

NEXT LEVEL COMMUNICATIONS INC  
Form SC 14D9/A  
April 10, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 12)

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**NEXT LEVEL COMMUNICATIONS, INC.**

(Name of Subject Company)

**NEXT LEVEL COMMUNICATIONS, INC.**

(Name of Person(s) Filing Statement)

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**Common Stock, Par Value \$0.01 Per Share**

(Title of Class of Securities)

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**65333U 10 4**

(CUSIP Number of Class of Securities)

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**Keith A. Zar**

**Senior Vice President and General Counsel**

**Next Level Communications, Inc.**

**6085 State Farm Drive**

**Rohnert Park, California 94928**

**(707) 584-6820**

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

*with a copy to:*

**John J. Huber, Esq.**

**Latham & Watkins LLP**

**555 11th Street, N.W., Suite 1000**

**Washington, D.C. 20004**

**(202) 637-2200**

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**135 Commonwealth Drive**

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

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This Amendment No. 12 amends and supplements the Schedule 14D-9 initially filed with the Securities and Exchange Commission (the Commission ) on February 4, 2003 (as amended, the Schedule 14D-9 ) by Next Level Communications, Inc., a Delaware corporation ( Next Level ), relating to the tender offer by Motorola, Inc. ( Motorola ) to purchase all of the issued and outstanding shares of Next Level common stock par value \$0.01 per share (the Shares ) not owned by Motorola or its affiliates at a price of \$1.18 per Share, net to each seller in cash, upon the terms and subject to the conditions set forth in Motorola s Supplement to Offer to Purchase dated March 26, 2003 and the related Letter of Transmittal (which together constitute the Amended Motorola Offer ). The Amended Motorola Offer is disclosed in a Tender Offer Statement, Rule 13e-3 Transaction Statement and Schedule 13D/A filed with the Commission under cover of Schedule TO, dated March 26, 2003, as amended. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed to them in Schedule 14D-9. Next Level has made information regarding the Amended Motorola Offer available on its website, located at <http://www.nlc.com>.

**ITEM 9. EXHIBITS.**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following thereto:

(a)(1)(xiv)\*                      Press Release dated April 9, 2003.

\*        Filed herewith.

**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: April 10, 2003

NEXT LEVEL COMMUNICATIONS, INC.

By: /s/ J. MICHAEL  
NORRIS

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Name: J. Michael  
Norris

Title: Chairman of the  
Board and

Chief Executive  
Officer