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CONEXANT SYSTEMS INC
 Form 424B3
 November 29, 2001

Filed Pursuant to
 Rule 424 (b) (3) and (c)
 File No. 333-42500

PROSPECTUS SUPPLEMENT NO. 11 DATED NOVEMBER 29, 2001
 TO PROSPECTUS DATED AUGUST 3, 2000

CONEXANT SYSTEMS, INC.
 7,651,414 SHARES
 OF
 COMMON STOCK
 (INCLUDING THE ASSOCIATED PREFERRED SHARE PURCHASE RIGHTS)

This Prospectus Supplement should be read in conjunction with the Prospectus dated August 3, 2000 (the "Prospectus"). The table on pages 23, 24 and 25 of the Prospectus under the caption "Selling Securityholders" setting forth information concerning the selling securityholders in connection with the HotRail Acquisition is superceded by the following table:

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING
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HOTRAIL ACQUISITION:	
1041855 Ontario, Inc.	2,688
1392551 Ontario Ltd.	32,421
Acuitive, Inc.	2,161
Adimare, Louis R	519
Advantest Corporation	8,036
Ahn, Daniel H	7,883
Ain, Mark Stuart	519
Ain, Ross D	519
Albanese, Glen W	862
Alexander, Leslie L. IRA	2,595
Al-Khaled, Dalal Khaled Zaid	1,081
Al-Khalid, Fahia & Omar Al-Nisif	1,081
Al-Khalid, Lulwa & Alya Al-Bahar	1,081
Allen, Bradley P. and Rebecca J. Allen, Trustees of the Bradley and Rebecca Allen Trust Dated February 21, 1998 ...	865
Al-Majed, Hussah A. H	1,081
Al-Marzouq, Abdulwahab & Nawal Al-Marzouq	1,081
Alpine Venture Fund, LP.	205,856
Al-Sabah, Mariam Nasser	540
American Pacific Venture	2,679
American Pacific Ventures, Inc.	10,015
Archambeault, Philip and Linda	134
Avellar Estates, Ltd.	324
Averett, James E. Jr., MD/IRA	404
Avista Ventures, Inc.	10,807
Bam, Eric	235
Bancroft Investments II	1,038
Bancroft Investments III	1,038
Bancroft Partners	519

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Barr, John O. Jr 156

NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----
Barshop, Bruce B	404
Barshop, Jamie L	404
Barshop, Steven	404
Baulme, Herve	432
Baumgartner, Janet	270
Baumgartner, Walter F	270
Bean, Brian	4,678
Beans Plus LLC - Finance	3,087*
Beans Plus LLC - SM	2,329*
Bellet, David F	1,613
Bestvina, Edward M	268
Binder Complex Family Trust	404
Blackstone Technology Partners, LLC	4,323
Bliessener, Merrylee	1,543
Boehlke, Robert J	519
Bott, Richard H	1,038
Boyadjieff, George	519
BP Amoco Corporation Master Trust for Employee Pension Plans	83,659
Broadview SLP	1,038
BT Investment Partners, Inc.	6,284
Bucknell University	2,076
Budworth Investments Ltd.	2,679
Builder Investment Partnership	811
Bumgarner, Donna S	1,790
Burger Family Trust, The DTD 3/25/98	270
Buten, Matthew IRA	104
BV Private Equity, Ltd.	5,231
Cadenasso, Richard J	670
Cameron, James	519
Campbell, Bruce	618
Campbell, Bruce ACF Casey Campbell U/AZ/UTMA	206
Campbell, Bruce ACF Christopher Campbell U/AZ/UTMA	206
Campbell, Bruce ACF Kyle Campbell U/AZ/UTMA	206
Campbell, Gordon	136,135
Campion, John E	3,401
Carlsen, Dan	1,029
Carnes, James M	540
Carr, Laurence J	2,022
Carter, Wiley L. and Nancy M. Carter Trustees of the Wiley L. Carter & Nancy M. Carter Trust UDT 3/31/83	104
Cast Enterprises	4,323
Castle Advisers, L.P.	1,557
Centaur Business Inc. BVI	2,161
Central Coast Capital Holdings, Inc.	721
Ch'ien, Raymond K. F	432
Champion International Corporation Defined Benefit & Defined Contribution Plan Master Trust	32,345
Chang, Chien C	519
Chapman, J. A. and Leta M. Chapman Charitable Trust	24,259

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Charter Ventures II, L.P.	34,377
Chase Equity Associates, L.P.	31,421
Chase Venture Capital Associates, L.P.	1,209,663

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING
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Chavencap, Ltd.	18,852
Chiruvolu, Ravi	1,160
CIBC Capital Corporation	20,092
CIT Group/Equity Investments, Inc.	6,484
Cohen, Matthew S	519
Cohen, Richard	519
Cohen, Richard B	1,081
Cohen, Robert D	519
Coleman, Bobby W	2,562
Collins, G. Fulton III Mgmt Trust Dated 12/31/87	2,022
Comerica Bank	5,892
Cooper Revocable Trust DTD 7/26/96	519
Corrigan Family Trust U/D/T date June 12, 1984, The	1,038
Costa, Fran	1,543
CPS Employees' Pension Trust	26,979
Cunningham, Sherman	268
Dailey, Roger E	404
Dale, Peter	130
Davidson, Craig L	1,374
Davidson, Mari	1,374
Davis, Jarrett L. III	2,021
Daystar Realty Limited	821
DeGeorge, Lawrence F	5,190
Del Biaggio III, William J	216
Delmon, Edmond S	4,323
Dench, Robert H. and Gloria E. Dench, TTEE Dench Living Trust Dated June 16, 1994	519
Diamond Shamrock Refining and Marketing Company	1,120
Dolan, A. Barr	18,852
Dolch, Volker	1,038
Domescik, Dr. Gerald	202
Domescik, Dr. Gerald P/S Master Trust Northwest Radiology Consultants	404
Dominion Financial LLC	61,749
Donnelly, Edwin H. MD	809
Dorris, Stephanie	10,292
Douglas, J. Robert IRA Rollover	404
Duenner, Stephen R. and Ruthie B	2,022
Eberts, Donald	74,440
Edelson, Harry	1,038
Egan, Richard	23,158
ELG Limited	2,688
Evans, Matthew	103
Exis Inc.	857
F&M Bank & Trust Co., Co-Trustee, Edna P. Langholz 1980 Trust	540
F&W Investments 1996-II	6,175
F&W Investments 2000	9,357
Fidelity Charitable Gift Fund	8,103

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FINAMA Private Equity FCPR	6,484
First Formosa II Technology Investment Corp.	331,429
First Formosa Technology Investment Holding Company Limited .	107,293
First Trust Corp. FBO Jerome W. Carlson IRA Account	
#183315-0001	270

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING
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Florentine Siena Partners LLC	1,571
Foster & Foster	8,325
Fountain, Tracy	1,000
Fu, Kevin J. Irrevocable Trust	2,058
Fu, Shuiti	1,029
Fu-Jing Trust created on November 23, 1999	564,161
Fujitsu Devices, Inc.	8,963
Future International Yugen Kaisha, The	2,679
Gallagher, Vincent E. IRA, Bear Stearns Security Corp. Custodian for	415
Gandhi, Gunavati	4,318
Georgia Tech Foundation Inc.	1,500
Gerlach & Co.	10,807
Goldman - Valerie Family Trust	519
Gorman, Joseph T	1,038
Gorman, William S	5,146
Gottstein, Bernard J	2,022
Goyan-Hart Family Living Trust, Jere E. Goyan or Linda L. Hart, Trustees	1,160
Great American Ventures LLC	2,161
Greb, Charles E	6,403
Greene, Natalie F	20
Grenon-Malzacher LLC	540
Gridley, Linda Bornhuetter	519
Gupta, Ram Paul	519
Gustafson, Corrie S	292
Gutierrez, Salvador O. and Mary C. Anderson, Trustees of the Gutierrez Anderson Community Trust UDT dtd 6/18/01	540
GVC Cayman Corporation	28,608
H.E. Butt Grocery Company	560
Halff, Alex H	1,089
Halff, Glenn A	93
Halff, Harry A	93
Halff, James A	94
Hall, David M	216
Harrison, Donald C	1,160
Harrison, Keith	1,339
Hart, Milledge and Patti	1,081
Hartman, Greg	1,029
Head, Andrew M	404
Head, John F. Jr	404
Hennessy, John M	519
Henningsen, Lee A	1,038
Hershner, Thomas L	216
HFM Charitable Remainder Trust	5,404
Hill Family Foundation, Inc., The	1,038

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Hillman, James L	1,029
Hix, Thomas C	1,029
Hixon, George C	6,204
Hoang, Tuong	1,482
Holarud Partners 394	4,043
Hoover, Mark	3,087

NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----	OF -----
Hou, David C. Trust 2/1/2000, David C. Hou, Trustee	648	
House, David L	104	
Howard, David L	6,204	
Hsieh, H.L	28,608	
Iacovone, Jack J	862	
Idanta Partners, Ltd.	2,076	
Ikeya, Masao	322	
Incaval S.A. Panama	1,945	
Ingrams, LV. & R.A	1,081	
Innotech Corporation	31,421	
Innovatech Associates	14,408**	
Ironwood Partners, Ltd.	1,621	
ITC Ventures, Inc.	12,568	
ITM Investments, Inc.	2,679	
J.S. Robinson Associates	1,038	
Jacobson, Alexander D. Trustee of the Jacobson Living Trust U/D/T dated 5/21/86 as Restated 2/5/97	865	
Jaedicke, Robert K. Family Trust	1,160	
Janetty, Louis	803	
Jath Oil Company	4,043	
Jiang, Guoqing "James"	2,599	
Jing, Wen	411	
Joerger, Tricia	906	
Johnson, Roger W	208	
Johnson, Theodore Gus	571	
Jones, Harvey N	519	
Joyful Domaine Co., Ltd.	8,036	
Kaga Electronics Co., Ltd.	2,679	
Kallow East International S.A	3,234	
Kano, Osamu	1,608	
Kantz, The Phillip C. & Barbara J., Revocable Trust dated June 16, 1992	2,679	
Kaplan, Marilyn TTEE U/A DTD 11/30/95 by Bernard Blum	1,038	
Katz Family Trust, The	519	
Kawamura, Eiji	7,131	
Kaye, Eric	4,678	
Keck, Chad W. IRA	519	
Keilhacker, Kurt	13,957	
Keilhacker 2001 Charitable Remainder Trust	9,000	
Kenney, Vincent	104	
Kenny, Gerard J	216	
Kertson, Richard A. & Leanna, Joint Tenants	1,038	
Kiger, F. Gray Jr	519	
Klatt, Andrew K	1,161	
Krinsky, David and Cathy Trustees of the Krinsky Living		

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Trust, DTD 10/20/95	216
Kufis, Andrew C	2,058
Kufis, James C	127,248
Kufis, James C. Kufis & Carolyn M. Kufis 1988 Trust	2,058
Kyle Investments/A Partnership	2,426
Ladensohn, David A	622
Ladensohn, Eliza H	32
Ladensohn, Kenneth R	2,562

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING
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LaFountain, Tad	836
Lang, Dr. William C. Jr	202
Lang, Dr. William C. Jr., P.S. Northwest Radiology Consultants	404
Larson, Robert E	55,381
Latta Family Trust	514
Lauder, Gary	2,161
Lawrence, Damon and Marian Trustees of the Lawrence Living Trust DTD December 15, 1995	432
Lee, C. Quincy Estate	2,022
Lee, Liang Chen	21,467
Leininger, James R	1,120
Lepofsky, Robert J	1,038
Levine, Larry	108
Levy Family Trust Dtd 2/18/83, The	1,038
Ligeti, Conner	618
Ligeti, Hunter	618
Ligeti, Kiersten	618
Ligeti, Robert	618
Lin, David Fonglu and Wand H	1,038
Lirola, Bernard IRA, Bear Stearns Securities Corp. Custodian	208
Long, Junsheng	1,860
LOR, Inc.	20,215
Lorton, Robert E	2,022
Love, Dixie L	292
Macricostas, Constantine	519
Magid, James I	208
Majesco Sales, Inc. Profit Sharing Plan	536
Mandacic, Milan	2,076
Marazita, Frank	18,054
Marocco, William L	403
Marshall, James R	2,903
Marshall, Joseph	823
Marshall, Robert and Sarane Marshall as Trustees of the Robert Marshall and Sarane Marshall Trust U/A dated 7/21/94	11,276
Martin, James N	540
MC Silicon Valley, Inc.	6,284
McCombs Family, LLC	5,163
McDermott, Robert F	2,022
McKee, E. Stanton Jr	519
McManus, John J	519
McNeil, John D	403
McNutt, Amy Shelton Charitable Trust	2,562

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McWalters, Agnes	100
McWalters, Kevin	200
McWalters, Robert	100
Mendicino, V. Frank	25,429
Michaelson, John C	4,378
Mineck, John D	519
Mitsui Comtek Corp.	8,963
Moody, J. Roger, Roth IRA	519
Moonan, Jeffrey P	156
Moore, Gordon E. & Betty I. Moore, Trustees of the Gordon E. Moore and Betty I. Moore Trust u/a/d 10/9/73	2,076

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Morihiro, Koji	8,852	
Morse, David	1,081	
Mulderig, Jane F	809	
Multitimes Ltd., a subsidiary of Computrol Limited	11,642	
MVC Global Japan Fund I	2,679	
Nason, Norman A	5,146	
Natcan Investment Management	24,259	
National Bancorp of Alaska, Inc.	8,086	
National Christian Charitable Foundation, Inc.	1,344	
National Industries Group	3,242	
NBR - Needham 2 Partnership	1,401	
Needham & Company, Inc.	4,186	
Needham 1997 Investment LLC	2,074	
Needham Capital Partners II (Bermuda), L.P.	1,183	
Needham Capital Partners II, L.P.	10,831	
Needham, George A	4,378	
Niedland, Suzanne L	519	
Nissenbaum, Robert	6,175	
NTT Leasing Capital (U.S.A.) Inc.	6,284	
Occhipinti, John C	7,883	
Occhipinti, Vincent M	55,381	
Olmos Partners	2,426	
Onopchenko, Laura	3,190	
Ontario Teachers' Pension Plan Board	974,898	
Orbach, Robert	82	
Pacific Coast Investors, Ltd.	262,980	
Panasonic Technologies, Inc.	8,036	
Pantazelos, Peter G	259	
Pao, Henry C. and Deborah Y. Trust Dtd 10/4/83	519	
Pasternoster, Paul	3,911	
Patil, Suhas S	1,038	
Perlegos, George & Angeliki	519	
Perlegos, Gust	519	
Phillips, Terry	803	
Phoenix Leasing Incorporated	7,071	
Pickard, Wesley C. Revocable Living Trust U/A 9/25/96	324	
Pictet & Cie (as nominee)	865	
Plakoura Investment Corporation	4,018	
Poirer, Lynn	111	
Poitras, James P	519	

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Ponce, Silvia A	519
Poppa, Ryal Robert	519
Positioning Strategies	3,430
Price, Peter R	865
Prior, John J. Jr	3,859
Public Institution for Social Security - Kuwait	8,208
Pywood Investment Corporation	1,297
Race, Stephen as custodian for Eric L. Race	27
Race, Stephen as custodian for Katherine M. Race	27
Race, Stephen M	523
Ragland, Ronald E. & Linda C	519
Ready, Matt	1,029
Rees, Robert W	2,093

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Rees/Source Ventures #13, LLC	25,721
Rees/Source Ventures Limited Partnership #7	809
Rees/Source Ventures, Inc.	1,030
Regime de rentes du Mouvement des Caisses	21,614
Reinhold, Walter B	1,038
Reiser, Jr., Robert E. IRA FBO DLJSC as custodian	81
Ridley, Judy L	2,058
Robertson Stephens Inc. FBO U.S. Small Business Administration	38,685
Robinson Partners	1,038
Robinson, James S. Trust u/a Dtd 1/1/82	519
Rogan, Paul	519
Rollins Investment Fund	10,807
Rollins, Gary W	2,161
Rollins, R. Randall	2,161
Roselli, Robert and Linda Roselli, JtTen	2,161
Rosen, Benjamin M	803
Rosenberg, Philip L	670
Rothschild Bank AG, Acting as nominee	865
Royal Bank of Canada	21,614
S. Barshop Investments, Ltd.	2,830
Saalfield, James	519
Salient Investment L.T.D	1,081
Sanderson, Stuart W	208
Sasca Investissement	1,729
Saxe, Jon S. & Myrna G. Marshall 1997 Trust	259
Schroeder Family Trust, The	1,038
Schwarzer, Fred M	1,160
Schweichler Associates	2,058*
Seaver Partners	519
Seawell, A. Brooke	259
Selby Venture Partners, L.P.	25,160
Selby, Richard	324
Select Ventures, L.L.C	270
Semmes Partnership, Ltd.	2,887
Senner, Valerie	2,210
Sentry Insurance a Mutual Company	8,646
Shetler, Joy	205

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Shields Jr., Thomas A. Trustee u/d/t 4-14-1999	270
Shinko Electric America, Inc.	8,036
Shoemaker Family Partner	259
Shriner, Donald R. and Marguerite E. Trust Agreement dated 4/25/95	5,146
Sicklesteel, R. David	536
Siemens Venture Capital	13,394
Silicon Valley Bancshares	2,241
Silver Tiger Enterprises	2,374
Singh, Prithipal & Rajinder K. Singh, Trustees, Singh Trust UDT April 17, 1986	415
Smart, J. Larry & Cheryl L. as Trustees of the J. Larry & Cheryl L. Smart Revocable Trust dtd March 29, 1995	519
Smith, Roger Living Trust	324
Smith, Walstein Bennett III	2,058

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Sobrato Development Co. #910	2,679	
Sobrato, John Michael 1985 Separate Property Trust	629	
Sobrato, Lisa Ann 1987 Trust	629	
Sobrato, Sheri Jean 1987 Trust	629	
Spersibs L.P.	4,043	
Staebler, Michael	162	
State Street Bank and Trust Company as Trustee for Equifax, Inc. U.S. Retirement Income Plan	26,979	
Steidel, AnnDee L	42	
Steidel, AnnDee L., ACF Jane L. Steidel U/TX/UTMA	32	
Stein, A.J. Trust UTD dated Oct. 14, 1983, The	1,038	
Stern, Jonathan	404	
Stewart, John G	4,323	
Stolar, Bernard	536	
Strauch, C.S. & Nan Y. Living Trust dated 10/26/82	519	
Stumberg, Diana M	432	
Stumberg, Eric B	432	
Stumberg, Jr., Louis H	432	
Stumberg, Mary Pat	865	
Sutherlin, Michael W. & Mary Lynn Sutherlin Trustees under Declaration of Trust Dtd 8/8/97	519	
Synergy Inc. Retirement Plan Trust	2,698	
Synnex Information Technologies, Inc.	536	
Tamarind Investments, Ltd.	2,161	
Techfund Capital Management II, LLC	10,274	
Techfund Capital Management, LLC	14,481	
Technology Ventures Investment Fund, LLC	1,898	
Telekom Malaysia Berhad	18,852	
Testa, Richard J	104	
Thales Corporate Ventures S.A	20,092	
Therrien, Robert J	1,038	
Thornton, Sally B. Trust Dtd 8/14/91	519	
Tinicum Investors	1,038	
Tokio Marine and Fire Insurance Co., Ltd., The	13,394	
Tomita, Lane	2,187	
Tompkins Family Trust, The DTD 3/16/90	519	

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Townes, David K. IRA	156
Traeger Family Trust	482
Trapani, Lisa C	823
Tretton Revocable Trust	268
Treutlen House At New Ebenenzer	521
Trimble Navigation Limited Non Qualified Compensation Plan	
FBO Charles R. Trimble	259
Trimble, Charles R. Separate Property Trust	259
Trinity University	10,247
U.S. Small Business Administration	140,637
University of Tennessee, The	16,172
Unterberg, Thomas I	2,679
USAA Investment Management Company	42,422
Vadasz Investment Trust dtd 3/15/99, Cindy S. Butler Trustee	519
Van Der Wansem, Paul J	519
Van Horne, Charles H	216
VantagePoint Venture Partners III (Q) LP.	11,921

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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VantagePoint Venture Partners III LP.	1,473	
Varner, Roseanne Hirsch	519	
Vaughn, David E	270	
Veerappan, Armachalam	3,742	
Venkatesh Family Living Trust	324	
Venture Lending & Leasing II, Inc.	18,278	
Venture Lending & Leasing, Inc.	7,833	
Viel et Cie	1,081	
Vonderschmitt, Bernard & Theresa Trust dtd 1/4/96	1,038	
Wade Family Trust	1,038	
Wah, Wong Ying	68,962	
Wang, Manzhen	1,029	
Wasserstein Adelson Ventures, L.P.	271,356	
Weathers, William J. II	121	
Weiskopf Silver & Co.	778	
Wellington Trust, Robert Cohn, Trustee	1,160	
West Coast Venture Capital, Ltd.	16,074	
Whims, James	27,660	
Whims, Robert	1,000	
Whims, Timothy	1,000	
Wierenga, Ellie	233	
Williams, Erika	1,479	
Willis, Mary Ellen	1,081	
Wilson, Robert C	519	
Witter, Michael David	519	
Wolfson Family Trust	1,081	
Woodside Fund III SBIC, L.P.	50,272	
Woodside Fund IV L.P.	42,105	
WPEP Ventures, LLC	9,357	
WS Investment Company 99A	200	
WS Investment Company 98A	314	
Wu, Kuo-Yong	7,163	
Wu, Yung-Fung	28,608	

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Xanadu Partners	1,038
Yeah, Solomon	7,163
Yost, Mary Louise TTEE Mary Louise Yost Revocable Trust U/D 1/17/01	809
Zafran Family Trust 12/10/95 Alan & Judy Zafran, Trustees ...	216
Zuckerman, Matthew	4,652

Total	6,529,885
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- * Options to purchase our common stock held prior to the offering.
- ** 50% of these shares represent options to purchase our common stock held prior to the offering.