

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

RADISYS CORPORATION  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

750459-10-9  
(CUSIP Number)

F. Thomas Dunlap  
Vice President, General Counsel and Secretary  
Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95052  
Telephone: (408) 765-8080  
{Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 25, 1997  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ].

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

Page 1 of 12 Pages

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|-----|--|--------------------|
| 1.  | NAME OF REPORTING PERSON   | Intel Corporation  |
|     | S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  | ABOVE 94-1672743   |
| 2.  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a) [ ]<br>(b) [ ] |
| 3.  | SEC USE ONLY   |                    |
| 4.  | SOURCE OF FUNDS  | OO                 |
| 5.  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | [ ]                |
| 6.  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware           |
|     | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      |                    |
| 7.  | SOLE VOTING POWER  | 1,466,667          |
| 8.  | SHARED VOTING POWER  | N/A                |
| 9.  | SOLE DISPOSITIVE POWER   | 1,466,667          |
| 10. | SHARED DISPOSITIVE POWER   | N/A                |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           | 1,466,667          |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                  | [ ]                |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     | 19.4%              |

## Item 1. Security and Issuer.

- (a) Name and Address of Principal Executive Offices of Issuer:  
RadiSys Corporation  
5445 N.E. Dawson Creek Drive  
Hillsboro, OR 97124
- (b) Title of Class of Equity Common Stock Securities:

## Item 2. Identity and Background.

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

## Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Person made a "cashless exercise" of the Warrant (described in Item 4 below), surrendering 133,333 shares covered by the Warrant in payment of the aggregate exercise price of \$4,050,000.

## Item 4. Purpose of the Transaction.

The Reporting Person acquired 1,300,000 shares of Common Stock of the Issuer, and a warrant (the "Warrant") to purchase up to 300,000 additional shares of Common Stock of the Issuer, as an investment and in connection with an Asset Purchase Agreement (the "Purchase Agreement") and certain related License Agreements (the "License Agreements") dated April 29, 1996 between the Issuer and the Reporting Person pursuant to which the Reporting Person (i) sold substantially all of the assets dedicated to the design, manufacture and sale of Multibus products as set forth in the Purchase Agreement to the Issuer, and (ii) licensed certain related intellectual property to the Issuer pursuant to the License Agreements. On

April 25, 1997, the Reporting Person exercised the Warrant in full, surrendered 133,333 shares covered by the Warrant in payment of the aggregate exercise price of the Warrant, and acquired 166,667 shares of Common Stock of the Issuer.

The Reporting Person will, from time to time, evaluate market opportunities for the sale of its shares and may sell all or a portion of its shares in one or more sales pursuant to public or private offerings.

Item 5. Interest in Securities of the Issuer.

- (a) Number of Shares Beneficially Owned: 1,466,667 shares
- Right to Acquire: 0 shares
- Percent of Class: 19.4% (based upon 7,558,223 shares of Common Stock outstanding)
- (b) Sole Power to Vote, Dispose of or Direct the Vote or Disposition of Shares: 1,466,667 shares
- (c) Recent Transactions:
- On April 25, 1997, the Reporting Person exercised the Warrant as described in Item 4 above and acquired 166,667 shares.
- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: N/A

Item 7. Material to Be Filed as Exhibits.

- Exhibit 1 Asset Purchase Agreement between RadiSys Corporation and Intel Corporation (incorporated by reference to Exhibit 2.1 to RadiSys Corporation's 8-K filed May 2, 1996) (confidential treatment requested).
- Exhibit 2 Signature Authority (incorporated by reference to Exhibit 4 to Intel Corporation's Schedule 13D filed April 7, 1997 to report beneficial ownership of securities of Avid Technology, Inc.).

SIGNATURE

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: April 28, 1997.

INTEL CORPORATION

By: /s/ Peter N. Detkin  
Peter N. Detkin  
Acting General Counsel  
and Director of Litigation

APPENDIX A

DIRECTORS

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

Name: Craig R. Barrett

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

Principal Occupation: Executive Vice President and Chief Operating Officer of Intel Corporation

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

Name: John Browne

Business Address: The British Petroleum Company plc, Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other organization in which employment is conducted: The British Petroleum Company plc, an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Name: Winston H. Chen

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

Principal Occupation: Chairman of Paramitas Foundation

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

Name: Andrew S. Grove

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

Principal Occupation: President and Chief Executive Officer of Intel Corporation

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

Name: D. James Guzy

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

Principal Occupation: Chairman of The Arbor Company

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

is conducted:

Name: Gordon E. Moore

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

Principal Occupation: Chairman of the Board of Intel Corporation

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

Name: Max Palevsky

Business Address: 924 Westwood Boulevard, Suite 700, Los Angeles CA 90024

Principal Occupation: Industrialist

Name, principal business and address of corporation or other organization in which employment is conducted: Self-employed.

Name: Arthur Rock

Business Address: One Maritime Plaza, Suite 1220, San Francisco, CA 94111

Principal Occupation: Venture Capitalist

Name, principal business and address of corporation or other organization in which employment is conducted: Arthur Rock and Company, a venture capital firm. One Maritime Plaza, Suite 1220 San Francisco, CA 94111

Name: Jane E. Shaw

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

Principal Occupation: Founder of The Stable Network, a biopharmaceutical consulting company

Name, principal business and address of corporation or other organization in which employment is conducted: c/o Intel Corporation 2200 Mission College Boulevard Santa Clara, CA 95052

Name: Leslie L. Vadasz

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

Principal Occupation: Senior Vice President, Director, Corporate Business Development, Intel Corporation

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.

address of 2200 Mission College Boulevard  
corporation or Santa Clara, CA 95052  
other  
organization in  
which employment  
is conducted:

Name: David B. Yoffie

Business Harvard Business School, Soldiers Field Park 1-  
Address: 411, Boston, MA 92163

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

Name, principal Harvard Business School, an educational  
business and institution.  
address of Harvard Business School  
corporation or Soldiers Field Park 1-411  
other Boston, MA 92163  
organization in  
which employment  
is conducted:

Name: Charles E. Young

Business 405 Hilgard Avenue, Los Angeles, CA 90024  
Address:

Principal Chancellor  
Occupation:

Name, principal University of California at Los Angeles, an  
business and educational institution.  
address of 405 Hilgard Avenue  
corporation or Los Angeles, CA 90024  
other  
organization in  
which employment  
is conducted:

#### EXECUTIVE OFFICERS

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

Name: Frank C. Gill  
Title: Executive Vice President, General Manager, Internet and Communications Group  
Address: 5200 N.E. Elam Young Parkway, Hillsboro, OR 97124-6497

Name: Paul S. Otellini  
Title: Executive Vice President, Director, Sales and Marketing Group

Name: Gerhard H. Parker  
Title: Executive Vice President, General Manager, Technology and Manufacturing Group

Name: Ronald J. Whittier  
Title: Senior Vice President, General Manager, Content Group

Name: Albert Y. C. Yu  
Title: Senior Vice President, General Manager, Microprocessor Products Group

Name: Michael A. Aymar  
Title: Vice President, General Manager, Desktop Products Group

Name: Andy D. Bryant  
Title: Vice President and Chief Financial Officer

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

Name: Patrick P. Gelsinger

Title: Vice President, General Manager, Desktop Products  
Group  
Address: 5200 N.E. Elam Young Parkway, Hillsboro, OR 97124-  
6497

Name: John H. F. Miner  
Title: Vice President, General Manager, Enterprise Server  
Group  
Address: 5200 N.E. Elam Young Parkway, Hillsboro, OR 97124-  
6497

Name: Stephen P. Nachtsheim  
Title: Vice President; General Manager, Mobile/Handheld  
Products Group

Name: Ronald J. Smith  
Title: Vice President, General Manager, Computing  
Enhancement Group