

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

DIALOGIC CORPORATION
(NAME OF SUBJECT COMPANY)

INTEL CORPORATION

INTEL LMH ACQUISITION CORPORATION
(BIDDERS)

COMMON STOCK, NO PAR VALUE
(TITLE OF CLASS OF SECURITIES)

25249910-8
(CUSIP NUMBER OF CLASS OF SECURITIES)

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

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

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INTRODUCTION

This Amendment No. 1 dated June 29, 1999 to Tender Offer Statement on Schedule 14D-1 dated June 7, 1999 (the "Schedule 14D-1") relates to the offer by Intel LMH Acquisition Corporation, a New Jersey corporation ("Purchaser"), and a wholly owned subsidiary of Intel Corporation, a Delaware corporation ("Intel"), to purchase all outstanding shares of common stock, no par value (the "Shares"), of Dialogic Corporation, a New Jersey corporation (the "Company"), at a price of \$44 per Share, net to the tendering shareholder in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 7, 1999 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer"). This Amendment No. 1 is filed in response to the comments of the Securities and Exchange Commission with respect to the Schedule 14D-1.

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

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS

The first full paragraph of Section 18 ("Certain Conditions of the Offer") of the Offer to Purchase, dated June 7, 1999, which is attached as Exhibit (a) (1) to the Schedule 14D-1, is amended and restated in its entirety to read in full as follows:

Notwithstanding any other provision of the Offer or the Merger Agreement, and subject to any applicable rules and regulations of the Commission, including Rule 14e-1(c) relating to Intel's obligation to pay for or return tendered Shares after termination of the Offer, Intel will not be required to accept for payment or pay for any Shares, may delay the acceptance for payment of any Shares pursuant to Section

1.1(b) of the Merger Agreement, may extend the Offer by one or more times, and may terminate the Offer at any time after September 15, 1999 if (a) the Minimum Condition is not satisfied by the Expiration Date, (b) any applicable waiting period under the HSR Act has not expired or terminated prior to the Expiration Date, (c) approval of all necessary government officials and agencies has not been obtained on terms and conditions reasonably satisfactory to Intel prior to the Expiration Date, or (d) at any time after May 31, 1999 and before the Expiration Date, any of the following events has occurred and is continuing:

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: June 29, 1999

INTEL LMH ACQUISITION CORPORATION

By: /s/ CARY KLAFTER

Cary Klafter
Vice President and Secretary

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: June 29, 1999

INTEL CORPORATION

By: /s/ F. THOMAS DUNLAP, JR.

F. Thomas Dunlap, Jr.
Vice President, General Counsel
and Secretary