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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 1

TO

SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION  
14(d) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

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CHIPS AND TECHNOLOGIES, INC.  
(NAME OF SUBJECT COMPANY)

INTEL CORPORATION  
INTEL ENTERPRISE CORPORATION  
(BIDDERS)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(INCLUDING THE ASSOCIATED COMMON STOCK PURCHASE RIGHTS)  
(TITLE OF CLASS OF SECURITIES)

170021109  
(CUSIP NUMBER OF CLASS OF SECURITIES)

F. THOMAS DUNLAP, JR.  
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY

INTEL CORPORATION  
2200 MISSION COLLEGE BOULEVARD  
SANTA CLARA, CALIFORNIA 95052  
408-765-1125

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZING TO RECEIVE NOTICES  
AND COMMUNICATIONS ON BEHALF OF BIDDER)

COPIES TO:

RICHARD M. RUSSO, ESQ.  
GIBSON, DUNN & CRUTCHER LLP  
1801 CALIFORNIA STREET, SUITE 4100  
DENVER, COLORADO 80121  
(303) 298-5700

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INTRODUCTION

This Amendment No. 1 dated September 2, 1997 to Tender Offer Statement on Schedule 14D-1 dated August 1, 1997 (the "Schedule 14D-1") relates to the offer by Intel Enterprise Corporation, a Delaware corporation ("Purchaser"), and a wholly owned subsidiary of Intel Corporation, a Delaware corporation ("Intel"), to purchase all outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Chips and Technologies, Inc., a Delaware corporation (the "Company"), and the associated Common Stock purchase rights (the "Rights" and, together with the Common Stock, the "Shares") issued pursuant to the Rights Agreement dated as of August 23, 1989, between the Company and Bank of America, NT & SA, at a price of \$17.50 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated as of August 1, 1997 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer").

Capitalized terms used and not otherwise defined herein shall have the meanings given such terms in the Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION

Item 10 is hereby amended and supplemented by addition of the following information thereto:

A copy of Intel's press release announcing that the Offer has been extended and that the Offer and withdrawal rights will now expire at 8:00 p.m., New York City time, on Friday October 17, 1997, filed as Exhibit (a) (9) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS

Item 11 is hereby amended and supplemented by addition of the following exhibit thereto.

(a) (9) Press release dated August 28, 1997, issued by Intel.

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SIGNATURE

After due inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 2, 1997

INTEL ENTERPRISE CORPORATION

By /s/ CARY I. KLAFTER  
Cary I. Klafter  
President

SIGNATURE

After due inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 2, 1997

INTEL CORPORATION

By /s/ F. THOMAS DUNLAP, JR.  
F. Thomas Dunlap, Jr.  
Vice-President, General Counsel  
and Secretary

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EXHIBIT INDEX

<TABLE>  
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EXHIBIT  
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<S>  
(a) (9)  
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<C>  
Press release dated August 28, 1997, issued by Intel.

CONTACT: Tom Waldrop (408) 765-8478 (press)  
Gordon Casey (408) 765- 1679 (financial)

INTEL CORPORATION EXTENDS OFFER  
FOR CHIPS AND TECHNOLOGIES, INC.

SANTA CLARA, Calif., August 28, 1997 -- Intel Corporation today announced that the expiration date of the \$17.50 per share all cash tender offer by Intel's subsidiary, Intel Enterprise Corporation, for all outstanding shares of common stock of Chips and Technologies, Inc., has been extended until 8 p.m., New York City time, on October 17, 1997. This extension is the result of the previously announced Federal Trade Commission request for additional information concerning the transaction under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

As of the close of business on August 28, 1997, approximately 14,266,200 shares of common stock of Chips and Technologies, Inc., had been tendered in the tender offer. This constitutes approximately 64 percent of Chips and Technologies' shares outstanding as of commencement of the tender offer.

Intel, the worlds largest chip maker, is also a leading manufacturer of personal computer, networking, and communications products. Additional information is available at [www.intel.com/pressroom](http://www.intel.com/pressroom).