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GENESIS MICROCHIP INC /DE  
Form RW  
August 05, 2002

[Genesis Logo]

August 2, 2002

*Via EDGAR*

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

**Re: *Genesis Microchip Inc.***  
***Withdrawal of Form 8-A, File No. 001-31376***

Ladies and Gentlemen:

In accordance with Rule 477 of Regulation C promulgated under the Securities Act of 1933, as amended, Genesis Microchip Inc., a Delaware corporation (the Registrant ) hereby respectfully requests the immediate withdrawal of the above-referenced Registration Statement on Form 8-A (the Registration Statement ) (File No. 001-31376) filed on June 28, 2002.

The Registrant is making this request because the Registration Statement was filed as a Form 8-A12B rather than a Form 8-A12G. The Registrant filed the appropriate Form 8-A12G on August 2, 2002.

We appreciate your assistance and should you need any additional information, please feel free to contact the undersigned at (905) 763-4270 or George Parker of Wilson Sonsini Goodrich & Rosati, P.C., at (415) 947-2013.

RESPECTFULLY SUBMITTED,

Genesis Microchip Inc.

By:                    /s/ ERIC ERDMAN

**Name: Eric Erdman**  
**Title: Chief Financial**  
**Officer and Secretary**