

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment #2)

PHOENIX TECHNOLOGIES LTD.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

719153-10-8  
(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)

October 15, 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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- |     |  |                    |
|-----|--|--------------------|
| 1.  | NAME OF REPORTING PERSON   | Intel Corporation  |
|     | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON                                      | 94-1672743         |
| 2.  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a) [ ]<br>(b) [ ] |
| 3.  | SEC USE ONLY   |                    |
| 4.  | SOURCE OF FUNDS  | WC                 |
| 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  | 1,324,557          |
| 8.  | SHARED VOTING POWER  | N/A                |
| 9.  | SOLE DISPOSITIVE POWER   | 1,324,557          |
| 10. | SHARED DISPOSITIVE POWER   | N/A                |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           | 1,324,557          |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                  | [ x ]              |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     | 7.6%               |

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on February 26, 1996, as previously amended, with respect to the Common Stock of Phoenix Technologies Ltd. ("Phoenix" or the "Issuer").

## 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) Address of Principal Business Office:

2200 Mission College Boulevard  
Santa Clara, CA 95052-8119

## (c) Principal Business:

Manufacturer of microcomputer components,  
modules and systems

## (d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

## (e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

## (f) State of Incorporation:

Delaware

## ITEM 4. Purpose of the Transaction.

On February 15, 1996, the Reporting Person acquired 894,971 shares of Common Stock of the Issuer and a warrant (the "Warrant") to purchase up to 1,073,965 additional shares of Common Stock of the Issuer. The shares and

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Warrant were acquired as an investment and in connection with a technology agreement between the Issuer and the Reporting Person pursuant to which the Issuer will become a principal supplier of certain system-level software for certain products of the Reporting Person. The shares of Common Stock subject to the Warrant vest and become exercisable over a period of five years, pursuant to a schedule set forth in the Warrant. On December 15, 1997, an additional 214,793 shares will vest under the Warrant, giving the Reporting Person the vested right to acquire a total of 429,586 shares of Common Stock of the Issuer pursuant to the Warrant. The exercise price for the shares increases each year that the Warrant is in effect, pursuant to a schedule set forth in the Warrant. The Warrant expires on April 30, 2001.

## ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 1,324,557 shares (of which 429,586 shares are issuable upon exercise of the Warrant by the Reporting Person)\*

Percent of Class: 7.6% (based upon 16,942,314 shares of common stock outstanding, as reported by the Issuer in its Form 10-Q for the quarter ended June 30, 1997, and assuming the issuance of 429,586 shares of common stock to the Reporting Person pursuant to the Warrant)\*

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 1,324,557 shares\*

(c) Recent Transactions: On December 15, 1997, an additional 214,793 shares will vest under the Warrant, giving the Reporting Person the vested right to acquire a total of 429,586 shares of Common Stock of the Issuer pursuant to the Warrant.

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

(e) Date of Cessation of Five Percent Beneficial Ownership: N/A

\*Does not include 644,379 additional shares of Common Stock that the Reporting Person has a right to acquire pursuant to the Warrant. Such shares are not beneficially owned by the Reporting Person under Rule 13d-3 because the Reporting Person does not have a right to acquire such shares within the next 60 days.

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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 as of October 15, 1997.

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.  
F. Thomas Dunlap, Jr.  
Vice President, General  
Counsel and Secretary

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APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director:

Name: Craig R. Barrett

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

Principal Occupation: 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

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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: Chairman of the Board of Directors 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

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Name: Gordon E. Moore  
Business Address: 2200 Mission College Boulevard, Santa Clara, CA 95052  
Principal Occupation: Chairman Emeritus 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: 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

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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. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: David B. Yoffie

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

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

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

Name: Charles E. Young

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

Principal Occupation: Chancellor Emeritus

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

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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, California 95052-8119, which address is Intel Corporation's business address.

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: Dennis L. Carter  
Title: Vice President, Director, Sales and Marketing Group

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

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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

Name: Arvind Sodhani  
Title: Vice President, Treasurer

Name: Michael R. Splinter  
Title: Vice President, Assistant General Manager, Technology  
and Manufacturing Group