
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**SCHEDULE TO
(Amendment No. 1)**

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Wind River Systems, Inc.

(Name of Subject Company (Issuer))

APC II Acquisition Corporation
(Offeror)

A Wholly Owned Subsidiary of
Intel Corporation
(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

973149107
(CUSIP Number of Class of Securities)

Marty M. Linné, Esq.
Intel Corporation
2200 Mission College Blvd.
Santa Clara, CA 95054-1549
(408) 765-8080

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Robert Townsend, Esq.
S. Dawn Smith, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105
(415) 268-7000

CALCULATION OF FILING FEE

| Transaction Valuation(1) | Amount of Filing Fee(2) |
|--------------------------|-------------------------|
| \$1,069,696,661.50 | \$59,689.07 |

- (1) Estimated for purposes of calculating the amount of the filing fee only. This calculation is based on the offer to purchase up to 93,017,101 shares of common stock, par value \$0.001 per share of Wind River Systems, Inc. (the "Seller"), including the associated rights to purchase shares of the Series A Junior Participating Preferred Stock, par value \$0.001 per share, of the Seller, at a purchase price of \$11.50 per share, net to the tendering stockholder in cash, without interest and subject to any required withholding of taxes. Such shares consist of (i) 76,892,405 shares of common stock of the Seller that were issued and outstanding as of May 31, 2009; (ii) 9,819,686 shares of common stock of the Seller potentially issuable upon conversion of outstanding in-the-money stock options as of May 31, 2009, (iii) 3,173,360 shares of common stock subject to outstanding restricted stock units as of May 31, 2009, (iv) 2,931,650 shares of common stock were reserved for issuance under the under the employee stock purchase plan of the Seller as of May 31, 2009, and (v) 200,000 shares of common stock subject to outstanding performance share awards as of May 31, 2009.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #5 for fiscal year 2009, issued by the Securities and Exchange Commission on March 11, 2009, by multiplying the transaction value by .00005580.
- ☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$59,689.07
Form of Registration No.: Schedule TO

Filing Party: Intel Corporation and APC II Acquisition Corporation
Date Filed: June 11, 2009

- ☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ Third-party tender offer subject to Rule 14d-1.
☐ Issuer tender offer subject to Rule 13e-4.
☐ Going-private transaction subject to Rule 13e-3.
☐ Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☐

* If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (cross-border issuer tender offer).
☐ Rule 14d-1(d) (cross-border third-party tender offer).

This Amendment No. 1 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities Exchange Commission on June 12, 2009 by (i) APC II Acquisition Corporation, a Delaware corporation (the “Purchaser”) and wholly owned subsidiary of Intel Corporation, a Delaware corporation (“Parent”), and (ii) Parent. This Amendment relates to the offer (the “Offer”) by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the “Company Shares”), including the associated rights to purchase shares of Series A Junior Participating Preferred Stock, par value \$0.001 per share (the “Rights,” and collectively, with the Company Shares, the “Shares”) of Wind River Systems, Inc., a Delaware corporation (the “Seller”), at a purchase price of \$11.50 per Share, net to the tendering stockholder in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 11, 2009 (together with any amendments and supplements thereto, the “Offer to Purchase”) and in the related Letter of Transmittal.

Item 3. Identity and Background of Filing Person.

The third and fourth entries under the caption “Officers” on Schedule I of the Offer to Purchase are hereby amended by restating such entries as follows:

| OFFICERS | |
|---|---|
| Present Principal Occupation or Employment, Material Positions Held During the Last Five (5) Years | |
| <u>Name and Address</u> <i>Sean M. Maloney</i> | 2008 – present, Executive VP, Chief Sales and Marketing Officer |
| | 2006 – 2008, Executive VP, GM of Sales and Marketing Group, Chief Sales and Marketing Officer |
| | 2005 – 2006, Executive VP, GM of Mobility Group |
| | 2001 – 2005, Executive VP, GM of Intel Communications Group |
| | Member of Autodesk, Inc. Board of Directors |
| | Joined Intel in 1982 |
| <i>David Perlmutter</i> | Citizen of the United Kingdom |
| | 2007 – present, Executive VP, GM of Mobility Group |
| | 2005 – 2007, Senior VP, GM of Mobility Group |
| | 2005 – VP, GM of Mobility Group |
| | 2000 – 2005, VP, GM of Mobile Platforms Group |
| | Joined Intel in 1980 |
| | Citizen of the State of Israel |

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

| Exhibit | Exhibit Name |
|-----------|---|
| (a)(5)(C) | Form of Letter to Participants in the Wind River Systems, Inc. 401(k) Plan. |

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.

APC II Acquisition Corporation

Date: June 16, 2009

By: /s/ Tiffany D. Silva

Name: Tiffany D. Silva

Title: Secretary

Intel Corporation

Date: June 16, 2009

By: /s/ Cary I. Klafter

Name: Cary I. Klafter

Title: Vice President, Legal and Corporate Affairs, and Corporate Secretary

CERTIFICATE OF RESOLUTIONS REGARDING SIGNATURE AUTHORITY OF INTEL CORPORATION

I, Teresa L. Remillard, duly appointed and acting Assistant Secretary of Intel Corporation, a Delaware corporation (the "Corporation"), do hereby certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of the Corporation at a meeting duly called and held on May 19, 2009, at which a quorum was present at all times, and that such resolutions have not been amended or rescinded and are still in full force and effect:

RESOLVED, that the Chairman of the Board, the President and Chief Executive Officer, the Executive Vice President and President, Intel Capital, the Chief Financial Officer, the Secretary, the General Counsel or the Treasurer, (the "Authorized Officers"), or their designees, singly or jointly, are authorized in the name and on behalf of the Corporation to execute and deliver such agreements, documents, instruments and certificates as appropriate and desirable to evidence the terms and conditions of the Transaction (collectively, the "Definitive Agreements"); and be it further

RESOLVED, that the Authorized Officers or their designees, singly or jointly, are authorized in the name and on behalf of the Corporation to do any and all further things that may be necessary or advisable to carry out and effectuate the Transaction and these resolutions and to fully to perform the obligations of the Corporation under the Definitive Agreements and the Related Agreements, including, without limitation, cause to be prepared and to execute and cause to be filed with the Securities and Exchange Commission (the "Commission") a Tender Offer Statement and/or a registration statement to register the Corporation's common stock, if any, to be issued in connection with the Transaction and/or assumption of options or other convertible securities to be assumed in connection with the Transaction; and be it further

RESOLVED, that the appropriate officers of the Corporation or their designees, singly or jointly, are authorized in the name and on behalf of the Corporation to prepare and make any public announcement or make such filings with the Commission or applicable stock exchange regarding the Transaction that any appropriate officer of the Corporation deems necessary or appropriate.

IN WITNESS WHEREOF, I have executed this certificate this 16th day of June, 2009.

By: /s/ Teresa L. Remillard

Name: Teresa L. Remillard

Title: Assistant Secretary

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Exhibit Name</u> |
|-----------------------|---|
| (a)(1)(A) | Offer to Purchase dated June 11, 2009.* |
| (a)(1)(B) | Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9).* |
| (a)(1)(C) | Notice of Guaranteed Delivery.* |
| (a)(1)(D) | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(E) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(5)(A) | Joint Press Release issued by Intel Corporation and Wind River Systems, Inc. on June 4, 2009, incorporated herein by reference to the Schedule TO filed by Intel Corporation on June 4, 2009.* |
| (a)(5)(B) | Summary Newspaper Advertisement as published in The Wall Street Journal on June 11, 2009.* |
| (a)(5)(C) | Form of Letter to Participants in the Wind River Systems, Inc. 401(k) Plan. |
| (b) | Not applicable. |
| (d)(1) | Agreement and Plan of Merger, by and among Intel Corporation, APC II Acquisition Corporation and Wind River Systems, Inc., dated June 4, 2009.* |
| (d)(2) | Tender and Support Agreement, by and among Intel Corporation, APC II Acquisition Corporation and certain stockholders of Wind River Systems, Inc. listed on Annex I thereto, dated June 4, 2009.* |
| (d)(3) | Executive Employment Agreement, by and among Wind River Systems, Inc., Intel Corporation and Kenneth R. Klein, dated June 4, 2009.* |
| (d)(4) | Non-Competition Agreement, by and among Intel Corporation, Wind River Systems, Inc. and Kenneth Klein, dated June 4, 2009.* |
| (d)(5) | Executive Employment Agreement, by and among Wind River Systems, Inc., Intel Corporation and Ian Halifax, dated June 4, 2009.* |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Filed Previously

IMMEDIATE ATTENTION REQUIRED

June 16, 2009

Re: Tender Offer for Shares of Wind River Systems, Inc.

Dear Plan Participant:

Our records reflect that, as a participant in the Wind River Systems, Inc. 401(k) Plan (the "Plan"), all or a portion of your individual account is invested in the Wind River Systems, Inc. Stock Fund (the "Stock Fund"). Intel Corporation has initiated an offer to purchase (the "Offer") all outstanding shares of common stock (the "Shares") of Wind River Systems, Inc. for \$11.50 net per Share in cash.

Enclosed are tender offer materials and a Trustee Direction Form that require your immediate attention. As described below, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as trustee of the Plan, whether or not to tender Shares attributable to your investment in the Stock Fund under the Plan. To understand the Offer fully and for a more complete description of the terms and conditions of the Offer, you should carefully read the entire Offer to Purchase dated June 11, 2009 (the "Offer to Purchase") enclosed with this letter.

You will need to complete the enclosed Trustee Direction Form and return it to Fidelity's tabulator in the return envelope provided so that it is RECEIVED by 4:00 p.m., New York City time, on Date July 6, 2009, unless the Offer is extended. If the Offer is extended and if administratively feasible, the deadline for receipt of your direction will be 4:00 p.m., New York City time, on the third business day prior to the expiration of the Offer, as extended. Please complete and return the enclosed Trustee Direction Form even if you decide not to participate in the Offer described herein. NO FACSIMILE TRANSMITTALS OF THE TRUSTEE DIRECTION FORM WILL BE ACCEPTED. As described in greater detail elsewhere in this letter, you may also utilize the telephone or Internet to provide your directions.

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for directing Fidelity regarding the Offer. You should also review the more detailed explanation of the Offer provided in the Offer to Purchase.

BACKGROUND

Intel Corporation (the "Purchaser") has made a tender offer to purchase all outstanding shares of common stock of Wind River Systems, Inc. ("Wind River"), for \$11.50 net per Share. The enclosed Offer to Purchase sets forth the purpose, terms and conditions of the Offer and is being provided to all of Wind River's shareholders. A copy of the Solicitation/Recommendation Statement on Schedule 14D-9 is included in this mailing, and is also available on www.sec.gov.

The Offer also applies to the Shares held by the Plan. As of June 8, 2009, the Plan held approximately 926,109 Shares. Only Fidelity, as trustee of the Plan, can tender these Shares in the Offer. Nonetheless, as a participant under the Plan, you have the right to direct Fidelity whether or not to tender some or all of the Shares attributable to your individual account in the Plan. Unless otherwise required by applicable law, Fidelity will tender Shares attributable to participant accounts in accordance with participant instructions, and Fidelity will not tender Shares attributable to participant accounts for which it does not receive timely or complete instructions. **If you do not complete the enclosed Trustee Direction Form and return it to Fidelity (or do not provide directions via telephone or Internet) on a timely basis, you will be deemed to have elected not to participate in the Offer and, unless otherwise required by law, no Shares attributable to your Plan account will be tendered in the Offer.** Unless otherwise required by applicable law, Fidelity will tender Shares within the Plan that have not been allocated to individual accounts in the same proportion as Fidelity tenders Shares for which they receive participant directions.

Fidelity makes no recommendation regarding the Offer. EACH PARTICIPANT MUST DECIDE WHETHER OR NOT TO TENDER SHARES.

CONFIDENTIALITY

To assure the confidentiality of your decision, Fidelity and its affiliates or agents will tabulate participant directions. Neither Fidelity nor its affiliates or agents will make the results of your individual direction available to Wind River or the Purchaser.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Trustee Direction Form which may be completed and returned to Fidelity. Please note that the Trustee Direction Form indicates the number of Shares attributable to your individual account as of June 8, 2009. However, for purposes of the final tabulation, Fidelity will apply your instructions to the number of Shares attributable to your account as of Date July 6, 2009, or as of a later date if the Offer is extended.

If you do not properly complete and return the Trustee Direction Form (or do not respond via telephone or the Internet) by the deadline specified, subject to any extensions of the Offer, Shares attributable to your account will be considered uninstructed and will not be tendered in the Offer, unless otherwise required by applicable law.

To properly complete your Trustee Direction Form, you must do the following:

(1) On the face of the Trustee Direction Form, check Box 1, 2 or 3. **CHECK ONLY ONE BOX:**

- CHECK BOX 1 if you want **ALL** of the Shares attributable to your individual account tendered (or offered) for sale in accordance with the terms of the Offer.

- CHECK BOX 2 if you want to **tender a portion** of the Shares attributable to your individual account. **Specify the percentage** (in whole numbers) of Shares attributable to your individual account that you want to tender for sale in accordance with the terms of this Offer. **If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Shares attributable to your individual account under the Plan.**
- CHECK BOX 3 if you **do not want** any of the Shares attributable to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Shares.

(2) Date and sign the Trustee Direction Form in the space provided.

(3) Return the Trustee Direction Form in the enclosed return envelope so that it is **RECEIVED** by Fidelity's tabulation agent at the address on the return envelope (P.O. Box 9142, Hingham, MA 02043) not later than 4:00 p.m., New York City time, on July 6, 2009, unless the Offer is extended. If the Offer is extended, the deadline for receipt of your Trustee Direction Form will be 4:00 pm, New York City time, on the third business day prior to the expiration of the Offer, as extended, if administratively feasible. If you wish to return the form by overnight mail, please send it to Fidelity's tabulation agent: Tabulator, 60 Research Rd, Hingham, MA 02043.

You may also use the telephone or Internet to provide directions to Fidelity. If you wish to use the telephone to provide your directions to Fidelity, you may call 1-800-597-7657 and follow the directions provided during the call. The phone number will be available 24 hours a day through 4:00 p.m., New York City time, on Date July 6, 2009 subject to any extensions of the Offer. You will be asked to provide the 14-digit control number found on your Trustee Direction Form before you provide your directions to Fidelity.

If you wish to use the Internet to provide your directions to Fidelity, please go to website www.401kproxy.com, enter the 14-digit control number from your Trustee Direction Form into the boxes to the right of the instruction entitled "Please Enter Control Number from Your Proxy Card" and click on the button entitled "Vote Proxy Card." You will then be able to provide your direction to Fidelity on the following screen; please make your election and click on the button entitled "Submit". The website will be available 24 hours a day through 4:00 p.m., New York City time, on Date July 6, 2009, subject to extensions of the Offer.

Your direction will be deemed irrevocable unless withdrawn by 4:00 p.m., New York City time, on July 6, 2009, unless the Offer is extended. If the Offer is extended the deadline for receipt of your notice of withdrawal will be 4:00 p.m., New York City time, on the third business day prior to the expiration of the Offer, as extended, if feasible. In order to make an effective withdrawal, you must submit a new Trustee Direction Form, which may be obtained by calling Fidelity at 1-800-835-5097, or submit new directions via the telephone or Internet as described above. Upon receipt of a new, completed, signed and dated Trustee Direction Form, or new directions via phone or Internet, your previous direction will be deemed cancelled. Please note that the last timely, properly completed Trustee Direction Form Fidelity received from a participant will be followed.

As described in the Offer to Purchase, the Purchaser has the right to extend the Offer for certain periods. In the event of an announced extension, you may call Fidelity to obtain information on any new Plan participant direction deadline.

After the deadline for providing directions to Fidelity, Fidelity and its affiliates or agents will complete the tabulation of all directions and Fidelity, as trustee, will tender the appropriate number of Shares on behalf of the Plan. Subject to the satisfaction of the conditions described in the Offer to Purchase, the Purchaser will buy all outstanding Shares that are properly tendered through the Offer. Any Shares attributable to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT RECEIVE ANY PORTION OF THE OFFER PROCEEDS DIRECTLY. ALL PROCEEDS WILL BE CREDITED TO PARTICIPANTS' ACCOUNTS AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.

EFFECT OF TENDER OFFER ON YOUR ACCOUNT

If you elect to participate in the Offer, as of 4:00 p.m., New York City time, on July 6, 2009, all transactions, including exchanges out, withdrawals, loans and distributions from the Stock Fund will be unavailable for a period of time. These restrictions on transactions involving the Stock Fund attributable to your account will continue until Fidelity has received the cash proceeds from the sale of the tendered shares and all processing related to the Offer is completed, unless the Offer is terminated or extended. If you directed Fidelity NOT to tender any of the Shares attributable to your account or you did not provide directions to Fidelity in a timely manner, the restrictions described above do not apply and you will continue to have access to all transactions normally available to the Stock Fund.

As described in the Offer to Purchase, if the Purchaser acquires sufficient Shares through the Offer, the remaining, untendered Shares may be delisted from the NASDAQ Global Select Market; in such event, the Stock Fund will be frozen from all transactions until the merger has been completed, the Plan receives the merger consideration and participant-level processing for these proceeds has been completed. Subsequently, the Stock Fund will be eliminated as an investment option under the Plans.

Please note that balances in the Stock Fund will be used to calculate amounts eligible for loans and withdrawals throughout any freeze on the Stock Fund. In the event that the Offer is extended, the freeze on these transactions involving the Stock Fund will, if feasible, be temporarily lifted until three days prior to the new completion date of the Offer, as extended, at which time new freeze(s) on these transactions involving the Stock Fund will commence. You may call Fidelity at 1-800-835-5097 to obtain updated information on expiration dates, deadlines and Stock Fund freezes.

Fidelity will invest cash proceeds received as a result of the Offer in the Fidelity Retirement Money Market Portfolio as soon as administratively possible after receipt of such proceeds. You may call the Fidelity Service Center for Wind River Systems, Inc., or access your account via Fidelity NetBenefits® at <https://netbenefits.fidelity.com>, after the reinvestment is complete to learn the effect of the tender on your account and to further reinvest these proceeds if you so desire.

SHARES OUTSIDE THE PLAN

If you hold Shares directly, you will receive, under separate cover, tender offer materials which can be used to tender such Shares. **Those tender offer materials may not be used to direct Fidelity to tender or not tender the Shares attributable to your individual account under the Plan.** The direction to tender or not tender Shares attributable to your individual account under the Plan may only be made in accordance with the procedures in this letter on the Trustee Direction Form. Similarly, the enclosed Trustee Direction Form may not be used to tender non-Plan Shares.

FURTHER INFORMATION

If you require additional information concerning the procedure to tender Shares attributable to your individual account under the Plan, please contact Fidelity at 1-800-835-5097. If you require additional information concerning the terms and conditions of the Offer, please call Georgeson, the information agent for the Offer, toll free at 1-800-445-1790.

Sincerely,

Fidelity Management Trust Company