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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 5

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:

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GIBSON, DUNN & CRUTCHER LLP
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DENVER, COLORADO 80121
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INTRODUCTION

This Amendment No. 5 dated November 14, 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 11. MATERIAL TO BE FILED AS EXHIBITS

Item 11 is hereby amended and supplemented by the replacement of the exhibit previously filed as exhibit (a)(12) with the following exhibit.

(a) (12) Press release dated November 13, 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: November 14, 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 14, 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

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EXHIBIT

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<S>
(a) (12)

<C>
Press release dated November 13, 1997, issued by Intel.

</TABLE>

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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 23, 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. have agreed to amend 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.