

NEXT LEVEL COMMUNICATIONS INC

Form SC TO-C

January 17, 2003

As filed with the Securities and Exchange Commission on January 17, 2003

---

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

SCHEDULE TO

(Rule 14d-100) TENDER OFFER STATEMENT UNDER SECTION 14 (d) (1) OR SECTION 13 (e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

NEXT LEVEL COMMUNICATIONS, INC.

(Name Of Subject Company (Issuer))

NEXT LEVEL COMMUNICATIONS, INC.

(Names Of Filing Persons (Issuer))

COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title Of Class Of Securities)

65333U 10 4  
(Cusip Number Of Class Of Securities)

---

KEITH A. ZAR  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
NEXT LEVEL COMMUNICATIONS, INC.  
6085 STATE FARM DRIVE  
ROHNERT PARK, CALIFORNIA 94928  
(787) 584-6820

(Name, Address And Telephone Number Of Person Authorized To  
Receive Notice And Communications On Behalf Of Filing Persons)

---

COPIES TO:

JOHN J. HUBER, ESQ  
LATHAM & WATKINS  
555 11TH STREET, N.W., SUITE 1000  
WASHINGTON, D.C. 20004  
(202) 637-2200

CHRISTOPHER L. KAUFMAN, ESQ  
LATHAM & WATKINS  
135 COMMONWEALTH DRIVE  
MENLO PARK, CALIFORNIA 94025  
(650) 328-4600

CALCULATION OF FILING FEE

Edgar Filing: NEXT LEVEL COMMUNICATIONS INC - Form SC TO-C

<u>Transaction Valuation *</u>	<u>Amount of Filing Fee</u>
Not Applicable	Not Applicable

\* Set forth the amount on which the filing fee is calculated and state how it was determined.

Amount Previously Paid: \_\_\_\_\_

Filing Party: \_\_\_\_\_

Form or Registration No.: \_\_\_\_\_

Date Filed: \_\_\_\_\_

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction to Rule 13a-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

---