

CONEXANT SYSTEMS INC  
Form 8-K  
September 30, 2008

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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):

September 30, 2008

**Conexant Systems, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

000-24923

25-1799439

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4000 MacArthur Boulevard, Newport Beach,  
California

92660

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

949-483-4600

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))



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**Item 7.01 Regulation FD Disclosure.**

Registrant's press release of September 30, 2008 announcing its revised outlook for its fourth fiscal quarter, which will end on October 3, 2008, is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The attached press release refers to core operating income, core net income and core gross margins, which exclude the amortization of intangible assets, in process research and development, IP litigation support costs, special charges, non-cash compensation, payroll taxes associated with stock options exercised by employees, other special items, certain non-operating gains and losses and earnings and losses from discontinued operations. Registrant believes that these measures provide a better understanding of its underlying operating results and Registrant uses these methods internally to evaluate its underlying operating performance. These measures are not in accordance with or an alternative for generally accepted accounting principles (GAAP). A reconciliation of the core measures to financial measures as determined under GAAP is not currently available as Registrant has not completed its fourth fiscal quarter and, thus, has not completed its normal procedures in connection with determining and reporting its financial results for this quarter. Further, GAAP guidance is not presented due to Registrant's inability to project (i) future market prices of the common stock of a third party underlying a derivative financial instrument, (ii) realized gains or losses from the sale of equity securities to third parties, and (iii) the financial results of investments accounted for using the equity method of accounting. Registrant intends to provide such a reconciliation in connection with its fourth quarter earnings announcement, which is expected to be available after the close of U.S. markets on October 30, 2008.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release of Registrant dated September 30, 2008.

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**SIGNATURES**

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.

Conexant Systems, Inc.

*September 30, 2009*

By: *Karen Roscher*

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*Name: Karen Roscher*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of Registrant dated September 30, 2008