

MICROTUNE INC  
Form DEFA14A  
September 13, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**MICROTUNE, INC.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Edgar Filing: MICROTUNE INC - Form DEFA14A

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Edgar Filing: MICROTUNE INC - Form DEFA14A

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

Filed by Microtune, Inc.

Pursuant to Rule 14a-12 under the Securities Exchange Act of 1934

Subject Company: Microtune, Inc.

Commission File No.: 000-31029-40

This filing consists of: (1) a presentation by Zoran Corporation to the employees of Microtune, Inc. on September 13, 2010 regarding the proposed acquisition of Microtune, Inc. by Zoran Corporation and (2) a presentation by Microtune, Inc. to the employees of Microtune, Inc. on September 13, 2010 regarding the proposed acquisition of Microtune, Inc. by Zoran Corporation.

1  
Microtune  
Employee Meeting  
September 13, 2010

2  
Employee Meeting  
Microtune  
Private  
Important Additional Information Regarding the Merger will be  
filed with the SEC.  
Microtune,

Inc.  
( Microtune )  
plans  
to  
file  
with  
the  
Securities  
and  
Exchange  
Commission  
(the  
SEC )  
and  
mail  
to  
its  
stockholders  
a  
proxy  
statement  
in  
connection  
with  
the  
proposed  
merger  
with  
Maple  
Acquisition  
Corp.,  
pursuant  
to  
which  
Microtune  
would  
be  
acquired  
by  
Zoran  
Corporation  
(the  
Merger ).  
Investors  
and  
stockholders  
are  
urged  
to  
read

the  
proxy  
statement  
carefully  
when  
it  
becomes  
available  
because  
it  
will  
contain  
important  
information  
about  
the  
Merger  
and  
the  
parties  
to  
the  
merger.  
Investors  
and  
stockholders  
may  
obtain  
a  
free  
copy  
of  
the  
proxy  
statement  
(when  
available)  
and  
other  
documents  
filed  
by  
Microtune  
at  
the  
SEC  
website  
at  
<http://www.sec.gov>.  
The



proxy  
statement  
and  
other  
documents  
also  
may  
be  
obtained  
for  
free  
at  
Microtune s  
Internet  
website  
at  
[http://phx.corporate-  
ir.net/phoenix.zhtml?c=121862&p=iro1-sec](http://phx.corporate-ir.net/phoenix.zhtml?c=121862&p=iro1-sec)  
or  
from  
Microtune  
by  
contacting  
Investor  
Relations  
by  
telephone  
at  
972-  
673-1850  
or  
by  
mail  
at  
Microtune,  
Inc.,  
2201  
10th  
Street,  
Plano,  
Texas,  
75074,  
Attn:  
Investor  
Relations  
Department.  
Microtune  
and  
Zoran  
and

their  
respective  
directors,  
executive  
officers  
and  
other  
members  
of  
their  
management  
and  
employees,  
under  
SEC  
rules,  
may  
be  
deemed  
participants  
in  
the  
solicitation  
of  
proxies  
from  
its  
stockholders  
in  
connection  
with  
the  
proposed  
Merger.  
Information  
regarding  
Zoran's  
directors  
and  
officers  
is  
available  
in  
Zoran's  
proxy  
statement  
for  
its  
2010  
annual

meeting  
of  
stockholders  
and  
Zoran's  
2009  
Annual  
Report  
on  
Form  
10-K,  
which  
were  
filed  
with  
the  
SEC  
on  
April  
29,  
2010  
and  
March  
1,  
2010,  
respectively.  
Information  
concerning  
the  
interests  
of  
Microtune's  
participants  
in  
the  
solicitation,  
which  
may,  
in  
some  
cases,  
be  
different  
than  
those  
of  
Microtune  
stockholders  
generally,  
is

set  
forth  
in  
Microtune's  
proxy  
statement  
for  
its  
2010  
Annual  
Meeting  
of  
Stockholders,  
which  
was  
filed  
with  
the  
Securities  
and  
Exchange  
Commission  
on  
April  
9,  
2010  
and  
available  
on  
Microtune's  
website  
at  
<http://phx.corporate-ir.net/phoenix.zhtml?c=121862&p=irol-sec>  
,  
and  
will  
be  
set  
forth  
in  
the  
proxy  
statement  
relating  
to  
the  
merger  
when  
it  
becomes

available.

3

Employee Meeting

Microtune Private

Microtune businesses will form the core for a standalone BU  
within Zoran's Home Entertainment Division

Opportunity to continue to work as a team

Execute on joint product and customer synergies

Leverage advantages as part of a much bigger organization  
Organization details will be rolled out over the coming weeks  
Each site will continue to play a critical role to our success  
following the close  
Discussions will be held with each team about specific  
opportunities, challenges and expectations  
Lock down organization, roadmap and integration plans prior to  
close  
Broadband Receivers Business Unit

4

Employee Meeting

Microtune Private

Effective integration will be the key to our future success

To succeed we must operation as ONE TEAM

Integration Planning Steering Committee kick-off end of Sept.

Leads on both sides for each area or discipline



Integration sub-teams will be formed to implement actions  
after close

We need *everybody*

to be involved in the integration planning  
process

Our current top priorities must remain our number one focus

Integration Process

Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 1  
Employee Meeting  
Zoran  
and Microtune  
Merger  
September 13, 2010  
\*  
\*  
\*

Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 2  
Important Additional Information Regarding the Merger will be filed with the SEC.  
Microtune,  
Inc.  
( Microtune )

plans  
to  
file  
with  
the  
Securities  
and  
Exchange  
Commission  
(the  
SEC )  
and  
mail  
to  
its  
stockholders  
a  
proxy  
statement  
in  
connection  
with  
the  
proposed  
merger  
with  
Maple  
Acquisition  
Corp.,  
pursuant  
to  
which  
Microtune  
would  
be  
acquired  
by  
Zoran  
Corporation  
(the  
Merger ).  
Investors  
and  
stockholders  
are  
urged  
to  
read  
the  
proxy

statement  
carefully  
when  
it  
becomes  
available  
because  
it  
will  
contain  
important  
information  
about  
the  
Merger  
and  
the  
parties  
to  
the  
merger.  
Investors  
and  
stockholders  
may  
obtain  
a  
free  
copy  
of  
the  
proxy  
statement  
(when  
available)  
and  
other  
documents  
filed  
by  
Microtune  
at  
the  
SEC  
website  
at  
<http://www.sec.gov>.  
The  
proxy  
statement

and  
other  
documents  
also  
may  
be  
obtained  
for  
free  
at  
Microtune's  
Internet  
website  
at  
<http://phx.corporate-ir.net/phoenix.zhtml?c=121862&p=irol-sec>  
or  
from  
Microtune  
by  
contacting  
Investor  
Relations  
by  
telephone  
at  
972-673-1850  
or  
by  
mail  
at  
Microtune,  
Inc.,  
2201  
10th  
Street,  
Plano,  
Texas,  
75074,  
Attn:  
Investor  
Relations  
Department.  
Microtune  
and  
Zoran  
and  
their  
respective  
directors,

executive  
officers  
and  
other  
members  
of  
their  
management  
and  
employees,  
under  
SEC  
rules,  
may  
be  
deemed  
participants  
in  
the  
solicitation  
of  
proxies  
from  
its  
stockholders  
in  
connection  
with  
the  
proposed  
Merger.  
Information  
regarding  
Zoran's  
directors  
and  
officers  
is  
available  
in  
Zoran's  
proxy  
statement  
for  
its  
2010  
annual  
meeting  
of  
stockholders

and  
Zoran's  
2009  
Annual  
Report  
on  
Form  
10-K,  
which  
were  
filed  
with  
the  
SEC  
on  
April  
29,  
2010  
and  
March  
1,  
2010,  
respectively.  
Information  
concerning  
the  
interests  
of  
Microtune's  
participants  
in  
the  
solicitation,  
which  
may,  
in  
some  
cases,  
be  
different  
than  
those  
of  
Microtune  
stockholders  
generally,  
is  
set  
forth  
in



Microtune's proxy statement for its 2010 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission on April 9, 2010 and available on Microtune's website at <http://phx.corporate-ir.net/phoenix.zhtml?c=121862&p=irol-sec>, and will be set forth in the proxy statement relating to the merger when it becomes available.

Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 3  
Zoran  
and Microtune  
to join forces to become a bigger and more  
competitive player in the markets we serve

Deliver cutting-edge integrated systems for our target markets  
Complementary customer bases enabling multiple cross-selling  
opportunities

Full  
service

-

One  
Stop  
Shop  
for  
our  
customers

Deliver flexible platform solutions for global markets

Exciting New Opportunities

Vision: To be the Recognized Leader  
of Integrated Solutions for Home Entertainment

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 4  
Zoran -  
Pioneer in Digital Multimedia

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 5  
Zoran's Global Offices  
Headquarters:  
Sunnyvale, California  
10 Countries, ~1250 Employees, ~900 Engineers

Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 6  
\$2,300M  
\$2,886M  
\$3,486M  
\$3,802M

\$3,846M

-

500

1,000

1,500

2,000

2,500

3,000

3,500

4,000

2009

2010

2011

2012

2013

Zoran

Markets are Growing (SAM, \$M)

STB:

Cable

DTA,

Pay

Sat

DTV:

Europe/APAC/China

WW-FRC

HD Multimedia Players:

Blu-ray, HQ-DVD, MMP

SD Multimedia Players:

DVDP,

Laser Printer

STB:

FTA,

WW

Cable

DTV:

ATSC,

Japan

Compact Camera

Camera:

China

DVC,

DSLR, Surveillance

SAM \$M CAGR 2009-2013

All Markets: 14%

Investment markets: 41%

Sources: DisplaySearch, IDC, IMS, TSR, InStat, Gartner (Dec-08

Nov-09); Zoran

estimates and analysis

Printer Software

Digital Video Camera

SAM=Served Available Market (once Zoran solution is available)



Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 7  
Global DTV  
FRC (120/240Hz)  
3D & Connected  
TV  
Global  
Pay-Cable/Satellite

Markets and  
Cable-DTA  
Expanding Zoran's Core Markets:  
Growth  
Vectors  
Blu-ray Players  
Connected  
Players/  
Adaptors  
DVD  
(Red Laser)  
Home  
Entertainment  
Division  
Imaging  
Division  
Mobile  
Division  
Mobile Printing,  
Windows 7 Compatibility,  
HW+SW Bundles,  
Fonts  
Desktop Color,  
MFPs up to A3,  
Scanners  
HD Video Camera  
DSLR  
IP / Surveillance  
Camera

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 8  
Key Customers and Partners

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 9  
Mobile (Camera) Products  
Best still photography in the market  
Advanced Noise Reduction

Accurate Color Reproduction

Multi-face tracking, *Single and*

Multi-Frame

High Dynamic Range

Lens distortion, aberration and  
shading corrections

Best video experience

720p, 1080p video codec

Photography level image pipe for video  
processing

Best low-light sensitivity

Multi-face tracking in video

Digital video stabilization and rolling shutter  
artifacts removal

Samsung

Cisco Flip

Sony

Fujifilm

Nikon

COACH ®

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 10  
Imaging (Printer) Products  
Industry's only complete HW+SW solution  
Universal print language interpreter  
Energy-efficient multicore architecture  
Concurrent rendering and DSP  
acceleration for optimized performance

Family of processors with range of price &  
performance that spans customers  
product lines

HP

Xerox

Canon

Konica

Minolta

Kyocera

Mita

Epson

Check Scanner

Ricoh

Okidata

Quatro®

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 11  
Home Entertainment (DTV) Products  
SupraHD®  
& SupraFRC®  
Complete Solution HW&SW  
Advanced Demod and Video  
processing



Solutions for 120/240Hz panels  
State-of-Art object-based  
technology  
Advanced cadence detection  
LED Backlight control  
3D TV Support  
optimized Left-  
Right presentation (patent pending)  
LVDS  
Tuner  
Memory  
Display Engine  
Video Processing  
NTSC/DVB  
HDMI  
MPEG Decoder  
Demodulator  
HD Analog In  
TV Microcontroller  
LCD Timing Controller  
Ethernet Connectivity  
USB and TVMM  
120Hz FRC  
Multi-format Decoder  
LED Backlight Technology

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 12  
Home Entertainment (DTV) Products  
LVDS  
Tuner  
Memory  
Display Engine  
Video Processing

NTSC/DVB  
HDMI  
MPEG Decoder  
Demodulator  
HD Analog In  
TV Microcontroller  
LCD Timing Controller  
Ethernet Connectivity  
USB and TVMM  
120Hz FRC  
Multi-format Decoder  
LED Backlight Technology

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 13  
Home Entertainment (STB & MMP ) Products  
SupraXD®  
& SupraTV ®  
Satellite, Cable and DTA STB  
High performance multi-standard decoder in  
single chip: H.264 / MPEG-2 / VC1

High quality Zoran picture enhancement technology

Advanced Conditional Access security (NDS, Nagra, Irdeto, downloadable)

Integrated Demodulator

Audio/Video/JPEG Decoding

Ethernet / USB / SATA Connectivity

1080P HDMI Output

Low Cost BOM Design

VaddisHD®

Blu-ray with integrated Front-end

HD Media Players, Media Adapters

and Picture Frames

Premium Red Laser DVD

HDMI,

Car Entertainment, Portable



Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 14  
New HDTVs

with Zoran  
Westinghous  
e  
Over 100 new TVs with Zoran  
SOCs  
Sharp  
Haier  
Sanyo  
Toshiba  
Nearly 40 new  
models  
Best Buy  
New  
LED  
TVs  
Sylvania,  
Emerson,  
Funai  
Hitachi  
Philips  
Magnavox  
Vizio  
Homecast  
HD MPEG4  
PVR, Zapper Box  
Cisco  
NEW iDTA  
STB  
SupraTV  
®  
235  
SOC  
Europe HD Satellite STBs  
SupraXD®  
SOC  
Konka  
Humax  
HD MPEG-2 Japan  
Cable & SatelliteSTBs  
Gen9®  
SOCs  
Eagle  
Oberon  
HD MPEG-4 PVR  
SupraXD  
®  
180 SOC



Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 15  
Merger creates a powerhouse technology company with  
strong RF, analog and digital engineering capabilities  
Zoran  
Demod

/

Back-end

SOC

Microtune

Tuner /

Demod

How Do We Fit Together?

Offers a broader product portfolio for our customers

Tuners, Demods

and Back-End SOCs

New integration opportunities strengthen future products

Combined technical team of more than 1000 engineers

to innovate advanced technologies and solutions

The merger adds the next blocks in the system to

offer a complete end-to-end solution

Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 16  
The Home Entertainment Center  
Synergy between STB, TV & Camera  
Chatting at living room  
USB HDD

USB Drive  
Xunei  
Network Attached  
Storage  
Internet  
Study Room PC  
Home  
Network  
Notebook PC  
Internet  
Remote PC  
Remote server  
Download or  
Streaming  
Online Karaoke  
Record and Share  
personal video  
Video  
Conferencing  
Z  
+ M  
Z  
+ M  
M

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 17  
Microtune Group Key Objectives  
1.  
To develop and market Tuners and Receiver Products for  
Digital Television, Set-top-box, Cable Modem and  
Automotive  
2.

Responsible for the development & Integration of IP for  
Zoran DTV and STB SoCs

3.

Expand into new areas and provide RF & Front-End for  
Communication/Connectivity (MoCA, Powerline,  
Others .)

Zoran Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 18  
Zoran Organization Chart After Close  
Microtune will become the Zoran Broadband Receiver Business Unit  
Finance, IT, Facility and other function will part of the relevant organizations  
Barbara  
BBR HR  
Connie Bray

VP  
Human Resources  
(Sunnyvale)  
Ram Ofir  
Sr. VP and GM,  
Home Enter  
(Sunnyvale)  
Karl Schneider  
Sr. VP  
and CFO  
(Sunnyvale)  
Isaac Shenberg  
Sr. VP, Bus Dev  
and Corp Marketing  
(Haifa)  
Simon Dolan  
Sr. VP and GM  
Imaging  
(Boston)  
Ohab Meitav  
VP and GM  
Mobile  
(Sunnyvale)  
Mustafa  
DTV BU  
VP & GM  
Ram (Acting)  
STB BU  
VP & GM  
Tzach Hadas,  
VP Operations  
(Haifa)  
Charlie Parr  
VP  
Worldwide Sales  
(Sunnyvale)  
Eddie  
BBR Operation  
Rob  
VP Sales  
Americas & EU  
Barry  
BBR BU  
VP & GM  
Levy Gerzberg,  
President  
and CEO  
(Sunnyvale)



Zoran  
Proprietary and Confidential  
Not For Redistribution  
Copyright  
2010 Zoran  
Corporation All Rights Reserved  
<Employee Meeting>  
Sept. 8, 2010 19  
Zoran  
and Microtune  
to join forces to become a bigger and more  
competitive player in the markets we serve

Deliver cutting-edge integrated systems for our target markets  
Complementary customer bases enabling multiple cross-selling  
opportunities

Full  
service

-

One  
Stop  
Shop

for  
our  
customers

Deliver flexible platform solutions for global markets

Exciting New Opportunities

Vision: To be the Recognized Leader  
of Integrated Solutions for Home Entertainment