

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)
(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE
13d-2(a)

XIOX CORPORATION
(Name of Issuer)

Common Stock
(Title of Class of Securities)

983905100
(CUSIP Number)

F. Thomas Dunlap, Jr.
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 5, 1998
(Date of Event which Requires
Filing of this Statement)

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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.

1. NAME OF REPORTING PERSON Intel Corporation
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
94-1672743
PERSON
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A
(a)
GROUP
(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 | 7. | SOLE VOTING POWER | 1,005,989 |
| SHARES | 8. | SHARED VOTING POWER | |
| BENEFICIAL | 9. | SOLE DISPOSITIVE POWER | N/A |
| Y OWNED BY | 10. | SHARED DISPOSITIVE POWER | |
| EACH | | | 1,005,989 |
| REPORTING | | | |
| PERSON WITH | | | 2,576,455 |
| 11. | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY | |
| | | 3,582,444 | |
| | | EACH REPORTING PERSON | |
| 12. | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW | |
| | | (11) EXCLUDES CERTAIN SHARES | |
| 13. | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN | |
| | | 82.3% | |
| | | ROW (11) | |
| 14. | | TYPE OF REPORTING PERSON | |
| | | CO | |

Intel Corporation hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on October 2, 1997 with respect to the Common Stock of XIOX Corporation.

Item 2. Identity and Background.

(a) Name of Person Filing: Intel Corporation (the "Reporting Person").

(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) Place of Organization: Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

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

(a) Source of Funds:

Funds for the purchase of the Initial Shares and the Second Closing Shares (as those terms are defined in Item 4) are derived from the Reporting Person's working capital.

(b) Amount of Funds:

The Reporting Person paid \$1,649,820 to acquire the Initial Shares (as defined in Item 4) at the First Closing (as defined in Item 4) and an additional \$3,380,125 to acquire the Second Closing Shares (as defined in Item 4). The Reporting Person has a right of first refusal on sales of the Issuer's capital stock by certain individuals (aggregating 2,576,455 shares, see footnote 2), and the amount of funds, if any, the Reporting Person would pay to exercise those rights is, at this point, indeterminate.

Item 4. Purpose of the Transaction.

Pursuant to the Stock Purchase and Investor Rights Agreement (the "Purchase Agreement") filed as Exhibit 1 to the Schedule 13D, on September 21, 1998 (the "First Closing"), the Reporting Person acquired

329,964 shares (the "Initial Shares") of the Issuer's Series A Preferred Stock, par value \$.01 per share (the "Series A Preferred"), and on October 5, 1998 (the "Second Closing"), the Reporting Person acquired an additional 676,025 shares (the "Second Closing Shares") of the Series A Preferred. Pursuant to a Right of First Refusal and Co-Sale Agreement, dated September 21, 1998 (the "Co-Sale Agreement"), the Reporting Person also received a right of first refusal (the "Right of First Refusal") to purchase up to 2,376,455 shares of Common Stock, par value \$.01 per share (see footnote 2), and up to 200,000 shares of Series A Preferred acquired at the First and Second Closings by certain stockholders of the Issuer (the "Second Closing Shares") in the event such stock were to be sold by such stockholders. The right of first refusal in the Co-Sale Agreement terminates on September 20, 1999.

The Reporting Person presently holds the Securities as an investment. Depending on the Reporting Person's evaluation of market conditions, market price, alternative investment opportunities, liquidity needs and other factors, the Reporting Person will from time to time explore opportunities for liquidating all or a portion of the Securities, through one or more sales pursuant to public or private offerings or otherwise. The Reporting Person may determine to retain some portion of the Securities as an investment.

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Item 5. Interests in Securities of the Issuer.

(a) Number of Shares Beneficially Owned:

Shares Owned: 1,005,989 shares(1)
Right to Acquire: 2,576,455 shares(2)

Percent of Class: 82.3% (for purposes of this calculation, the total number of shares outstanding is based upon the sum of the following numbers: (1) 3,147,231 shares of common stock outstanding, as determined from representations made by the Issuer to the Reporting Person in connection with the Purchase Agreement plus (2) 1,005,989 shares of Series A Preferred issued to the Reporting Person at the First and Second Closings and (3) an aggregate of 200,000 shares of Series A Preferred issued to Flanders Language Valley at the First and Second Closings and over which the Reporting Person has a Right of First Refusal).

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 1,005,989 shares(3)

Shared Power to Dispose or Direct the

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Disposition of Shares 2,576,455 shares(4)

[FN]
<F1> (1) Includes the Initial Shares and the Second Closing Shares.

<F2> (2) Comprising 2,576,455 First Refusal Shares (the shares subject to the Reporting Person's Right of First

Refusal include 65,600 shares of Series A Preferred purchased by Flanders Language Valley at the First Closing and 134,400 shares of Series A Preferred purchased by Flanders Language Valley at the Second Closing). All other share amounts subject to the Right of First Refusal come from statements in the Issuer's Proxy Statement on Schedule 14A, filed April 7, 1998.

<F3> (3) Includes only the 329,964 Initial Shares and the 676,025 Second Closing Shares

<F4> (4) Comprising the First Refusal Shares. See footnote 2 above.
</FN>

Item 2 information regarding Flanders Language Valley is taken from the Schedule 13D filed by Flanders Language Valley on May 01, 1998 and is as follows:

Flanders Language Valley G.C.V. ("FLV"), a corporation organized under Belgium law, is in the business of making venture capital investments. Its business address and the address of its principal office is at Industrielaan 31, B-8900 Ieper, Belgium. FLV has not, during the last five years, been convicted in any criminal proceeding, excluding traffic violations or similar misdemeanors, nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it was or is subject to a 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. Flanders Language Valley Management N.V. ("FLVM"), a corporation organized under Belgium law, serves and functions as the sole director and officer of FLV.

FLVM's sole business activity involves the management of FLV's venture capital investments. Its business address and the address of its principal office is at Industrielaan 31, B-8900 Ieper, Belgium. FLVM has not, during the last five years, been convicted in any criminal proceeding, excluding traffic violations or similar misdemeanors, nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating

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activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Jean Van Marcke is the Chairman of FLVM. He has served as a director of FLVM since December 22, 1995.

Mr. Philip Vermeulen is the Managing Director of FLVM. He has served as a director of FLVM since December 22, 1995.

Mr. Fernand Cloet is a Director of FLVM. He has served as a director of FLVM since December 22, 1995.

Mr. William Hardemen is a Director of FLVM. He has served as a director of FLVM since December 22, 1995.

Mr. Wilfried Vandepoel is a Director of FLVM. He has served as a director of FLVM since February 16, 1996.

Mr. Johan Vannieuwenhuyze is a Director of FLVM. He has served as a director of FLVM since February 16, 1996.

Current Item 2 information regarding William H. Welling, Deloris A. Welling, the Berdell, Welling Profit Sharing Trust (William H. Welling, Trustee), the Welling Family Trust January 23, 1990 (William H. Welling and Deloris A. Welling, Trustees), the Trust For the Benefit of David M. Welling (James Welling, Trustee), the Special Needs Trust for the Benefit of Deborah A. Welling (William H. Welling and Deloris A. Welling, Trustees) and Edmund Shea is not available publicly. Because the foregoing parties and the Registrant are not members of a group, Item 2 information regarding such parties is not presented here.

(c) Recent Transactions:

As described in more detail in Item 4, on September 21, 1998, the Reporting Person acquired the Initial Shares, and on October 5, 1998, the Reporting Person acquired the Second Closing Shares. The Reporting Person also received a Right of First Refusal to purchase shares of the Issuer's Common Stock and Series A Preferred held by certain shareholders of the Corporation pursuant to the Co-Sale Agreement. The right of first refusal contained in the Co-Sale Agreement terminates on September 21, 1999.

- (d) Rights with Respect to Dividends
or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent
Beneficial Ownership: N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

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Pursuant to the Purchase Agreement (as defined in Item 4), the Reporting Person has, under certain circumstances, various rights related to: (a) registration of the Common Stock issuable upon conversion or exchange of the Series B Preferred Stock pursuant to certain shelf, demand and piggyback registration rights granted to the Reporting Person; (b) a representative of the Reporting Person observing board of director and committee meetings of the Issuer in a non-voting capacity; (c) certain rights of consent, notification, negotiation and first refusal in connection with certain sales of securities, acquisitions, asset sales, grants of licenses and other corporate events of the Issuer or any of its significant subsidiaries; and (d) the participation in future issuances of securities by the Issuer and the maintenance of the Reporting Person's percentage ownership of the Issuer.

Pursuant to the Co-Sale Agreement (as defined in Item 4), the Reporting Person has a right of first refusal on sales of an aggregate of up to 2,576,455 shares (see footnote 2) of the Issuer's securities by Flanders Language Valley, a corporation organized under the laws of Belgium, William H. Welling and certain related entities (as set forth in the preamble to the Co-Sale Agreement, and herein referred to as the "Welling Entities"), and Edmund Shea, subject to certain limitations. Such Right of First Refusal terminates on September 21, 1999. In addition, the Reporting Person has the right to participate in sales of the Issuer's securities by any of the Welling Entities, subject to certain limitations (the "Co-Sale Right"). The Co-Sale Right terminates on September 21, 2001.

Item 7. Material to Be Filed as Exhibits.

- Exhibit 1* Xiox Corporation Stock Purchase and Investor Rights Agreement, dated September 21, 1998 (the "Purchase Agreement").
- Exhibit 2* Right of First Refusal and Co-Sale Agreement, dated September 21, 1998, between the Issuer, Flanders Language Valley, William H. Welling, Deloris A. Welling, the Berdell, Welling Profit Sharing Trust (William H. Welling, Trustee), the Welling Family Trust January 23, 1990 (William H. Welling and Deloris A. Welling, Trustees), the Trust For the Benefit of David M. Welling (James Welling, Trustee) and the Special Needs Trust for the Benefit of Deborah A. Welling (William H. Welling and Deloris A. Welling, Trustees) and Edmund Shea.

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- Exhibit 3* Press Release of Xiox Corporation, dated September 21, 1998.

*Previously filed

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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 14, 1998.

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. All Directors are United States citizens, except as noted below.

Name: Craig R. Barrett
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 on 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: Britannic House, 1 Finsbury Circus,
London EC2M 7BA
Principal Occupation: Group Chief Executive
Name, principal business and address of corporation or other organization on which employment is conducted: The British Petroleum Company p.l.c., an integrated oil company.
Britannic House, 1 Finsbury Circus,
London EC2M 7BA
Citizenship: British

Name: Winston H. Chen
Business Address: 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 on 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 of Intel Corporation
Name, principal business and address of corporation or other organization on which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard

other organization Santa Clara, CA 95052
on which employment
is conducted:

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Name: D. James Guzy
Business Address: 1340 Arbor Rd. Menlo Park, CA 94025
Principal Chairman of The Arbor Company
Occupation:
Name, principal
business and The Arbor Company, a limited partnership
address of engaged in the electronics and computer
corporation or industry.
other organization 1340 Arbor Rd.
on which employment Menlo Park, CA 94025
is conducted:

Name: Gordon E. Moore
Business Address: 2200 Mission College Boulevard, Santa Clara,
CA 95052
Principal Chairman Emeritus of the Board of Intel
Occupation: Corporation
Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and
address of systems.
corporation or 2200 Mission College Boulevard
other organization Santa Clara, CA 95052
on which employment
is conducted:

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

Name: Jane E. Shaw
Business Address: 1310 Orleans Drive, Sunnyvale, CA 94089
Principal Chairman and Chief Executive Officer
Occupation:
Name, principal AeroGen, Inc., a private company
business and specializing in controlled delivery of drugs
address of to the lungs.
corporation or 1310 Orleans Drive, Sunnyvale, CA 94089
other organization
on which employment
is conducted:

Name: Leslie L. Vadasz
Business Address: 2200 Mission College Boulevard, Santa Clara,
CA 95052
Principal Senior Vice President, Director, Corporate
Occupation: Business Development, Intel Corporation
Name, principal Intel Corporation, a manufacturer of
business and microcomputer components, modules and
address of systems.
corporation or 2200 Mission College Boulevard
other organization Santa Clara, CA 95052
on which employment
is conducted:

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Name: David B. Yoffie
Business Address: Harvard Business School, Soldiers Field Park
1-411, Boston, MA 92163
Principal Max and Doris Starr, Professor of
Occupation: International 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 organization Boston, MA 92163

on which employment
is conducted:

Name: Charles E. Young
Business Address: 10920 Wilshire Boulevard, Suite 1835, Los Angeles, CA 90024
Principal: Chancellor Emeritus
Occupation:
Name, principal business and address of corporation or other organization: University of California at Los Angeles, an educational institution, 10920 Wilshire Boulevard, Suite 1835, Los Angeles, CA 90024
on 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: Paul S. Otellini
Title: Executive Vice President, Director, Intel Architecture Business Group

Name: Gerhard H. Parker
Title: Executive Vice President, General Manager, New Business Group

Name: Albert Y. C. Yu
Title: Senior Vice President, General Manager, Microprocessor 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: Sean M. Maloney
Title: Vice President, Director, Sales and Marketing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer

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

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EXHIBIT INDEX

Exhibit No.	Document	Sequentially Numbered Page
Exhibit 1	Xiox Corporation Stock Purchase and Investor Rights Agreement, dated September 21, 1998 (the "Purchase Agreement").	*
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Exhibit 3	Press Release of Xiox Corporation, dated September 21, 1998.	*
Exhibit 4	Press Release of Xiox Corporation, dated	--

October 5, 1998

* Previously filed

XIOX ANNOUNCES CLOSING OF \$9.5 MILLION PRIVATE PLACEMENT

BURLINGAME, Calif., October 5, 1998, 3:46 P.M. PDT -- XIOX Corporation (NASDAQ: XIOX) announced today that it held the second of two closings under an agreement announced September 21, 1998 to raise approximately \$9.5 million from the private placement of Series A Preferred Stock to Intel Corporation, Flanders Language Valley and Zero Stage Capital and other private investors.

In the second closing, approximately \$6.5 million of Series A Preferred Stock was sold to the investors on substantially the same terms as the first closing, which raised approximately \$3.1 million on September 21, 1998. All together, 1,907,989 shares of Series A Preferred were sold under the agreement at a purchase price of \$5.00 per share. The Series A Preferred Stock will be convertible into Common Stock on a 1:1 basis subject to certain anti-dilution provisions.

XIOX Corporation, headquartered in Burlingame, California, manufactures and distributes a complete line of telephone management support and control systems and service bureau solutions for the commercial and hospitality markets. For more information about XIOX, visit the Company's web site at <http://www.xiox.com>.

Except for the historical information contained herein, the matters discussed in this news release are forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors such as the availability and market acceptance of new products and product reliability, which may cause the actual results, performance or achievements Xiox to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. For further information, refer to the risk factors detailed from time to time in the Company's filings with the Securities and Exchange Commission.

Contact: XIOX Corporation
Melanie Reid, VP Finance/CFO
650/375-8188
mreid@xiox.com