

EVANS & SUTHERLAND COMPUTER CORP
Form SC 13D/A
February 27, 2001

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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
THERE TO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 1)

EVANS & SUTHERLAND COMPUTER CORPORATION

(Name of Issuer)

COMMON STOCK, \$.20 PAR VALUE

(Title of Class of Securities)

299096 10 7

(CUSIP Number)

F. THOMAS DUNLAP, JR.
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)

FEBRUARY 5, 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 which 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 [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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.

(continued on following pages)

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(1) Names of Reporting Persons
 S.S. or I.R.S. Identification Nos. of Above Persons Intel Corporation
 94-1672743

(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 ITEMS 2(d) OR 2(e) []

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	378,462
	(8) Shared Voting Power	0
	(9) Sole Dispositive Power	378,462
	(10) Shared Dispositive Power	0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 378,462

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain
 Shares* []

(13) Percent of Class Represented by Amount in Row (11) 3.73%

(14) Type of Reporting Person CO

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on August 3, 1998, with respect to the Common Stock of Evans & Sutherland Computer Corporation. ("Evans" or the "Issuer").

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. 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.

(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:

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) State of Incorporation:

Delaware

ITEM 5. Interest in Securities of the Issuer.

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- (a) Number of Shares Beneficially Owned: 378,462 (of which all shares are issuable upon exercise of a vested Warrant held by the Reporting Person which expires on July 22, 2001 and has an exercise price of \$33.28125 per share)

Percent of Class: 3.73% (based upon 9,756,868 shares outstanding)

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at November 3, 2000, as reported by the Issuer in its Form 10-Q for the quarter ended September 29, 2000, and assuming the issuance of 378,462 shares of Common Stock to the Reporting Person pursuant to the Warrant).

- (b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 378,462
- (c) Recent Transactions: On or about June 26, 1998, the Reporting Person acquired 2,258 shares of Common Stock of the Issuer as a result of the Issuer's acquisition of AccelGraphics, Inc. in a merger transaction. On February 5, 2001 the Reporting Person sold 903,666 shares of Common Stock in open market transactions for cash in the amount of \$7.375 per share.
- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: February 5, 2001

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 February 23, 2001

INTEL CORPORATION

By: /s/ F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Senior Vice President, General
Counsel and Secretary

APPENDIX A

DIRECTORS

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

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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

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Name: D. James Guzy

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

Principal Occupation: Chairman

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

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Name: Gordon E. Moore

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

Principal Occupation: Chairman Emeritus 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: 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
1310 Orleans Drive
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz

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Business Address: Intel Corporation, 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.
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

EXECUTIVE OFFICERS

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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; Director, Sales and Marketing Group

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

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Name: Gerhard H. Parker
Title: Executive Vice President; General Manager, New Business Group

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

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

Name: Albert Y. C. Yu
Title: Senior Vice President; Optoelectronics Group

Name: Arvind Sodhani
Title: Vice President, Treasurer