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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 4

TO

SCHEDULE 14D-1

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

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. 4 dated November 13, 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 the Amendment to Agreement and Plan of Merger, dated as of November 13, 1997, between the Company, Intel and Purchaser is filed as Exhibit

(c) (3) to the Schedule 14D-1 and is incorporated herein by reference.

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 Tuesday, December 23, 1997, is filed as Exhibit (a) (12) 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 exhibits thereto.

(a) (12) Press release dated November 13, 1997, issued by Intel.

(c) (3) Amendment to Agreement and Plan of Merger, dated as of November 13, 1997, between the Company, Intel and Purchaser.

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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: November 13, 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: November 13, 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>
<CAPTION>

EXHIBIT	EXHIBIT INDEX
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<S>	<C>
(a) (12)	Press release dated November 13, 1997, issued by Intel.
(c) (3)	Amendment to Agreement and Plan of Merger, dated as of November 13, 1997, between the Company, Intel and Purchaser.

</TABLE>

CONTACT: Chuck Mulloy
Press Relations
(408) 765-3484
chuck_mulloy@ccm.sc.intel.com

Gordon Casey
Investor Relations
(408) 765-1480
gordon_casey@ccm.sc.intel.com

INTEL CORPORATION EXTENDS OFFER
FOR CHIPS AND TECHNOLOGIES, INC.

SANTA CLARA, Calif., November 13, 1997 -- Intel Corporation today announced that the expiration date for the \$17.50 per share 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 time, on December 13, 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. Intel also announced that it and Chips and Technologies, Inc. had amended their Merger Agreement to extend to January 31, 1998, the date after which either Intel or Chips and Technologies may unilaterally terminate the transaction if the tender offer has not been consummated.

As of the close of business on November 12, 1997, approximately 14,113,200 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 the tender offer.

Intel, the world's largest chip maker, is also a leading manufacturer of personal computer, networking, and communications products. Additional information is available at www.intel.com/pressroom.

SECOND AMENDMENT TO AGREEMENT AND PLAN OF MERGER

This Second Amendment to Agreement and Plan of Merger (this "Amendment") is made and entered into as of the 13th day of November 1997, by and among Chips and Technologies, Inc., a Delaware corporation (the "Company"), Intel Corporation, a Delaware corporation ("Parent") and Intel Enterprise Corporation, a Delaware corporation and a direct, wholly owned subsidiary of Parent ("Merger Sub"; the Company and Merger Sub sometimes being hereinafter together referred to as the "Constituent Corporations").

RECITALS

WHEREAS, the Company, Parent and Merger Sub have entered into an agreement, dated as of July 27, 1997 and amended on October 2, 1997 (the "Original Agreement"), pursuant to which Merger Sub has commenced a tender offer (the "Tender Offer") for any and all shares of the Company at \$17.50 per share, which Tender Offer will be followed by a merger (the "Merger") at the same price; and

WHEREAS, the parties to the Original Agreement now desire to amend the Original Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto amend the Original Agreement as follows:

AGREEMENT

1. Amendment of (Section 1.1(b) (The Offer) of the Original Agreement. Section 1.1(b) of the Original Agreement is deleted in its entirety and replaced with the following provision:

(b) Subject to the terms and conditions thereof, the Offer shall expire at midnight, New York City time, on the date that is twenty (20) Business Days after the date the Offer is commenced; provided, however, that without the consent of the Company's Board of Directors, Parent may (i) from time to time extend the Offer, if at the scheduled expiration date of the Offer any of the conditions to the Offer shall not have been satisfied or waived, until such time as such conditions are satisfied or waived; (ii) extend the Offer for any period required by any rule, regulation, interpretation or position of the Securities and Exchange Commission (the "SEC ") or the staff thereof applicable to the Offer; or (iii) extend the Offer for any reason on one or more occasions for an aggregate period of not more than twenty (20) Business Days beyond the latest expiration date that would otherwise be permitted under clause (i) or (ii) of this sentence if on such expiration date there shall not have been tendered at least 90% of the outstanding Shares. Parent agrees that if all of the conditions to the Offer set forth on Annex A are not satisfied on any scheduled expiration date of the Offer then, provided that all such conditions are reasonably capable of being satisfied prior to January 31, 1998, Parent shall extend the Offer from time to time until such conditions are satisfied or waived, provided that Parent shall not be required to extend the Offer beyond January 31, 1998. Subject to the terms and conditions of the Offer and this Agreement, Parent shall accept for payment, and pay for, all Shares validly tendered and not withdrawn pursuant to the Offer that Parent becomes obligated to accept for payment and pay for pursuant to the Offer, as promptly as practicable after the expiration of the Offer.

2. Amendment of Section 8.3(a) (Termination by the Company) of the Original Agreement. Section 8.3(a) of the Original Agreement is deleted in its entirety and replaced with the following provision:

(a) after January 31, 1998, Parent shall have failed to pay for Shares pursuant to the Offer; provided, however, that the right to terminate this Agreement pursuant to this subsection (a) shall not be available to the Company if it has breached in any material respects its obligations under this Agreement that in any manner shall have proximately contributed to the failure references in this clause (a);

3. Amendment of Section 8.4(a) (Termination by Parent and Merger Sub) of the Original Agreement. Section 8.4(a) of the Original Agreement is hereby modified so that the date January 15, 1998, which appears in Section 8.4(a), shall be replaced with January 31, 1998.

4. Amendment of Annex A of the Original Agreement. Annex A of the Original Agreement is hereby modified so that the date October 31, 1997, which appears in Annex A, shall be replaced with January 31, 1998.

5. Other Provisions. Except as expressly provided herein, the Original Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Second Amendment has been duly executed and delivered by duly authorized officers of the parties hereto as of the date hereof.

CHIPS AND TECHNOLOGIES, INC.

by: /s/ JAMES F. STAFFORD

Name: James F. Stafford
Title: President and CEO

INTEL CORPORATION

by: /s/ LESLIE L. VADASZ

Name: Leslie L. Vadasz
Title: Sr. Vice President

INTEL ENTERPRISE CORPORATION

by: /s/ CARY KLAFTER

Name: Cary Klafter
Title: President