MICROTUNE INC Form SC 13D December 18, 2009

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.)1

Microtune, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value (Title of Class of Securities)

59514P109

(CUSIP Number)

MARK MITCHELL RAMIUS LLC 599 Lexington Avenue, 20th Floor New York, New York 10022 (212) 845-7988

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)

December 9, 2009 (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 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 ("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).

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 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 Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 1,780,681 10 SHARED DISPOSITIVE POWER 1,780,681 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) OEXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3,3% TYPE OF REPORTING PERSON CO	1	NAME OF REPORTING PERSON		
SCHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 1,780,681 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 1,780,681 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.3% 14 TYPE OF REPORTING PERSON CO		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o (b) o		
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF SHARES BENEFICIALLY 1,780,681 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 1,780,681 10 SHARED DISPOSITIVE POWER 1,780,681 12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3,3% 14 TYPE OF REPORTING PERSON CO	4	SOURCE OF FUNDS		
NUMBER OF TOUR SOLE VOTING POWER SHARES BENEFICIALLY 1,780,681 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 1,780,681 10 SHARED DISPOSITIVE POWER 1,780,681 12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14 3.3% TYPE OF REPORTING PERSON CO	5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS "		
NUMBER OF SHARES BENEFICIALLY 1,780,681 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 1,780,681 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.3% 14 TYPE OF REPORTING PERSON CO	6	CITIZENSHIP OR PLACE OF ORGANIZATION		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 10 1,780,681 10 1,780,681 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 1,780,681 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14 17YPE OF REPORTING PERSON CO		*	SOLE VOTING POWER	
PERSON WITH 9 SOLE DISPOSITIVE POWER 1,780,681 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3,3% TYPE OF REPORTING PERSON CO	BENEFICIALLY OWNED BY			
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o		9	-	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,780,681 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.3% 14 TYPE OF REPORTING PERSON CO		10		R
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.3% 14 TYPE OF REPORTING PERSON CO	11	AGGREGATE AMOU		REPORTING PERSON
3.3% TYPE OF REPORTING PERSON CO	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o		
14 TYPE OF REPORTING PERSON CO	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	14			
2		CO		
	2			

1	NAME OF REPORTING PERSON			
2	RAMIUS ENTERPRISE MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY (a) o (b) o			
4	SOURCE OF FUN	DS		
5	WC 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		493,316 SHARED VOTING POWER	
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER	
	10		493,316 SHARED DISPOSITIVE POWE	ER.
11	AGGREGATE AM	IOUNT BENI	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
12	493,316 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	Less than 1% TYPE OF REPORTING PERSON			
	00			
3				

1	NAME OF REPORTING PERSON		
2	RCG PB, LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY (a) o (b) o		
4	SOURCE OF FUNDS		
5	WC 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	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	1,403,151 SHARED VOTING POWER	
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
	10	1,403,151 SHARED DISPOSITIVE POWE	ER
11	AGGREGATE AMOUNT	- 0 - BENEFICIALLY OWNED BY EACH	I REPORTING PERSON
12	1,403,151 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	2.6% TYPE OF REPORTING PERSON		
	OO		
4			

1	NAME OF REPORTING PERSON			
2	RAMIUS ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o			
3	SEC USE ON	LY		
4	SOURCE OF	FUNDS		
5	OO 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	Delaware	7	SOLE VOTING POWER	
SHARES BENEFICIALLY OWNED BY	•	8	1,896,467 SHARED VOTING POWER	
EACH REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	1,896,467 SHARED DISPOSITIVE POWE	R
11	- 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	1,896,467 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	3.5% TYPE OF REPORTING PERSON			
	00			
5				

1	NAME OF REPORTING PERSON			
2	RCG STARBOARD ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4	SOURCE OF F	UNDS		
5	OO 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 SHARES		7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	•	8	1,780,681 SHARED VOTING POWER	
REPORTING			-0-	
PERSON WITH		9	SOLE DISPOSITIVE POWER	
		10	1,780,681 SHARED DISPOSITIVE POWE	CR CR
			- 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	1,780,681 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	3.3% TYPE OF REPORTING PERSON			
	00			
6				

1	NAME OF REPORTING PERSON			
2	RAMIUS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4	SOURCE OF FUNDS			
5	OO CHECK BOX IF DISCLOSU IS REQUIRED PURSUANT	RE OF LEGAL PROCEEDINGS 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	3,677,148 SHARED VOTING POWER		
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
	10	3,677,148 SHARED DISPOSITIVE POWE	ER	
11	AGGREGATE AMOUNT BI	- 0 - ENEFICIALLY OWNED BY EACH	REPORTING PERSON	