

PHOENIX TECHNOLOGIES LTD  
Form DEFA14A  
August 18, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 17, 2010**

**PHOENIX TECHNOLOGIES LTD.**

(Exact Name of Registrant as Specified in its Charter)

|                                                                      |                                            |                                                              |
|----------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------|
| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>0-17111</b><br>(Commission File Number) | <b>04-2685985</b><br>(I.R.S. Employer Identification<br>No.) |
|----------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------|

|                                                                                                |                            |
|------------------------------------------------------------------------------------------------|----------------------------|
| <b>915 Murphy Ranch Road, Milpitas, California</b><br>(Address of Principal Executive Offices) | <b>95035</b><br>(Zip Code) |
|------------------------------------------------------------------------------------------------|----------------------------|

Registrant's telephone number, including area code: **(408) 570-1000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01 Other Events**

On August 17, 2010, Phoenix Technologies Ltd. (the Company ) issued a press release announcing its entry into a definitive merger agreement with affiliates of Marlin Equity Partners ( Marlin ) pursuant to which Marlin will acquire all outstanding shares of the Company s common stock for approximately \$139 million in total consideration. A copy of the Company s press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) The following documents are filed as exhibits to this report:

| <b>Item No.</b> | <b>Exhibit</b>                                                           |
|-----------------|--------------------------------------------------------------------------|
| 99.1            | Press Release issued by Phoenix Technologies Ltd., dated August 17, 2010 |

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 17, 2010

**PHOENIX TECHNOLOGIES LTD.**

By: /s/ Timothy C. Chu  
Timothy C. Chu  
Vice President, General Counsel and  
Secretary