

Edgar Filing: AT COMM CORP - Form SC 13D/A

AT COMM CORP  
Form SC 13D/A  
August 16, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(a)  
(Amendment No. 2)\*

AT COMM CORPORATION.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

983905 10 0

-----  
(CUSIP Number)

F. Thomas Dunlap  
Senior Vice President, General Counsel and Secretary  
Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95052  
Telephone: (408) 765-8080

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

July 24, 2001

-----  
(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 Rule 13d-1 (e), 13d-1 (f) or 13d-1 (g), check the following box [ ].

\*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 the disclosures 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Page 1 of 10 Pages

# Edgar Filing: AT COMM CORP - Form SC 13D/A

1. NAME OF REPORTING PERSON: INTEL CORPORATION  
S.S. or I.R.S. IDENTIFICATION NO. OF 94-1672743  
ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) []  
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS\*\* WC

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

7. SOLE VOTING POWER: -0-

NUMBER OF  
SHARES 8. SHARED VOTING POWER: -0-

BENEFICIALLY  
OWNED BY EACH 9. SOLE DISPOSITIVE POWER: -0-

REPORTING  
PERSON WITH 10. SHARED DISPOSITIVE POWER: -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON: -0-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*\* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(11): 0.0%

14. TYPE OF REPORTING PERSON: CO  
\*\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Intel Corporation ("Intel" or the "Reporting Person") hereby  
amends its statement on Schedule 13D filed with the Securities  
and Exchange Commission on October 2, 2000, as previously amended  
on October 15, 2000, with respect to the Common Stock (the  
"Common Stock") of At Comm Corporation (formerly known as "XIOX  
Corporation").

CUSIP No. 983905 10 0 Schedule 13D/A Page 3 of 10 Pages

## ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(b) Address of Principal Business Office:

2200 Mission College Boulevard  
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components,  
modules and systems.

(d) Criminal Proceedings:

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During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Place of Organization:

Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 0 shares

Percent of Class: 0% of the Issuer's outstanding Common Stock, (based upon 5,468,601 as of May 15, 2001 as reported by the Issuer in its Form 10-QSB for the quarter ended March 31, 2001).

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 0 shares

CUSIP No. 983905 10 0      Schedule 13D/A      Page 4 of 10 Pages

(c) Recent Transactions: The Reporting Person effected the following recent transactions:

On July 23, 2001 the Reporting Person sold 54,100 shares of Common Stock at an average price of \$0.04 per share.

On July 24, 2001 the Reporting Person sold 951,889 shares of Common Stock at an average price of \$0.02 per share.

(d) Rights with Respect to Dividends or Sales Proceeds: N/A

(e) Date of Cessation of Five Percent Beneficial

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Ownership: July 24, 2001

CUSIP No. 983905 10 0      Schedule 13D/A      Page 5 of 10 Pages

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of Aug. 15, 2001.

## INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.  
-----  
F. Thomas Dunlap, Jr.  
Senior Vice President, General  
Counsel and Secretary

CUSIP No. 983905 10 0      Schedule 13D/A      Page 6 of 10 Pages

## APPENDIX A

### DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett

Business Address: Intel Corporation, 2200 Mission College  
Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.  
2200 Mission College Boulevard  
Santa Clara, CA 95052

Name: John Browne

Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury  
Circus, London EC2M 7BA

Principal Group Chief Executive

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### Occupation:

Name, principal business and address of corporation or other organization in which employment is conducted: The BP Amoco p.l.c., an integrated oil company.  
Britannic House, 1 Finsbury Circus  
London EC2M 7BA

Citizenship: British

CUSIP No. 983905 10 0      Schedule 13D/A      Page 7 of 10 Pages

Name: Winston H. Chen

Business Address: Paramitas Foundation, 3945 Freedom Circle,  
Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation.  
3945 Freedom Circle, Suite 760  
Santa Clara, CA 95054

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College  
Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of  
microcomputer components, modules and systems.  
2200 Mission College Boulevard  
Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo  
Park, CA 94025

Principal Occupation: Chairman

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Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics and computer industry.  
1340 Arbor Road  
Menlo Park, CA 94025

CUSIP No. 983905 10 0      Schedule 13D/A      Page 8 of 10 Pages

Name: Reed E. Hundt

Business Address: Charles Ross Partners LLC, 1909 K Street NW, Suite 820, Washington, DC 20006

Principal Occupation: Principal Partner

Name, principal business and address of corporation or other organization in which employment is conducted: Charles Ross Partners LLC, a law firm.  
1909 K Street NW, Suite 820  
Washington, DC 20006

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider  
101 Montgomery Street  
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089

Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a pulmonary drug delivery company

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address of  
corporation or  
other  
organization in  
which employment  
is conducted:

1310 Orleans Drive  
Sunnyvale, CA 94089

CUSIP No. 983905 10 0

Schedule 13D/A

Page 9 of 10 Pages

Name: Leslie L. Vadasz

Business Address: 2200 Mission College Boulevard, Santa Clara,  
CA 95052

Principal Occupation: Executive Vice President; President, Intel  
Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.  
2200 Mission College Boulevard  
Santa Clara, CA 95052

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215,  
Soldiers Field Park Road, Boston, MA 02163

Principal Occupation: Max and Doris Starr Professor of International  
Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.  
Harvard Business School  
Morgan Hall 215, Soldiers Field Park Road  
Boston, MA 02163

Name: Charles E. Young

Business Address: University of Florida, 226 Tigert Hall, P.O.  
Box 113150, Gainesville, FL 32610

Principal Occupation: President of the University of Florida

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida  
226 Tigert Hall  
P.O. Box 113150  
Gainesville, FL 32610

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organization in  
which employment  
is conducted:

CUSIP No. 983905 10 0      Schedule 13D/A      Page 10 of 10 Pages

### EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name:      Andy D. Bryant  
Title:      Executive Vice President; Chief Financial and  
Enterprise Services Officer

Name:      Sean M. Maloney  
Title:      Executive Vice President; General Manager, Intel  
Communications Group  
Citizens      British  
hip:

Name:      Paul S. Otellini  
Title:      Executive Vice President; General Manager, Intel  
Architecture Business Group

Name:      Michael R. Splinter  
Title:      Executive Vice President; General Manager, Sales and  
Marketing Group

Name:      F. Thomas Dunlap, Jr.  
Title:      Senior Vice President; General Counsel and Secretary

Name:      Ronald J. Smith  
Title:      Senior Vice President; General Manager, Wireless  
Communications and Computing Group

Name:      Robert J. Baker  
Title:      Vice President; General Manager, Technology and  
Manufacturing Group

Name:      Arvind Sodhani  
Title:      Vice President, Treasurer