

PHOENIX TECHNOLOGIES LTD  
Form 8-K  
April 14, 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):

April 14, 2008

Phoenix Technologies Ltd.

(Exact name of registrant as specified in its charter)

Delaware

000-17111

04-2685985

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

915 Murphy Ranch Road, Milpitas, California

95035

(Address of principal executive offices)

(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))
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**Item 8.01 Other Events.**

Phoenix Technologies Ltd. (the "Company") has attached to this Current Report a description of the accounting treatment under SFAS 123(R) for the stock option grants to certain key executives of the Company which were approved by the stockholders of the Company on January 2, 2008. Reference is made to the Company's definitive proxy statement filed with the Securities and Exchange Commission on November 19, 2007, and to the detailed summary of the terms of the Performance Options described therein.

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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.

Phoenix Technologies Ltd.

*April 14, 2008*

*By: /s/ Timothy C. Chu*

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*Name: Timothy C. Chu*

*Title: Vice President, General Counsel & Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Description of accounting treatment of certain stock options under SFAS123(R)