

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

CONEXANT SYSTEMS INC  
Form SC 13G  
March 16, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c),  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)  
(Amendment No. )\*

Conexant Systems, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

207142100

-----  
(CUSIP Number)

March 7, 2007

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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

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

Page 1

CUSIP No. 207142100

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

-----

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Tudor Investment Corporation

22-2514825

-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) \_\_\_\_\_

(b)  X \_\_\_\_\_

-----

3) SEC Use Only \_\_\_\_\_

-----

4) Citizenship or Place of Organization Delaware

-----

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	22,369,354
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	22,369,354

-----

9) Aggregate Amount Beneficially Owned by Each Reporting Person

22,369,354

-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

-----

11) Percent of Class Represented by Amount in Row 9 4.6%

-----

12) Type of Reporting Person (See Instructions) CO

-----

CUSIP No. 207142100

-----

1) Names of Reporting Person

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

S.S. or I.R.S. Identification No. of Above Person

Paul Tudor Jones, II

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) X

3) SEC Use Only

4) Citizenship or Place of Organization USA

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	24,395,448
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	24,395,448

9) Aggregate Amount Beneficially Owned by Each Reporting Person 24,395,448

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Row 9 5.0%

12) Type of Reporting Person (See Instructions) IN

Page 3

CUSIP No. 207142100

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

James J. Pallotta

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) -----

(b)  X -----

-----

3) SEC Use Only -----

-----

4) Citizenship or Place of Organization USA

-----

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	24,395,448
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	24,395,448

-----

9) Aggregate Amount Beneficially Owned by Each Reporting Person 24,395,448

-----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) -----

-----

11) Percent of Class Represented by Amount in Row 9 5.0%

-----

12) Type of Reporting Person (See Instructions) IN

-----

Page 4

CUSIP No. 207142100

-----

-----

1) Names of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

Tudor Proprietary Trading, L.L.C.

13-3720063

-----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

(a) -----  
 (b) X -----  
 -----

3) SEC Use Only -----  
 -----

4) Citizenship or Place of Organization Delaware -----  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

(5) Sole Voting Power	0
(6) Shared Voting Power	2,026,094
(7) Sole Dispositive Power	0
(8) Shared Dispositive Power	2,026,094

9) Aggregate Amount Beneficially Owned by Each Reporting Person 2,026,094 -----  
 -----

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) -----  
 -----

11) Percent of Class Represented by Amount in Row 9 0.4% -----  
 -----

12) Type of Reporting Person (See Instructions) 00 -----  
 -----

Page 5

CUSIP No. 207142100 -----  
 -----

1) Names of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
 The Tudor BVI Global Portfolio Ltd.  
 -----  
 -----

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) -----  
 (b) X -----  
 -----

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

-----		
3)	SEC Use Only	
-----		
4)	Citizenship or Place of Organization	Cayman Islands
-----		
Number of	(5) Sole Voting Power	0
Shares		
-----		
Beneficially	(6) Shared Voting Power	3,770,026
Owned by Each		
Reporting Person		
With		
-----		
	(7) Sole Dispositive Power	0
-----		
	(8) Shared Dispositive Power	3,770,026
-----		
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	3,770,026
-----		
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
-----		
11)	Percent of Class Represented by Amount in Row 9	0.8%
-----		
12)	Type of Reporting Person (See Instructions)	CO
-----		

Page 6

CUSIP No. 207142100  
-----

-----		
1)	Names of Reporting Person	
	S.S. or I.R.S. Identification No. of Above Person	
	The Raptor Global Portfolio Ltd.	
-----		
-----		
2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	
	(b)	X
-----		
-----		
3)	SEC Use Only	
-----		
4)	Citizenship or Place of Organization	Cayman Islands

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	17,319,948
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	17,319,948
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	17,319,948
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11)	Percent of Class Represented by Amount in Row 9	3.5%
12)	Type of Reporting Person (See Instructions)	CO

Page 7

CUSIP No. 207142100

1)	Names of Reporting Person	
	S.S. or I.R.S. Identification No. of Above Person	
	The Altar Rock Fund L.P.	
	06-1558414	
2)	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	
	(b)	X
3)	SEC Use Only	
4)	Citizenship or Place of Organization	Delaware

Number of	(5) Sole Voting Power	0
-----------	-----------------------	---

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

Shares		
Beneficially		
Owned by Each	(6) Shared Voting Power	147,801
Reporting Person		
With	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	147,801
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	147,801
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11)	Percent of Class Represented by Amount in Row 9	0.03%
12)	Type of Reporting Person (See Instructions)	PN

Page 8

CUSIP No.	207142100
1)	Names of Reporting Person S.S. or I.R.S. Identification No. of Above Person Witches Rock Portfolio Ltd.
2)	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) <input checked="" type="checkbox"/> X
3)	SEC Use Only
4)	Citizenship or Place of Organization Cayman Islands
Number of	(5) Sole Voting Power 0
Shares	
Beneficially	(6) Shared Voting Power 1,131,579
Owned by Each	
Reporting Person	
With	



Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

(7)	Sole Dispositive Power	0
(8)	Shared Dispositive Power	1,131,579
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,131,579
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	
11)	Percent of Class Represented by Amount in Row 9	0.2%
12)	Type of Reporting Person (See Instructions)	CO

Page 9

Item 1(a). Name of Issuer:

Conexant Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

4000 MacArthur Boulevard  
Newport Beach, CA 92660-3095

Item 2(a). Name of Person Filing:

Tudor Investment Corporation ("TIC")  
Paul Tudor Jones, II  
James J. Pallotta  
Tudor Proprietary Trading, L.L.C. ("TPT")  
The Tudor BVI Global Portfolio Ltd. ("BVI Portfolio")  
The Raptor Global Portfolio Ltd. ("Raptor Portfolio")  
The Altar Rock Fund L.P. ("Altar Rock")  
Witches Rock Portfolio Ltd. ("Witches Rock")

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business office of each of TIC and TPT is:

1275 King Street  
Greenwich, CT 06831

The principal business office of Mr. Jones and Altar Rock is:

c/o Tudor Investment Corporation  
1275 King Street  
Greenwich, CT 06831

The principal business office of Mr. Pallotta is:

c/o Tudor Investment Corporation  
50 Rowes Wharf, 6th Floor

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

Boston, MA 02110

The principal business office of each of BVI Portfolio, Raptor Portfolio and Witches Rock is:

c/o CITCO  
Kaya Flamboyan 9  
P.O. Box 4774  
Curacao, Netherlands Antilles

Item 2(c). Citizenship:

TIC is a Delaware corporation.  
Messrs. Jones and Pallotta are citizens of the United States.  
TPT is a Delaware limited liability company.  
BVI Portfolio, Raptor Portfolio, and Witches Rock are companies organized under the laws of the Cayman Islands.  
Altar Rock is a Delaware limited partnership.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01

Page 10

Item 2(e). CUSIP Number:

207142100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the Act
- (d)  Investment Company registered under section 8 of the Investment Company Act
- (e)  Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f)  Employment Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see section 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with section 240.13d-1(b)(1)(ii)(G) (Note: See Item 7)
- (h)  Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership (As of March 15, 2007).

- (a) Amount Beneficially Owned: See Item 9 of cover pages
- (b) Percent of Class: See Item 11 of cover pages
- (c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

See Item 5 of cover pages  
-----

(ii) shared power to vote or to direct the vote

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

See Item 6 of cover pages  
-----

(iii) sole power to dispose or to direct the disposition of

See Item 7 of cover pages  
-----

(iv) shared power to dispose or to direct the disposition of

See Item 8 of cover pages  
-----

The shares of Common Stock reported herein as beneficially owned are owned directly by TPT (2,026,094 shares), BVI Portfolio (3,770,026 shares), Raptor Portfolio (17,319,948 shares), Witches Rock (1,131,579 shares), and Altar Rock (147,801 shares). Because TIC provides investment advisory services to BVI Portfolio, Raptor Portfolio, and Witches Rock, and is the general partner of Altar Rock, TIC may be deemed to beneficially own the shares of Common Stock owned by each of such Reporting Persons. TIC expressly disclaims such beneficial ownership. Because Mr. Jones is the controlling shareholder of TIC and the indirect controlling equity holder of TPT, Mr. Jones may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC and TPT. Mr. Jones expressly disclaims such beneficial ownership. Because Mr. Pallotta is the portfolio manager of TIC and TPT responsible for investment decisions with respect to the shares of Common Stock reported herein, Mr. Pallotta may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC and TPT. Mr. Pallotta expressly disclaims such beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Page 11

Item 8. Identification and Classification of Members of the Group.

See cover pages

Item 9. Notice of Dissolution of Group.

Not applicable

Page 12

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 16, 2007

TUDOR INVESTMENT CORPORATION

By: /s/ Stephen N. Waldman  
-----  
Stephen N. Waldman  
Managing Director and Associate General Counsel

/s/ Paul Tudor Jones, II  
-----  
Paul Tudor Jones, II

/s/ James J. Pallotta  
-----  
James J. Pallotta

TUDOR PROPRIETARY TRADING, L.L.C.

By: /s/ Stephen N. Waldman  
-----  
Stephen N. Waldman  
Managing Director and Associate General Counsel

THE TUDOR BVI GLOBAL PORTFOLIO LTD.

By: Tudor Investment Corporation,

Edgar Filing: CONEXANT SYSTEMS INC - Form SC 13G

Trading Advisor

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate General Counsel

Page 13

THE RAPTOR GLOBAL PORTFOLIO LTD.

By: Tudor Investment Corporation,  
Investment Adviser

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate General  
Counsel

THE ALTAR ROCK FUND L.P.

By: Tudor Investment Corporation,  
General Partner

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate General  
Counsel

WITCHES ROCK PORTFOLIO LTD.

By: Tudor Investment Corporation,  
Investment Adviser

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate General Counsel

Page 14