

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO

SCHEDULE 14D-1

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

AMENDMENT NO. 1

TO

SCHEDULE 13D

UNDER 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

* This Amendment No. 2 to Schedule 14D-1 also constitutes Amendment No. 1 to the
Statement on Schedule 13D of Intel Corporation and CWC Acquisition Corporation
with respect to the shares of common stock, \$.001 par value, of DSP
Communications, Inc. beneficially owned by Intel Corporation and CWC Acquisition
Corporation.

CUSIP No. 23332K106

Page 2 of 7 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Intel Corporation
94-1672743

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 38,196,154
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 38,196,154
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,196,154

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

88.3%

14 TYPE OF REPORTING PERSON*

CO

CUSIP No. 23332K106

Page 3 of 7 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
CWC Acquisition Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

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88.3%

14 TYPE OF REPORTING PERSON*

CO

INTRODUCTION

This Amendment No. 2 dated November 18, 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 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

Item 6 is hereby amended and supplemented by the addition of the following information thereto:

At midnight, New York City time on November 17, 1999, the Offer expired. A total of 38,196,154 shares were tendered and accepted pursuant to the Offer, representing approximately 88.3% of the shares outstanding; an additional 3,720,773 shares were tendered by guaranteed delivery. In the aggregate, approximately 97.0% of the shares outstanding were tendered.

ITEM 10. ADDITIONAL INFORMATION

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

A copy of Intel's press release announcing the successful completion of the Offer and its intention to complete the acquisition of the remaining shares of the Company's common stock on or about November 19, 1999, 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 the addition of the following exhibit:

(a)(10) Press Release dated November 18, 1999, issued by Intel.

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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 18, 1999

CWC ACQUISITION CORPORATION

By: /s/ SUZAN A. MILLER

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 18, 1999

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

<S>
99.(a)(12)
</TABLE>

<C>
Press release dated November 18, 1999, issued by Intel.

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INTEL SUCCESSFULLY COMPLETES TENDER OFFER

FOR DSP COMMUNICATIONS, INC.

SANTA CLARA, Calif., Nov. 18, 1999 -- Intel Corporation today announced the successful completion of its tender offer for all outstanding shares of DSP Communications, Inc., common stock. Approximately 41,916,000 shares of DSP common stock were tendered as of midnight Eastern time on Wednesday, Nov. 17, 1999, including shares tendered pursuant to notices of guaranteed delivery. The shares tendered represent approximately 97 percent of the outstanding shares of DSP Communications.

Intel also announced that it intends to complete its acquisition of the remaining shares of DSP Communications, Inc., common stock on or about Nov. 19, 1999, by merging its wholly owned subsidiary, CWC Acquisition Corporation, into DSP Communications, Inc.

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.

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