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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1

TO

SCHEDULE 14D-1

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

DSP COMMUNICATIONS, INC.  
(Name of Subject Company)

INTEL CORPORATION

CWC ACQUISITION CORPORATION  
(Bidders)

Common Stock, \$.001 par value  
(Title of Class of Securities)

23332K106  
(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 Authorized to Receive Notices  
and Communications on Behalf of Bidder)

Copies To:  
Kenneth R. Lamb  
Gibson, Dunn & Crutcher LLP  
One Montgomery Street  
Telesis Tower  
San Francisco, CA 94104  
(415) 393-8200

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INTRODUCTION

This Amendment No. 1 dated November 12, 1999 to Tender Offer Statement on Schedule 14D-1 dated October 20, 1999 (the "Schedule 14D-1") relates to the offer by CWC Acquisition Corporation, a Delaware corporation, and a wholly owned subsidiary of Intel Corporation, a Delaware corporation ("Intel"), to purchase all outstanding shares of common stock, \$.001 par value per share, of DSP Communications, Inc., a Delaware corporation (the "Company"), at a price of \$36 per Share, net to the tendering stockholder in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 20, 1999 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer").

Capitalized terms used but not 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 the addition of the following information thereto:

A copy of Intel and the Company's press release announcing that they have received the approval from the Israeli Office of the Chief Scientist for the indirect acquisition of the Company's Israeli subsidiaries by Intel or an affiliated company pursuant to the Offer is filed as Exhibit (a)(10) to the Schedule 14D-1 and is incorporated herein by reference. In the press release, Intel and the Company also announced that the Investment Center of the Israeli Ministry of Industry and Trade has notified the Company that its approval is not required for the acquisition of the Company by Parent, as this transaction does not result in a change in the direct ownership of the Company's Israeli subsidiaries. Also in the press release, Intel and the Company announced that they received approvals from the Director General of the Israeli Antitrust Authority, thereby completing all Israeli governmental approvals of the

transaction.

A copy of Intel and the Company's press release announcing that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act for federal antitrust review of the Offer expired at 11:59 p.m., Washington, D.C. time, on Wednesday, November 10, 1999, is filed as Exhibit (a) (11) 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 the addition of the following exhibit:

(a) (10) Press Release dated November 4, 1999, issued by Intel and the Company.

(a) (11) Press Release dated November 10, 1999, issued by Intel and the Company.

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SIGNATURE

After due 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: November 12, 1999

CWC ACQUISITION CORPORATION

By: /s/ SUZAN A. MILLER

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Suzan A. Miller  
President

SIGNATURE

After due 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: November 12, 1999

INTEL CORPORATION

By: /s/ PETER N. DETKIN

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Peter N. Detkin\*  
Vice President, Legal  
Assistant General Counsel,  
as authorized representative of  
F. Thomas Dunlap, Jr.  
Vice President, General Counsel  
and Secretary

\* Delegation of authority to execute this Amendment No. 1 to Schedule 14D-1 by Peter N. Detkin as authorized representative of F. Thomas Dunlap, Jr. is attached hereto as Exhibit 1.

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EXHIBIT INDEX

<TABLE>  
<CAPTION>  
Exhibit

EXHIBIT INDEX  
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<S>  
(a) (10) Press Release dated November 4, 1999, issued by Intel and the Company.  
(a) (11) Press Release dated November 10, 1999, issued by Intel and the Company.  
1 Delegation of Authority.

</TABLE>

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INTEL CORPORATION AND DSP COMMUNICATIONS, INC.  
ANNOUNCE RECEIPT OF ISRAELI REGULATORY APPROVALS

SANTA CLARA, Calif., Nov. 4, 1999 -- Intel Corporation and DSP Communications, Inc. (DSPC) announced today they have received the approval from the Israeli Office of the Chief Scientist for the indirect acquisition of DSPC's Israeli subsidiaries by Intel or an affiliated company, through the previously announced acquisition of DSPC by Intel.

In addition, the Investment Center of the Israeli Ministry of Industry and Trade notified DSPC that its approval is not required for the acquisition of DSPC by Intel, as this transaction does not result in a change in the direct ownership of DSPC's Israeli subsidiaries.

DSPC and Intel also announced they received approvals from the Director General of the Israeli Antitrust Authority, thereby completing all Israeli governmental approvals of the transaction.

As previously announced, on October 20, 1999, CWC Acquisition Corporation, a wholly owned subsidiary of Intel, commenced an all-cash tender offer for all of the shares of common stock of DSPC for \$36.00 per share. The tender offer will expire at midnight, New York City time, on Wednesday, Nov. 17, 1999, unless the offer is extended. The companies anticipate they will have all the necessary regulatory clearances by Nov. 17.

Headquartered in Silicon Valley, DSPC is a leading independent developer and supplier of form-fit reference designs, chipsets and software to mobile phone manufacturers. DSPC develops, markets, licenses, and sells application specific integrated circuits (ASICs) based on digital signal processing (DSP) technology, software stacks, and reference design development kits for advanced wireless voice and data communications applications. DSPC wireless technology products support leading global standards for CDMA, TDMA, and PDC, and will also support emerging third generation (3G) standards such as Wideband CDMA and cdma2000. The company's customers include Cadence, Denso, Kenwood, Kyocera, Kokusai, Lucent Technologies, Motorola, NEC, Philips, Pioneer, SANYO, Sharp, and SK Teletech. DSPC maintains a presence worldwide with offices in the United States, Japan, Israel, and Canada. DSPC stock is traded on the New York Stock Exchange under the symbol DSP. For more information, please visit <http://www.dspc.com>.

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

\*Third party marks and brands are property of their respective holders.

INTEL ACQUISITION OF DSP COMMUNICATIONS, INC.  
RECEIVES U.S. REGULATORY CLEARANCE

SANTA CLARA, Calif., Nov. 11, 1999 -- Intel Corporation and DSP Communications, Inc. (NYSE: DSP) today announced that the waiting period for federal antitrust review of Intel's proposed acquisition of DSP Communications, Inc. (DSPC) expired at 11:59 p.m. on Wednesday, Nov. 10, 1999. As a result of the expiration, the parties have clearance from U.S. federal antitrust agencies to complete the acquisition. No additional regulatory clearances are needed.

Intel commenced its previously announced tender offer for the purchase of all the outstanding shares of common stock of DSPC at a price of \$36.00 net per share in cash on Oct. 20, 1999. The offer and withdrawal rights will expire at midnight, New York City time on Wednesday, Nov. 17, 1999, unless Intel elects (subject to the terms of its agreement with DSPC) to extend the offer. D.F. KING & CO., INC (D.F. King) is acting as information agent for the offer. D.F. King may be contacted (toll free) at (800) 714-3312 or (call collect) (212) 269-5550.

Headquartered in Silicon Valley, DSPC is a leading independent developer and supplier of form-fit reference designs, chipsets and software to mobile phone manufacturers. DSPC develops, markets, licenses, and sells application specific integrated circuits (ASICs) based on digital signal processing (DSP) technology, software stacks, and reference design development kits for advanced wireless voice and data communications applications. DSPC wireless technology products support leading global standards for CDMA, TDMA, and PDC, and will also support emerging third generation (3G) standards such as Wideband CDMA and cdma2000. The company's customers include Cadence, Denso, Kenwood, Kyocera, Kokusai, Lucent Technologies, Motorola, NEC, Philips, Pioneer, SANYO, Sharp, and SK Teletech. DSPC maintains a presence worldwide with offices in the United States, Japan, Israel, and Canada. DSPC stock is traded on the New York Stock Exchange under the symbol DSP. For more information, please visit <http://www.dspc.com>.

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

\*Third party marks and brands are property of their respective holders.

November 9, 1999

To Whom it May Concern:

I will be out of the office from 11/10 returning 11/12. In my absence Peter N. Detkin will have full signature authority.

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