

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

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

GENESIS MICROCHIP INC.
(Name of Subject Company (Issuer))

STMicroelectronics N.V.
Sophia Acquisition Corp.
(Name of Filing Person-Issuer and Offeror)

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

37184C103
(CUSIP Number of Class of Securities)

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(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing person)

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Calculation of Filing Fee

<u>Transaction valuation</u>	<u>Amount of filing fee</u>
Not applicable*	Not applicable*

*A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable
Form or Registration No.: Not applicable
Filing Party: Not applicable
Date Filed: Not applicable

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 subject to Rule 13e-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:

EXHIBIT INDEX

Exhibit
No.

99.1 Letter from Philippe Lambinet, Corporate Vice President and General Manager of STMicroelectronics' Home Entertainment & Displays Group, to all employees of Genesis Microchip Inc., delivered by Elias Antoun, Chief Executive Officer of Genesis Microchip Inc., via email.

IMPORTANT INFORMATION

The tender offer described herein has not commenced. This announcement and the description contained herein are provided for informational purposes only and are neither an offer to purchase nor a solicitation of an offer to sell any securities of Genesis Microchip Inc. Any offers to purchase or solicitations of offers to sell will be made only pursuant to the Tender Offer Statement on Schedule TO (including the offer to purchase, the letter of transmittal and other documents relating to the tender offer) which will be filed with the U.S. Securities and Exchange Commission ("SEC") by Sophia Acquisition Corp., a wholly owned subsidiary of STMicroelectronics. In addition, Genesis Microchip Inc. will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the Tender Offer. Genesis Microchip's shareholders are advised to read these documents and any other documents relating to the tender offer that are filed with the SEC carefully and in their entirety because they contain important information.

Genesis Microchip Inc.'s shareholders may obtain copies of these documents (when they become available) for free at the SEC's website at www.sec.gov or from STMicroelectronics Investor Relations Department, 780 Third Ave, 9th Floor, New York, NY 10017.

Dear Genesis Employees:

I am writing you today to introduce myself and to let you know how excited STMicroelectronics is about the joint announcement we made with Genesis earlier this week. As Corporate Vice President and General Manager of ST's Home Entertainment & Displays Group (HED), I am very happy that Genesis will become the new TV & Monitor Division of this group upon completion of the transaction.

STMicroelectronics is the fifth largest semiconductor company in the world deriving approximately \$10 billion of annual revenues from five product groups. The Home Entertainment & Displays Group (HED) has identified the digital TV and flat-panel display markets as key strategic initiatives to expand our leadership position beyond the set-top box market. After careful consideration, we selected Genesis Microchip as our ideal partner to achieve this goal because your company offers an extremely talented and innovative employee base, a comprehensive technology and product portfolio, and an impressive level of engagements with many top tier customers worldwide – all of which will enable us working together to capture the leadership position in these markets.

STMicroelectronics has a very successful record of competing and establishing leadership in several consumer markets. In the hyper-competitive TV and display markets, it is absolutely critical to possess the necessary capabilities to compete effectively. Genesis has a proven record and well-deserved reputation for innovation in key technologies for those markets. In addition to digital TV expertise, Genesis offers its revolutionary DisplayPort technology whose successful launch in the IT market is a critical step towards accelerating its momentum into TVs and expanding its opportunities into the set-top box and the digital convergence world.

ST's established expertise in advanced process technologies and high complexity SOC designs, consistent delivery of a broad range of robust and market-proven intellectual property cores and our strong presence worldwide will provide Genesis the resources needed to succeed in its new role as ST's TV & Monitor Division. We are convinced that Genesis personnel and your contributions are the most important and sustainable part of our common future and that you will deliver a leadership position on one of ST's most important strategic initiatives.

I look forward to meeting you and working with you in the future and everyone at STMicroelectronics is excited about the opportunity to work with Genesis to achieve our goals together. I am also looking forward to speaking with you and answering any questions you may have during the upcoming employee communications conference call.

Sincerely,

Philippe Lambinet