

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)

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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:

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- .. 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>
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
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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,
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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

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<Employee Meeting>
Sept. 8, 2010 1
Employee Meeting
Zoran
and Microtune
Merger
September 13, 2010
*
*
*

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Sept. 8, 2010 2
Important Additional Information Regarding the Merger will be filed with the SEC.
Microtune,
Inc.
(Microtune)

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(the
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with
the
proposed
merger
with
Maple
Acquisition
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pursuant
to
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Microtune
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by
Zoran
Corporation
(the
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proxy

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carefully
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becomes
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because
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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
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Merger.
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set
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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.

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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

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Sept. 8, 2010 4
Zoran -
Pioneer in Digital Multimedia

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Zoran's Global Offices
Headquarters:
Sunnyvale, California
10 Countries, ~1250 Employees, ~900 Engineers

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\$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)

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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

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Key Customers and Partners

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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 ®

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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®

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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

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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

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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

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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

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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

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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

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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 .)

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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)

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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