

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3

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*

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:

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ONE MONTGOMERY STREET
TELESIS TOWER
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(415) 393-8200

* This Amendment No. 3 to Schedule 14D-1 also constitutes Amendment No. 1 to the Statement on Schedule 13D of Intel Corporation and Intel LMH Acquisition Corporation with respect to the shares of common stock, no par value, of Dialogic Corporation beneficially owned by Intel Corporation and Intel LMH Acquisition Corporation.

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(1) Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

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	16,503,604
	(8)	Shared Voting Power	0
	(9)	Sole Dispositive Power	16,503,604
	(10)	Shared Dispositive Power	0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

16,503,604

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares []

(13) Percent of Class Represented by Amount in Row (11)

94.37%

(14) Type of Reporting Person*

CO

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(1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons

Intel LMH Acquisition Corporation

(2) Check the Appropriate Box if a Member of a Group* (a) [] (b) []

(3) SEC Use Only

(4) SOURCE OF FUNDS*

AF

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

(6) Citizenship or Place of Organization

New Jersey

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 16,503,604	
	(8)	Shared Voting Power 0	
	(9)	Sole Dispositive Power 16,503,604	
	(10)	Shared Dispositive Power 0	
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 16,503,604		
(12)	Check Box if Aggregate Amount in Row (11) Excludes Certain Shares* []		
(13)	Percent of Class Represented by Amount in Row (11) 94.37%		
(14)	Type of Reporting Person CO		

INTRODUCTION

This Amendment No. 3 dated July 7, 1999 to Tender Offer Statement on Schedule 14D-1 dated June 7, 1999 (the "Schedule 14D-1") as amended and supplemented by Amendment No. 1, filed with the Securities and Exchange Commission (the "Commission") on July 1, 1999 and Amendment No. 2, filed with the Commission on July 2, 1999, relates to the offer by Intel LMH Acquisition Corporation, a New Jersey corporation ("Acquisition"), 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"). This Amendment No. 3 also constitutes Amendment No. 1 to the Statement on Schedule 13D, filed with the Commission on June 7, 1999, with respect to the shares beneficially owned by Intel and Acquisition.

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 July 2, 1999, the Offer expired. A total of 16,503,604 shares were tendered and accepted pursuant to the Offer, representing approximately 94.4% of the Shares outstanding. An additional 329,218 Shares were tendered by guaranteed delivery.

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 July 8, 1999, is filed as Exhibit (a)(10) 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 July 6, 1999, issued by Intel.

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 6, 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 6, 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

Exhibit

EXHIBIT INDEX

(a) (10) Press release dated July 6, 1999, issued by Intel.

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INTEL SUCCESSFULLY COMPLETES TENDER FOR
DIALOGIC CORPORATION SHARES

SANTA CLARA, Calif., July 6, 1999 -- Intel Corporation today announced the successful completion of its tender offer for all outstanding shares of Dialogic Corporation common stock. Approximately 16,500,000 shares of Dialogic common stock were tendered and accepted, representing approximately 94 percent of outstanding shares.

Intel also announced that it intends to complete its acquisition of the remaining shares of Dialogic common stock on or about July 8, 1999, by merging its wholly-owned subsidiary, Intel LMH Acquisition Corporation, into Dialogic.

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.