

=====

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

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
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
GREGORY J. CONKLIN
GIBSON, DUNN & CRUTCHER LLP
ONE MONTGOMERY STREET
TELESIS TOWER
SAN FRANCISCO, CA 94104
(415) 393-8200

=====

INTRODUCTION

This Amendment No. 2 dated July 2, 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, and a wholly owned subsidiary of Intel Corporation, a Delaware corporation ("Intel"), to purchase all outstanding shares of common stock, no par value 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").

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 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 Thursday, July 1, 1999, is filed as Exhibit (a) (9) 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) (9) Press Release dated July 2, 1999, issued by Intel and the Company.

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: July 2, 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: July 2, 1999

INTEL CORPORATION

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

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

EXHIBIT INDEX

<TABLE>
<CAPTION>
Exhibit

EXHIBIT INDEX

<S> <C>
(a) (9) Press release dated July 2, 1999, issued by Intel and the Company.

</TABLE>

CONTACT: Michael Sullivan
Intel Press Relations
(408) 765-1310
michael.sullivan@intel.com

Lisa Ansilio
Intel Investor Relations
(408) 765-1910
lisa.ansilio@intel.com

Tom Amato
Dialogic Investor Relations
(973) 993-3000 ext. 6813
T.Amato@dialogic.com

INTEL AND DIALOGIC MERGER
RECEIVES REGULATORY CLEARANCE

SANTA CLARA, Calif., and PARSIPPANY, N.J., July 2, 1999 -- Dialogic Corporation (NASDAQ: DLGC) and Intel Corporation today announced that the waiting period for federal antitrust review of Intel's proposed acquisition of Dialogic expired at 11:59 p.m. on Thursday, July 1, 1999. As a result of the expiration, the parties have clearance from federal antitrust agencies to complete the acquisition. No additional regulatory clearances are needed.

As previously announced, Intel on June 7 commenced a tender offer for the purchase of all the outstanding shares of common stock of Dialogic Corporation at a price of \$44.00 net per share in cash. The offer and withdrawal rights will expire at midnight, New York City time on Friday, July 2, 1999, unless Intel Corporation elects to extend the offer subject to the terms of its agreement with Dialogic. D.F. King & Co. is acting as information agent for the offer and may be contacted toll free at (800) 758-5378 or collect at (212) 425-1685.

Dialogic Corporation (OTC:DLGC) was founded in 1983 and has 1,200 employees worldwide. The company is the leading supplier of a variety of award winning computer telephony products used by OEMs, application developers and communication service providers. The company had 1998 revenues of \$294 million and has grown at an average compound annual growth rate of 25 percent in the past five years. Headquartered in Parsippany, New Jersey, Dialogic also has design teams in New Zealand, Israel, Boston, and Santa Clara, along with sales offices in 13 countries worldwide. For information on the company and its products, visit its site on the World Wide Web at <http://www.dialogic.com>.