the purchase price paid by Motorola is subject to a purchase price adjustment based on a post-closing audit. This may reduce the number of shares of Motorola stock released to the RiverDelta stockholders.

There can be no assurance that the RiverDelta stockholders will receive any of the shares held in the escrow account should they be required to indemnify Motorola, or to satisfy the reduction in the purchase price based on the post-closing audit adjustment, under the terms of the merger agreement.

The actual number of shares of Motorola common stock to be issued for each share of RiverDelta common or preferred stock will be determined based on the average trading price for the twenty trading days ending two trading days prior to the date of the merger. Because the exchange ratios will not be adjusted after the date of determination, the value of the Motorola common stock when issued in the merger may be lower than the average trading value used to calculate the exchange ratio.

These variations may be the result of various factors including:

- . changes in the business, operations or prospects of Motorola;
- . governmental or regulatory considerations; and

## Edgar Filing: MOTOROLA INC - Form S-4

. general stock market and economic conditions.

Conditions to the merger may not be satisfied. The merger agreement contains conditions that, if not satisfied or waived, would result in the merger not occurring, even though the RiverDelta stockholders may have approved it. We cannot assure you that all of the closing conditions to the merger will be satisfied, that any unsatisfied conditions will be waived or that the merger will occur. If the merger does not occur, expenses incurred by RiverDelta that are not reimbursed by Motorola could have a material adverse effect on the financial and operating results of RiverDelta.

15

RiverDelta may lose an opportunity to enter into a merger or business combination with another party on more favorable terms because of provisions in the merger agreement that prohibit RiverDelta from entering into such transactions or soliciting such proposals. While the merger agreement is in effect, RiverDelta is prohibited from entering into or soliciting, initiating or encouraging any inquiries or proposals that may lead to a proposal or offer to enter into certain transactions, such as a merger, sale of assets or other business combination, with any person other than Motorola. As a result of this prohibition, RiverDelta may lose an opportunity to enter into a transaction with another potential partner on more favorable terms.

If the merger is not completed, RiverDelta may be unable to attract another strategic partner on equivalent or more attractive terms than those being offered by Motorola. If the merger agreement is terminated and the RiverDelta board of directors determines that it is in the best interests of the RiverDelta stockholders to seek a merger or business combination with another strategic partner, RiverDelta cannot assure you that it will be able to find a partner offering terms equivalent to or more attractive than the price and terms offered by Motorola in the merger.

The price of Motorola common stock may be affected by factors different from those affecting the value of RiverDelta stock. Upon completion of the merger, RiverDelta stockholders will become Motorola common stockholders. Motorola's business differs from that of RiverDelta, and Motorola's results of operations, as well as the price of Motorola common stock, may be affected by factors different from those affecting RiverDelta's results of operations and the value of RiverDelta stock. For a discussion of Motorola's business and certain factors to consider in connection with its business, see Motorola's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and Motorola's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2001, each of which is incorporated by reference in this proxy statement/prospectus.

Some of RiverDelta's directors and officers have interests that differ in several respects from RiverDelta stockholders. In considering the recommendation of the RiverDelta board of directors to approve the merger agreement and the merger, you should consider that some of RiverDelta's directors and officers have interests that differ from, or are in addition to, their interests as RiverDelta stockholders generally. These interests include benefits provided to them by Motorola under retention agreements, the continuation of certain indemnification arrangements and the ownership of certain subordinated convertible promissory notes.

Clients of Motorola and/or RiverDelta may delay or cancel contracts as a result of concerns over the merger. The announcement and closing of the merger could cause clients and potential clients of Motorola and RiverDelta to delay or cancel contracts as a result of client concerns and uncertainty over the combined company's offerings, personnel or services. Such a delay or

## Edgar Filing: MOTOROLA INC - Form S-4

cancellation could have a material adverse effect on the business, operating results and financial condition of Motorola and RiverDelta.

### Risks Related to RiverDelta

As a stand-alone company, RiverDelta's business is subject to numerous risks and uncertainties, including those described below. RiverDelta's stockholders should understand that these and other risks will continue to apply to RiverDelta's business if the merger is not consummated.

RiverDelta has a history of losses and expects to incur future losses. Since its inception in March 1999, RiverDelta has not achieved profitability. As RiverDelta only began to recognize revenues during the fourth quarter of 2000, RiverDelta cannot assure you that its revenue will continue to grow or that it will realize sufficient revenue to achieve profitability. RiverDelta has incurred cumulative net losses of approximately \$76.3 million from inception through June 30, 2001, including losses of approximately \$7.3 million for fiscal year 1999, \$41.7 million for fiscal year 2000 and \$27.3 million for the six months ended June 30, 2001. If the merger with Motorola is not consummated, RiverDelta would expect to increase its operating expenses to expand its sales and marketing activities, develop new distribution channels, fund increased levels of research and development and build its operational infrastructure. If RiverDelta's future revenue does not increase substantially, these increased expenditures would have a materially adverse effect on RiverDelta's future business, results of operations and financial condition.

16

RiverDelta will need additional financing. If the merger with Motorola is not consummated and RiverDelta continues as a stand-alone company, RiverDelta will not have sufficient cash resources to continue its business operations as they are now being conducted without obtaining significant additional debt and/or equity funds to provide working capital for RiverDelta's continuing operations. While RiverDelta believes that it would be able to raise the funds required to finance its operations as a stand-alone company, it cannot assure you that the required funds would be available when needed or that they can be obtained on terms favorable to RiverDelta. If the required funds cannot be obtained, RiverDelta could be forced to revise its business plans, including possible curtailment of its future business operations, reduction of its planned future growth or a combination with another company on terms less favorable than the terms governing RiverDelta's merger with Motorola.

Market acceptance of RiverDelta's broadband and optical services routers and platform is not assured and may not be achieved. If RiverDelta's broadband and optical services routers and platform do not achieve market acceptance, or if market acceptance occurs more slowly than expected, RiverDelta's ability to increase its revenues and achieve profitability could be harmed. The success of RiverDelta's product depends, in part, on the ability to make potential customers recognize the advantages and cost-effectiveness of the products. In addition, many of RiverDelta's customers and potential customers have long-standing relationships with suppliers of competing technologies and network architectures that have already achieved a degree of market acceptance. If RiverDelta's broadband and optical services routers and platform do not quickly achieve sufficient customer acceptance, RiverDelta may be unable to attract additional users to generate the volume of business necessary for widespread acceptance of its products.

17

THE COMPANIES

## Edgar Filing: MOTOROLA INC - Form S-4

### Motorola

Motorola is a global leader in providing integrated communications solutions and embedded electronic solutions. These include:

- . software-enhanced wireless telephone, two-way radio and messaging products and systems, as well as networking and Internet-access products, for consumers, network operators and commercial, government and industrial customers;
- . end-to-end systems for the delivery of interactive digital video, voice and high-speed data solutions for broadband operators;
- . embedded semiconductor solutions for customers in the networking and computing, transportation, wireless communications and digital consumer/home networking markets; and
- . embedded electronic systems for automotive, industrial, transportation, navigation, communications and energy systems markets.

Motorola's worldwide sales in 2000 were \$37.6 billion.

Motorola's Broadband Communications Sector designs, manufactures and sells digital and analog systems and set-top terminals for wired and wireless cable television networks; high speed data products, including DOCSIS cable modems, as well as emerging Internet Protocol (IP)-based telephony products; hybrid fiber/coaxial network transmission systems used by cable television operators; digital satellite television systems for programmers; direct-to-home (DTH) satellite networks and private networks for business communications, and high-definition digital broadcast products for the cable and broadcast industries.

The Broadband Communications Sector's products are marketed primarily to cable television operators, satellite television programmers, and other communications providers worldwide. Motorola is a Delaware corporation and the shares of Motorola common stock primarily trade on the New York Stock Exchange under the symbol "MOT".

Motorola's principal executive offices are located at 1303 East Algonquin Road, Schaumburg, Illinois 60196, and its telephone number is (847) 576-5000.

Additional information regarding Motorola is included in Motorola's reports filed under the Securities Exchange Act of 1934 that are incorporated by reference in this document. See "Where You Can Find More Information" on page 73. Additional information concerning Motorola can also be found at Motorola's website at [www.motorola.com](http://www.motorola.com).

### RiverDelta

RiverDelta designs, develops and markets Internet Protocol, or IP, edge routing, aggregation and service delivery solutions for broadband, or cable, service providers. RiverDelta's products enable broadband service providers to offer high-quality voice, high-speed data and enhanced broadband services to their business and residential customers.

RiverDelta sells its products to broadband service providers, broadband equipment manufacturers and systems integrators. RiverDelta is in customer trials with leading broadband service providers such as Adelphia, Armstrong Cable, Comcast, Cox Communications, Insight Communications and Time Warner. As of July 27, 2001, customers deploying RiverDelta's products included Armstrong Cable, Conway Corporation, Cox Communications and Insight Communications.

RiverDelta provides an end-to-end solution comprised of multiple next-generation products designed to address the requirements of broadband service providers. RiverDelta's broadband services router, or BSR 64000, provides a flexible, high capacity, fully redundant platform for broadband service delivery through a full suite of high-speed access and transport interfaces, including DOCSIS, ATM/Packet-Over-SONET (ATM/POS) and Gigabit-Ethernet. RiverDelta's BSR 1000 broadband services router provides a medium capacity DOCSIS cable modem termination system and IP edge router that connects business and residential customers to the Internet using cable broadband access technologies. RiverDelta's optical services router, or OSR 2000, is a compact, cost-effective, high-performance, IP edge routing solution that connects optical regional and metropolitan area networks with high-performance access and local area networks. RiverDelta's RiverGuide Service Creation Environment (SCE) platform integrates with its BSR 64000, BSR 1000 and OSR 2000 to define and deploy managed IP services.

RiverDelta currently has approximately 206 employees. RiverDelta has two facilities located in Tewksbury, Massachusetts, one with executive offices and research and development laboratories and the other with manufacturing facilities, administrative offices and a sales office. RiverDelta also has sales offices located in Englewood, Colorado, Newport Beach, California, Freehold, New Jersey, and Basingstoke, United Kingdom. RiverDelta leases all of its facilities.

RiverDelta Networks, Inc. was incorporated in Delaware as Packet View, Inc. on July 23, 1998. RiverDelta is a privately held corporation with approximately 158 stockholders and one wholly-owned subsidiary, RiverDelta Networks International, Inc.

RiverDelta's principal executive offices are located at 3 Highwood Drive East, Tewksbury, Massachusetts 01876, and its telephone number is (978) 858-2300.

#### THE RIVERDELTA SPECIAL MEETING

We are furnishing this proxy statement/prospectus to RiverDelta stockholders in connection with the solicitation of proxies from RiverDelta stockholders for use at the special meeting of RiverDelta stockholders to be held on [            ], 2001 and at any adjournment or postponement of the meeting. We are also furnishing this proxy statement/prospectus to RiverDelta stockholders as a prospectus in connection with the issuance by Motorola of shares of Motorola common stock in the merger.

#### Date, Time and Place

The special meeting will be held on [            ], 2001, at 10:00 a.m. local time, at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111.

#### Matters to be Considered at the Special Meeting

At the special meeting of RiverDelta stockholders, and any adjournment of the special meeting, RiverDelta stockholders will be asked:

- . to consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger by and among Motorola, Bayou Merger Sub, Inc. and

## Edgar Filing: MOTOROLA INC - Form S-4

RiverDelta, dated as of July 11, 2001, and the merger under which RiverDelta will become a wholly-owned subsidiary of Motorola, as a result of which Todd Dagres will be appointed as the stockholders' representative under the merger agreement;

- . to consider and vote upon a proposal to amend the restated certificate of incorporation of RiverDelta in order to increase the total number of shares of authorized capital stock of RiverDelta to 85,860,000 by increasing the number of authorized shares of RiverDelta preferred stock to 13,860,000, and to designate 6,500,000 shares of preferred stock as Series B preferred stock;
- . to consider and vote upon a proposal for the holders of Series A preferred stock to elect to be deemed to have converted all shares of Series A preferred stock into shares of RiverDelta common stock immediately prior to the effective time of the merger; and
- . to consider and transact such other matters which may properly come before the special meeting or any and all adjournments thereof.

### Board of Directors Recommendation

The RiverDelta board of directors has unanimously approved the merger and the merger agreement and determined that the terms of the merger and the merger agreement are advisable and fair to, and in the best interests of, RiverDelta and its stockholders. The RiverDelta board of directors unanimously recommends a vote "FOR" approval of the merger agreement and the merger and "FOR" approval of each other proposal to be considered at the special meeting.

### Record Date

The RiverDelta board of directors fixed the close of business on [            ], 2001 as the record date for the special meeting. Accordingly, only stockholders of record of RiverDelta stock at the close of business on [            ], 2001 are entitled to notice of and to vote at the special meeting.

### Quorum

The presence at the special meeting, either in person or by proxy, of a majority of the RiverDelta shares issued and outstanding on the record date is necessary to constitute a quorum to transact business at that meeting. If a quorum is not present, it is expected that the special meeting will be adjourned or postponed in order to solicit additional proxies. Abstentions will be counted for the purpose of determining whether a quorum is present. Because certain officers, directors and stockholders of RiverDelta have entered into a voting agreement (see page 50) with Motorola, a quorum will be present.

20

### Stockholders Entitled to Vote

At the close of business on the record date, [            ], 2001, there were [            ] shares of RiverDelta common stock outstanding and entitled to vote held by [            ] stockholders of record. At the close of business on the record date, there were 7,358,358 shares of RiverDelta Series A preferred stock outstanding and entitled to vote held by 15 stockholders of record. At the close of business on the record date, there were 2,956,988 of RiverDelta Series B preferred stock outstanding and entitled to vote held by 13 stockholders of record.

The holders of RiverDelta common stock are entitled to cast one vote for



## Edgar Filing: MOTOROLA INC - Form S-4

each share of common stock they hold on each matter submitted to the common stockholders for a vote at the special meeting. The holders of RiverDelta Series A preferred stock are entitled to cast three votes for each share of RiverDelta Series A preferred stock that they hold. The holders of RiverDelta Series B preferred stock are entitled to cast one and one-half votes for each share of Series B preferred stock that they hold.

### Vote Required

Approval and adoption of the merger agreement and the merger requires the affirmative vote of the holders of a majority of the RiverDelta common stock and Series A and Series B preferred stock outstanding on the record date on an as converted basis, voting together as a single class.

The approval of the amendment to RiverDelta's restated certificate of incorporation requires the approval of a majority of the outstanding shares of RiverDelta common stock and RiverDelta Series A and Series B preferred stock on the record date on an as converted basis, voting together as a single class. The approval of the election by the holders of shares of RiverDelta Series A preferred stock to be deemed to have converted all shares of RiverDelta Series A preferred stock into RiverDelta common stock immediately prior to the closing of the merger will require the approval of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of RiverDelta Series A preferred stock on the record date, voting as a separate class.

At the close of business on the record date, [ ]% of the outstanding shares of RiverDelta common stock and Series A and Series B preferred stock on an as converted basis, and [ ]% of the outstanding shares of RiverDelta Series A preferred stock were held by directors and officers of RiverDelta and their affiliates. All of the shares beneficially owned by the directors of RiverDelta, two of whom are executive officers, are subject to a voting agreement to vote the shares in favor of the approval and adoption of the merger agreement.

Failure to vote and abstentions will not be deemed to be cast either "FOR" or "AGAINST" the merger agreement and the merger or any other proposal. However, because approval and adoption of the merger agreement and the merger and each other proposal requires the affirmative vote of the holders of the requisite majority or supermajority of the outstanding RiverDelta shares, the failure to vote and abstentions will have the same effect as a vote "AGAINST" the merger agreement and the merger and each other proposal.

### Voting Agreement

On July 11, 2001, certain stockholders of RiverDelta, including certain officers and directors of RiverDelta, entered into a voting agreement, pursuant to which, among other things, they agreed to vote their shares of RiverDelta stock "FOR" approval of the merger agreement and the merger and otherwise in such manner as may be necessary to consummate the merger. A copy of the voting agreement is attached as Appendix B to this proxy statement/prospectus. Each of these stockholders has also granted an irrevocable proxy and a power of attorney to Motorola representatives to vote his, her or its shares of RiverDelta stock "FOR" approval of the merger agreement and the merger and in such other manner as may be necessary to consummate the merger. On the record date, the RiverDelta stockholders that are parties to the voting agreement collectively owned and were entitled to vote approximately:

- . 64.2% of the outstanding shares of RiverDelta common stock and Series A and Series B preferred stock on an as converted basis, voting together as a single class; and

## Edgar Filing: MOTOROLA INC - Form S-4

- . 90% of the shares of outstanding RiverDelta Series A preferred stock, voting as a separate class.

### Proxies

All shares represented by properly executed proxy cards received in time for the special meeting will be voted at the special meeting in the manner specified by the holders. Properly executed proxy cards that do not contain voting instructions with respect to approval of the merger agreement and the merger and each other proposal presented at the special meeting will be voted "FOR" approval of the merger agreement and the merger and each other proposal.

Shares of RiverDelta stock represented at the special meeting but not voting, including shares of RiverDelta stock for which proxy cards have been received but for which holders of shares have abstained, will be treated as present at the special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business.

Only shares affirmatively voted for approval of the merger agreement and the merger and each other proposal presented at the special meeting, including properly executed proxy cards that do not contain voting instructions, will be counted as favorable votes for such proposals.

The persons named as proxies by a stockholder may propose and vote for one or more adjournments of the special meeting, including adjournments to permit further solicitations of proxies. No proxy voted against the proposals to be presented at the special meeting will be voted in favor of any adjournment or postponement.

### Revocability of Proxies

You may revoke your proxy at any time prior to its use:

- . by delivering to the secretary of RiverDelta at the address set forth below a signed notice of revocation or a later-dated, signed proxy card; or
- . by attending the special meeting and voting in person.

Attendance at the special meeting is not in itself sufficient to revoke a proxy.

All written notices of revocation and other communications with respect to revocation of proxies should be addressed to RiverDelta Networks, Inc., 3 Highwood Drive East, Tewksbury, Massachusetts 01876, Attention: Secretary. A proxy appointment will not be revoked by death or incapacity of the RiverDelta stockholder executing the proxy card unless, before the shares are voted, notice of such death or incapacity is filed with RiverDelta's secretary or other person responsible for tabulating votes on RiverDelta's behalf.

### Solicitation of Proxies and Expenses

RiverDelta will pay the cost of soliciting proxies from its stockholders. In addition to solicitation by mail, RiverDelta's directors, officers and employees may solicit proxies by telephone, fax, e-mail, telegram or in person.

Please do not send stock certificates with your proxy card. A transmittal form with instructions concerning the surrender of RiverDelta stock certificates will be mailed to you by Motorola's exchange agent promptly after completion of the merger.

## Edgar Filing: MOTOROLA INC - Form S-4

### Dissenters' Rights to Appraisal

If you do not wish to accept Motorola common stock in the merger, you have the right under Delaware law to have the fair value of your RiverDelta shares determined by the Delaware Chancery Court. This right to

22

appraisal is subject to a number of restrictions and technical requirements. Generally, in order to exercise your appraisal rights:

- . you must send a written demand to RiverDelta for appraisal in compliance with Delaware law before the vote on the merger;
- . you must not vote in favor of the merger; and
- . you must continuously hold your RiverDelta stock from the date you make the demand for appraisal through the closing of the merger.

Merely voting against the merger will not protect your rights to an appraisal. Appendix C to this proxy statement/prospectus contains a copy of the Delaware statute governing appraisal rights. Failure to follow all the steps required by Delaware law will result in the loss of your rights to appraisal. The Delaware law requirements for exercising appraisal rights are described in further detail beginning on page 33. See "The Merger--Statutory Appraisal Rights" on page 33 and "The Merger--Appraisal Rights Procedures" on page 33.

23

### THE MERGER

This section of the proxy statement/prospectus, as well as the next section titled "The Merger Agreement" beginning on page 37, describes certain aspects of the proposed merger. These sections highlight key information about the merger agreement and the merger, but they may not include all the information that a stockholder would like to or should know. The merger agreement is attached as Appendix A-1 to this proxy statement/prospectus (a minor amendment to the merger agreement is attached as Appendix A-2 to this proxy statement/prospectus). We urge you to read the merger agreement in its entirety.

#### Structure of the Merger

If the merger is adopted by the holders of a majority of the outstanding RiverDelta common and Series A and Series B preferred shares on an as converted basis, voting together as a single class, and by sixty-six and two-thirds (66 2/3%) of the outstanding RiverDelta Series A preferred shares, voting as a separate class, and the other conditions to the merger are satisfied, Bayou Merger Sub, Inc., a wholly-owned subsidiary of Motorola, formed for the purpose of the merger, will merge with and into RiverDelta, with RiverDelta being the surviving corporation in the merger and becoming a wholly-owned subsidiary of Motorola.

#### Background

In April of 2000, representatives of Motorola and RiverDelta had preliminary discussions concerning a possible relationship between the two companies.

Between April 2000 and September 2000, RiverDelta had preliminary discussions with several large broadband network equipment manufacturers about

## Edgar Filing: MOTOROLA INC - Form S-4

a possible acquisition of RiverDelta.

In two separate meetings in July 2000 and August 2000, representatives from Motorola and RiverDelta held preliminary discussions regarding a potential transaction between the two companies.

In September of 2000, Richard C. Smith and Daniel Moloney, of Motorola, met with David Callan, Mike Brown and Todd Dagres, a director of RiverDelta and a general partner of Battery Ventures, in Tewksbury, Massachusetts, to discuss a possible acquisition of RiverDelta by Motorola. These discussions did not lead to agreement on the terms of a potential acquisition, and discussions were terminated.

On September 28, 2000, RiverDelta retained Credit Suisse First Boston as its financial advisor with respect to a possible acquisition of RiverDelta.

In December of 2000, Richard C. Smith, Daniel Moloney and Ed Breen, of Motorola, met with David Callan and Mike Brown, of RiverDelta, in Horsham, Pennsylvania, to discuss a possible acquisition of RiverDelta by Motorola. These discussions did not lead to agreement on the terms of a potential acquisition.

In April of 2001, as part of a review of the strategic plan for Motorola's Broadband Communications Sector, the board of directors of Motorola discussed RiverDelta as a potential acquisition candidate.

In April of 2001, representatives of the parties met in Horsham, Pennsylvania, to re-engage in discussions regarding a possible acquisition of RiverDelta by Motorola. Over the next several weeks, the parties held periodic discussions regarding the possible combination.

On May 22, 2001, Motorola presented RiverDelta with term sheets outlining the general terms of a proposed acquisition, together with proposed terms regarding a bridge credit facility. Detailed due diligence and discussions regarding the term sheets continued periodically thereafter.

On June 18, 2001, Motorola provided a draft definitive merger agreement to RiverDelta, and, on June 19, 2001, Motorola provided a draft definitive credit agreement. Over the next several weeks, Motorola and RiverDelta and their representatives negotiated the terms of the merger agreement and credit agreement.

On June 21, 2001, the RiverDelta board of directors held a special meeting at which the board discussed the terms of the proposed merger with representatives of RiverDelta's counsel.

24

On July 9, 2001, the RiverDelta board of directors had two special meetings via teleconference. At each of the two meetings, representatives of RiverDelta's counsel and Credit Suisse First Boston discussed the terms and conditions of the merger and the status of the Motorola negotiations. Counsel also answered questions from the board at each of the meetings.

On July 10, 2001, the RiverDelta board of directors again held a special meeting via teleconference with RiverDelta's counsel and Credit Suisse First Boston participating. At that meeting, the RiverDelta board of directors reviewed discussion materials prepared by Credit Suisse First Boston with regard to Motorola's offer and engaged in a detailed discussion of the merits of the proposed transaction to RiverDelta's stockholders, including the reasons set forth under "RiverDelta's Reasons for the Merger" below. Counsel also

## Edgar Filing: MOTOROLA INC - Form S-4

answered questions from the board. Following the discussion, RiverDelta's board authorized management to execute a definitive merger agreement, credit agreement and related agreements.

On July 11, 2001, the merger agreement was executed by Motorola, Bayou Merger Sub, Inc. and RiverDelta. In connection with the execution of the merger agreement, certain stockholders entered into a voting agreement, pursuant to which they agreed, among other things, to vote their shares of RiverDelta stock in favor of the merger. Additionally, RiverDelta and Motorola executed a definitive credit agreement.

Shortly after execution of the merger agreement, Motorola formally solicited the unanimous written consent of the Motorola board of directors to approve the merger agreement and the merger. This approval was obtained during the week ending July 29, 2001.

On July 30, 2001, after the close of trading on the New York Stock Exchange, Motorola issued a press release announcing the proposed merger.

### Motorola's Reasons for the Merger

Motorola is making the acquisition to enhance its current Cable Modem Termination Systems (CMTS) product line. Motorola currently provides a modular CMTS product line that is very well-suited for small to medium headends, with emphasis on advanced VoIP protocols and high-availability capabilities. Right now, Motorola's broadband operator customers deploy CMTSs across their regions and tie them together with additional routers. RiverDelta provides a platform that addresses the needs of large, high-density headends, and more importantly, supports an extensive suite of routing protocols and Wide-Area-Network interfaces. The acquisition of RiverDelta is expected to broaden Motorola's product line coverage across all system sizes and into regional IP network applications.

### RiverDelta's Reasons for the Merger

In reaching its decision to approve the merger agreement and the merger and to recommend approval of the merger agreement by RiverDelta stockholders, the RiverDelta board of directors consulted with its management team and advisors and independently considered the proposed merger agreement and the transactions contemplated by the merger agreement. The following discussion of the factors considered by the RiverDelta board of directors in making its decision is not intended to be exhaustive but includes all material factors considered by the RiverDelta board of directors.

The RiverDelta board of directors considered and reviewed with management the following factors as reasons that the merger will be beneficial to RiverDelta and its stockholders:

- . the belief that the merger would enable RiverDelta to capitalize on Motorola's extensive international and domestic sales, marketing, and distribution expertise and resources, thereby increasing the visibility and accessibility of RiverDelta's products;
- . the belief that the merger would permit RiverDelta to utilize Motorola's research and development resources and complementary hardware and software technology to enable RiverDelta to accelerate its development activities;

- . the strategic fit of combining RiverDelta's broadband services routing

## Edgar Filing: MOTOROLA INC - Form S-4

expertise with that of Motorola's as well as Motorola's extensive product lines in transmission systems and set-top terminals for wired and wireless cable television networks and in high speed data products, such as DOCSIS cable modems, providing RiverDelta's OEM customers an easier design capability for their products and providing RiverDelta's service provider customers a complete broadband solution;

- . the expected qualification of the merger as a reorganization under Section 368(a) of the Internal Revenue Code; and
- . the liquidity that the transaction would provide in light of the consideration being shares of Motorola common stock, which are publicly traded securities on the New York Stock Exchange and are more readily marketable than shares of RiverDelta stock (see "Risk Factors" on page 15 and "The Merger--Resale of Motorola Common Stock" on page 36).

In the course of its deliberations, the RiverDelta board of directors reviewed with RiverDelta management and RiverDelta's legal and financial advisors a number of additional factors that the RiverDelta board of directors deemed relevant to the merger, including, but not limited to:

- . the strategic importance to RiverDelta of the proposed merger;
- . the terms of the merger agreement, including the form and amount of the consideration to be received by the RiverDelta stockholders, the terms and structure of the merger, the size and nature of the escrow and the closing conditions;
- . information concerning RiverDelta's and Motorola's respective businesses, prospects, strategic business plans, financial performance and condition, results of operations, technology positions, management and competitive positions;
- . RiverDelta management's view as to the financial condition, results of operations and business of RiverDelta before and after giving effect to the merger;
- . RiverDelta management's view as to the prospects of RiverDelta's continuing as an independent company;
- . RiverDelta management's view as to RiverDelta's ability to gain access to the necessary capital to meet its strategic business goals in both the near term and the long term as well as the relative costs associated with obtaining the capital;
- . current financial conditions and historical market prices, volatility and trading information with respect to Motorola common stock;
- . RiverDelta management's view as to the effect of the merger on the core business of RiverDelta, including its research and development efforts, potential synergy of Motorola's technologies with RiverDelta's technologies, the breadth of Motorola's product offerings, and sales and marketing infrastructure;
- . the impact of the merger on RiverDelta's strategic marketing partners, employees and customers; and
- . the compatibility of the managements of RiverDelta and Motorola.

During the course of its deliberations concerning the merger, the RiverDelta board of directors also identified and considered a variety of potentially negative factors that could materialize as a result of the merger, including,

## Edgar Filing: MOTOROLA INC - Form S-4

but not limited to:

- . the risk that the potential benefits sought in the merger might not be fully realized;
- . the transaction costs involved in connection with closing the merger;

26

- . the possibility that the merger might not be consummated and the effect of the public announcement of the merger on RiverDelta's partners, customers and employees;
- . the risk that, despite the efforts of RiverDelta and Motorola, key personnel might leave RiverDelta;
- . the risks associated with obtaining the necessary approvals required to complete the merger;
- . the effects of the diversion of management resources necessary to respond to due diligence inquiries and the negotiation and consummation of the merger; and
- . the other risks described beginning on page 15 above under "Risk Factors."

The RiverDelta board of directors believed that certain of these risks were unlikely to occur, that RiverDelta could avoid or mitigate others, and that, overall, these risks were outweighed by the potential benefits of the merger.

The foregoing factors are not intended to be an exhaustive list of all factors considered. In view of the variety of factors considered, the RiverDelta board found it impractical to and did not quantify or otherwise assign relative weights to the specific factors discussed above.

### Recommendation of the RiverDelta Board of Directors

After extensive discussion among the members of the board of directors, the RiverDelta board of directors unanimously determined that the terms of the merger agreement and the merger are advisable and fair to, and in the best interests of, RiverDelta and its stockholders and has unanimously approved the merger agreement and the merger. The RiverDelta board of directors unanimously recommends that the stockholders of RiverDelta vote "FOR" adoption of the merger agreement. Some directors of RiverDelta may be deemed to have a conflict of interest in the RiverDelta board of directors' approval of the merger and its recommendation that the RiverDelta stockholders approve the merger. See "The Merger--Interests of RiverDelta Directors and Executive Officers in the Merger" on page 28.

### Accounting Treatment

We anticipate that the merger will be accounted for as a purchase business combination for financial reporting and accounting purposes, under accounting principles generally accepted in the United States of America. Under the purchase method of accounting, the purchase price paid by Motorola for RiverDelta (including direct costs of the merger) will be allocated to the identifiable assets and liabilities of RiverDelta based upon the fair value of RiverDelta's identifiable assets and liabilities as of the effective date of the merger and in-process research and development, with the excess of the purchase price over the fair value of net identifiable assets and in-process research and development being allocated to goodwill. After consummation of the

## Edgar Filing: MOTOROLA INC - Form S-4

merger, the financial condition and results of operations of RiverDelta will be included (but not separately reported) in the consolidated financial condition and results of operations of Motorola.

### Effectiveness of Merger

The merger will become effective upon the filing of a certificate of merger with the Delaware secretary of state, or at such later time as is stated in the certificate of merger. The filing of a certificate of merger will occur as soon as practicable, but no later than the third business day after satisfaction or waiver of the conditions to the completion of the merger described in the merger agreement or another date agreed to by Motorola and RiverDelta.

### Merger Consideration

If RiverDelta's stockholders approve the merger agreement and the merger, then RiverDelta stockholders will, in the aggregate, receive Motorola common stock valued at \$300 million, subject to certain purchase price

27

adjustments (including a deduction for indebtedness of RiverDelta, which currently is approximately \$23.5 million but may increase to as much as \$45 million, plus accrued interest thereon), to be apportioned according to the number and class of shares that each RiverDelta stockholder owns.

### Interests of RiverDelta Directors and Executive Officers in the Merger

In considering the recommendation of the RiverDelta board of directors in favor of the merger agreement and the merger, you should be aware that certain directors and executive officers of RiverDelta and their affiliates have interests in the merger that are different from or in