PHOENIX TECHNOLOGIES LTD Form SC 13D/A November 24, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 6)1

Phoenix Technologies Ltd.

(Name of Issuer)

Common Stock, \$.001 Par Value (Title of Class of Securities)

719153108 (CUSIP Number)

MARK R. MITCHELL RAMIUS LLC 599 Lexington Avenue, 20th Floor New York, New York 10022 (212) 845-7900

STEVEN WOLOSKY, ESQ. OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 23, 2010 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

1	The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with
respect to	the subject class of securities, and for any subsequent amendment containing information which would alter
disclosure	es provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERS	SON			
2 3	RAMIUS VALUE AND OPPO CHECK THE APPROPRIATE GROUP SEC USE ONLY	RTUNITY MASTER FUND LTD BOX IF A MEMBER OF A	(a) o (b) o		
4	SOURCE OF FUNDS				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF	ORGANIZATION			
NUMBER OF SHARES	Cayman Islands 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	- 0 - SHARED DISPOSITIVE POWE	R		
11	AGGREGATE AMOUNT BEN	- 0 - NEFICIALLY OWNED BY EACH	REPORTING PERSON		
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	0% TYPE OF REPORTING PERSO	ON			
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1	NAME OF REPORTING PERS	SON		
2	RAMIUS NAVIGATION MAS CHECK THE APPROPRIATE GROUP SEC USE ONLY	(a) o (b) o		
3	SEC OSE ONE!			
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF	ORGANIZATION		
NUMBER OF	Cayman Islands 7	SOLE VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE AMOUNT BEN	- 0 - IEFICIALLY OWNED BY EACH	REPORTING PERSON	
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW	(11)	
14	0% TYPE OF REPORTING PERSON			
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1	NAME OF REPORTING PERS	SON		
2	RAMIUS ENTERPRISE MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF	ORGANIZATION		
NUMBER OF SHARES	Cayman Islands 7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE AMOUNT BEN	- 0 - NEFICIALLY OWNED BY EACH	REPORTING PERSON	
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW	(11)	
14	0% TYPE OF REPORTING PERSO	ON		
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1	NAME OF REPORTING PERS	SON			
2	RCG PB, LTD CHECK THE APPROPRIATE GROUP SEC USE ONLY	BOX IF A MEMBER OF A	(a) o (b) o		
3	SEC USE ONE I				
4	SOURCE OF FUNDS				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE OF	ORGANIZATION			
NUMBER OF SHARES	Cayman Islands 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	- 0 - SHARED DISPOSITIVE POWE	R		
11	AGGREGATE AMOUNT BEN	- 0 - IEFICIALLY OWNED BY EACH	REPORTING PERSON		
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW	(11)		
14	0% 14 TYPE OF REPORTING PERSON				
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RAMIUS ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP (b) o SEC USE ONLY	
4 SOURCE OF FUNDS	
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware NUMBER OF 7 SOLE VOTING POWER SHARES	
BENEFICIALLY - 0 - OWNED BY 8 SHARED VOTING POWER EACH	
REPORTING - 0 - PERSON WITH 9 SOLE DISPOSITIVE POWER	
- 0 - 10 SHARED DISPOSITIVE POWER	
- 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON
- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
0% 14 TYPE OF REPORTING PERSON	
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1	NAME OF REPORTING PERSON			
2	CHECK THE AF GROUP	UE AND OPPORTUNITY ADVISORS LLC APPROPRIATE BOX IF A MEMBER OF A		(a) o (b) o
3	SEC USE ONLY			
4	SOURCE OF FU	INDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP O	OR PLACE OF (ORGANIZATION	
NUMBER OF SHARES	Delaware 7	,	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	1	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER	
	10		- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE A		- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			o	
13	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW	(11)
14	0% TYPE OF REPORTING PERSON			
	00			

1	NAME OF REPORTING PERSON			
2 3	(a) o (b) o			
4 SOURCE OF FUNDS				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE	OF ORGANIZATION		
NUMBER OF SHARES	Delaware 7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWE	ER .	
11	AGGREGATE AMOUNT I	- 0 - BENEFICIALLY OWNED BY EACH	REPORTING PERSON	
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REF	PRESENTED BY AMOUNT IN ROW	(11)	
14	0% TYPE OF REPORTING PE	ERSON		
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1	NAME OF RE	PORTING PERS	ON	
2	COWEN GRO CHECK THE A GROUP SEC USE ONI	APPROPRIATE I	BOX IF A MEMBER OF A	(a) o (b) o
3	SEC USE ONE	<i>1</i> 1		
4	SOURCE OF I	FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	0% TYPE OF REP	ORTING PERSC	N	
	CO			

1	NAME OF REI	PORTING PERS	ON	
2	RCG HOLDINGS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			· /
		T D D C		
4	SOURCE OF F	UNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
12		IF THE AGGREO ERTAIN SHARE	GATE AMOUNT IN ROW (11) GES	0
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)
14	0% TYPE OF REP	ORTING PERSC	DN	
	OO			

1	NAME OF REPORTING PERSON				
2	GROUP	PPROPRIATE E	BOX IF A MEMBER OF A	(a) o (b) o	
3	SEC USE ONL	EC USE ONLY			
4 SOURCE OF FUNDS					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP (OR PLACE OF (ORGANIZATION		
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH			- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER		
	1	0	- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE A		- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF O	CLASS REPRES	ENTED BY AMOUNT IN ROW	(11)	
14	0% TYPE OF REPO	ORTING PERSO)N		
	00				

1	NAME OF REPO	ORTING PERSO	ON	
2 3	PETER A. COHEN CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY (a) o (b) o			
4	SOURCE OF FU	JNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP C	OR PLACE OF (ORGANIZATION	
NUMBER OF SHARES	USA 7	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	. 8		- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER	
	10		- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE A		- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
- 0 - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			0	
13	PERCENT OF C	CLASS REPRES	ENTED BY AMOUNT IN ROW	(11)
14	0% TYPE OF REPORTING PERSON			
	IN			

1	NAME OF REPORTING PERSON			
2	MORGAN B. STARK CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY (a) o (b) o			
3	SEC USE ONL I			
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	USA	7	SOLE VOTING POWER	
		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	R
11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	0% TYPE OF REPORTING PERSON			
	IN			

1	NAME OF REPORTING PERSON			
2 3	JEFFREY M. SOLOMON CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			* *
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF SHARES	7		SOLE VOTING POWER	
BENEFICIALLY OWNED BY	8		- 0 - SHARED VOTING POWER	
EACH REPORTING			- 0 -	
PERSON WITH	9)	SOLE DISPOSITIVE POWER	
	10		- 0 - SHARED DISPOSITIVE POWE	R
			- 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	0% TYPE OF REPORTING PERSON			
	IN			

1	NAME OF REPORTING PERSON			
2	THOMAS W. STRAUSS CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY (a) o (b) o			
	SEC USE ONL I			
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	USA	7	SOLE VOTING POWER	
		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	R
11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	0% TYPE OF REPORTING PERSON			
	IN			

1	NAME OF REPORTING PERSON			
2	JEFFREY C. SMITH CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4				
4	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES	USA	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH			- 0 - SOLE DISPOSITIVE POWER	
	1		- 0 - SHARED DISPOSITIVE POWE	R
11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	- 0 - CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	0% TYPE OF REPORTING PERSON			
	IN			

CUSIP NO. 719153108

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned ("Amendment No. 6"). This Amendment No. 6 amends the Schedule 13D as specifically set forth.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(d) are hereby amended and restated to read as follows:

(a)-(d) Effective November 23, 2010, the Shares owned by the Reporting Persons were converted into the right to receive \$4.20 in cash per Share pursuant to that certain Agreement and Plan of Merger, dated August 17, 2010, by and among the Issuer, Pharaoh Acquisition LLC (f/k/a Pharaoh Acquisition Corp.) and Pharaoh Merger Sub Corp., a wholly-owned subsidiary of Pharaoh Acquisition LLC, as amended on October 21, 2010 and November 3, 2010. Accordingly, the Reporting Persons no longer beneficially own any securities of the Issuer.

Item 5(e) is hereby amended and restated to read as follows:

(e) As of November 23, 2010, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Shares of the Issuer.

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CUSIP NO. 719153108

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 24, 2010

RAMIUS VALUE AND OPPORTUNITY

MASTER FUND LTD

By: Ramius Value and Opportunity Advisors

LLC,

its investment manager

RCG PB, LTD

By: Ramius Advisors, LLC,

its investment advisor

RAMIUS NAVIGATION MASTER FUND

LTD

By: Ramius Advisors, LLC,

its investment advisor

RAMIUS ADVISORS, LLC

By: Ramius LLC,

its sole member

RAMIUS LLC

By: Cowen Group, Inc.,

its sole member

COWEN GROUP, INC.

RCG HOLDINGS LLC

By: C4S & Co., L.L.C.,

its managing member

C4S & CO., L.L.C.

RAMIUS ENTERPRISE MASTER FUND

LTD

By: Ramius Advisors, LLC,

its investment advisor

RAMIUS VALUE AND OPPORTUNITY

ADVISORS LLC

By: Ramius LLC,

its sole member

By: /s/ Owen S. Littman

Name: Owen S. Littman
Title: Authorized Signatory

/s/ Owen S.

Littman

OWEN S.

LITTMAN

Individually

and as

attorney-in-fact

for Peter A.

Cohen, Morgan B. Stark and Thomas W. Strauss		
/s/ Jeffrey C. Smith JEFFREY C. SMITH		
18		