

**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**

**(Amendment No. 2)**

**GENESIS MICROCHIP INC.**

(Name of Subject Company)

**SOPHIA ACQUISITION CORP.,**

a wholly owned subsidiary of

**STMICROELECTRONICS N.V.**

(Names of Filing Persons (offeror))

Common Stock, Par Value \$0.001 Per Share (including the associated Preferred Stock Purchase Rights)

(Title of Class of Securities)

37184C103

(CUSIP Number of Class of Securities)

**Pierre Ollivier**

**STMicroelectronics N.V.**

**Chemin du Champ-des-Filles, 39**

**1228 Plan-les-Ouates, Geneva, Switzerland**

**Telephone: +41 22 929 58 76**

(Name, Address and Telephone Number of Persons Authorized to Receive Notices  
and Communications on Behalf of filing persons)

**Copy to:**

John D. Wilson

Shearman & Sterling LLP

525 Market Street

San Francisco, California 94105

(415) 616-1100

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$386,760,867

**Amount of Filing Fee\*\***

\$11,873.56

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$8.65, the per share tender offer price, by 44,712,239, the sum of the 38,012,846 currently outstanding shares of Common Stock sought in the Offer and the 6,699,393 shares of Common Stock subject to issuance upon exercise of outstanding options and restricted stock units.

\*\* Calculated as 0.003070% of the transaction value.

Check the 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: \$11,873.56 Filing Party: STMicroelectronics N.V. and  
Sophia Acquisition Corp.

Form or Registration No: Schedule TO Date Filed: December 18, 2007

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

Check the appropriate boxes 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:

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This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on December 18, 2007 by STMicroelectronics N.V., a limited liability company organized under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands ("Parent"), and Sophia Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser"), as amended on January 9, 2008. The Schedule TO and this Amendment relate to the offer by Purchaser to purchase all of the outstanding shares of Common Stock, par value \$0.001 per share, including the associated Series A Participating Preferred Stock purchase rights (the "Rights" and together with the Common Stock, the "Shares") issued pursuant to the Preferred Stock Rights Agreement (the "Rights Agreement"), dated as of June 27, 2002, as amended by Amendment to the Rights Agreement, dated as of March 16, 2003, and as further amended by Amendment No. 2 to the Rights Agreement, dated as of December 10, 2007, between the Company and Mellon Investor Services LLC, of Genesis Microchip Inc., a Delaware corporation (the "Company"), at a price of \$8.65 per Share, net to the seller in cash, without interest, less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 18, 2007 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which have been filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The information set forth in the Offer to Purchase (as amended hereby), including Schedule I thereto, and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and Item 11 of the Schedule TO and is supplemented by the information specifically provided in this Amendment. The Agreement and Plan of Merger, dated as of December 10, 2007 (the "Merger Agreement"), among Parent, Purchaser and the Company, a copy of which is attached as Exhibit (d)(1) to the Schedule TO, is incorporated herein by reference with respect to Items 5 and 11 of the Schedule TO. Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

**Item 4 and 8. Terms of the Transaction; Interest in Securities of the Company.**

Items 4 and 8 of the Schedule TO are hereby amended and supplemented by including the following:

"The initial offering period of the Offer expired at 12:00 midnight, New York City time, on January 16, 2008. According to Mellon Investor Services LLC, the depository for the offer, approximately 34.6 million Shares (including approximately 2.3 million Shares tendered by notice of guaranteed delivery) were validly tendered and not withdrawn as of the expiration of the initial offering period of the Offer, representing approximately 91.0% of the outstanding Shares, assuming all Shares tendered by notice of guaranteed delivery are received by Purchaser. Purchaser has accepted for payment all tendered Shares.

On January 17, 2008, Parent and Purchaser announced a subsequent offering period commencing on January 17, 2008 and expiring on January 23, 2008 at 5:00 p.m., New York City time. During the subsequent offering period, Purchaser will accept for payment and promptly pay for Shares as they are tendered. Stockholders who tender Shares during such period will be paid the same \$8.65 per Share, net to the seller in cash, without interest, and less any applicable withholding taxes, as was paid during the initial offering period. Shares tendered during the subsequent offering period may not be withdrawn.

Purchaser may extend the subsequent offering period. If the subsequent offering period is extended, Purchaser will notify Mellon Investor Services LLC and issue a press release prior to 9:00 a.m. New York City time on the first business day following the date the subsequent offering period was scheduled to expire.

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Pursuant to the terms and conditions of the Merger Agreement, Purchaser will be merged with and into the Company as soon as practicable after the expiration of the subsequent offering period (as it may be extended). In connection with the Merger, each outstanding Share not tendered in the Offer (other than Shares held by the Company, Parent, Purchaser and their respective direct and indirect subsidiaries and Shares held by stockholders who properly perfect appraisal rights under Delaware law) will be converted into the right to receive \$8.65 per share in cash, without interest. Following the consummation of the Merger, the Company will continue as the surviving corporation and be a wholly-owned subsidiary of Parent.”

The press release announcing the expiration of the initial offering period and the commencement of the subsequent offering period is attached hereto as Exhibit (a)(5)(A).

**Item 12. Exhibits**

(a)(5)(A) Press Release, issued by STMicroelectronics N.V., dated January 17, 2008.

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After due 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: January 17, 2008

STMICROELECTRONICS N.V.

By: /s/ Carlo Bozotti  
Name: Carlo Bozotti  
Title: President and Chief Executive Officer

SOPHIA ACQUISITION CORP.

By: /s/ Archibald Malone  
Name: Archibald Malone  
Title: President

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## EXHIBIT INDEX

### Exhibit No.

(a)(1)(A)	Offer to Purchase dated December 18, 2007.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter from Morgan Stanley & Co. Incorporated to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.*
(a)(1)(F)	Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(G)	Form of Summary Advertisement as published in <i>The Wall Street Journal</i> on December 18, 2007.**
(a)(1)(H)	Press Release issued by Parent on December 11, 2007. (1)
(a)(1)(I)	Prepared Remarks for Conference Call conducted by Parent and the Company on December 11, 2007. (2)
(a)(1)(J)	Letter from Philippe Lambinet, Corporate Vice President and General Manager of Parent's Home Entertainment & Displays Group, to all employees of the Company, delivered by Elias Antoun, Chief Executive Officer of the Company, via email on December 17, 2007. (3)
(a)(5)(A)	Press Release, issued by STMicroelectronics N.V., dated January 17, 2008.
(d)(1)	Agreement and Plan of Merger, dated as of December 10, 2007, among Parent, Purchaser and the Company.**
(d)(2)	Employment Agreement dated December 10, 2007, between Parent and Elias Antoun.**
(d)(3)	Confidentiality Agreement, dated as of November 14, 2007, between Parent and the Company.**
(d)(4)	Exclusivity Agreement, dated as of November 14, 2007, between Parent and the Company.**
(g)	None.
(h)	None.

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\* Included in mailing to stockholders. Previously filed.

\*\* Previously filed.

(1) Incorporated by reference to the Schedule TO-C filed by Parent on December 11, 2007.

(2) Incorporated by reference to the Schedule TO-C filed by Parent on December 14, 2007.

(3) Incorporated by reference to the Schedule TO-C filed by Parent on December 18, 2007.

## **STMicroelectronics Closes Tender Offer for Genesis Microchip**

### **STMicroelectronics Accepts 91% Percent of Genesis Shares Subsequent Offering Period to Expire on January 23, 2008**

*Geneva, Switzerland, January 17, 2008* – STMicroelectronics (NYSE:STM) today announced that, as of 12:00 midnight, New York City time, on January 16, 2008, STMicroelectronics had received tenders of approximately 34.6 million shares of Genesis Microchip Inc. (NASDAQ: GNSS) (including approximately 2.3 million shares tendered by notice of guaranteed delivery), representing approximately 91.0% percent of the outstanding Genesis shares, assuming all Genesis shares tendered by notice of guaranteed delivery are received by STMicroelectronics. STMicroelectronics, through its wholly owned subsidiary, Sophia Acquisition Corp., has accepted for payment the approximately 34.6 million shares tendered in the offer.

STMicroelectronics also announced today that it would provide a subsequent offering period commencing on Thursday, January 17, 2008 and expiring on Wednesday, January 23, 2008 at 5:00 p.m., New York City time. During the subsequent offering period, Sophia Acquisition Corp. will accept for payment and promptly pay for Genesis shares as they are tendered. Stockholders who tender shares during such period will be paid the same \$8.65 per share, net to the seller in cash, as was paid during the initial offering period. Shares tendered during the subsequent offering period may not be withdrawn.

Sophia Acquisition Corp. may extend the subsequent offering period. If the subsequent offering period is extended, Sophia Acquisition Corp. will notify the depository for the offer and issue a press release prior to 9:00 a.m. New York City time on the first business day following the date the subsequent offering period was scheduled to expire.

STMicroelectronics expects to complete the second-step merger as soon as practicable after the expiration of the subsequent offering period.

The solicitation and the offer to buy Genesis's common stock is only made pursuant to the offer to purchase and related materials that STMicroelectronics Corporation and Sophia Acquisition Corp. filed on December 18, 2007, as amended. Stockholders should read the offer to purchase and related materials carefully because they contain important information, including the terms and conditions of the offer. Innisfree M&A Incorporated is the Information Agent for the tender offer and any questions or requests for assistance or free copies of the offer to purchase and the letter of transmittal may be directed to it at 501 Madison Ave, 20th Floor, New York, NY 10022 or by telephone toll-free at (888) 750-5834 or at (212) 750-5833 (bankers and brokers only). Morgan Stanley & Co. Incorporated is the Dealer Manger for the tender offer and can be reached at 1585 Broadway, New York, NY 10036 or by telephone toll-free at (877) 247-9865.

#### **IMPORTANT INFORMATION**

Genesis stockholders are urged to read the Tender Offer Statement on Schedule TO and each amendment thereto (containing the offer to purchase, a letter of transmittal and related materials) relating to the tender offer that have been filed with the SEC by ST and Purchaser carefully and in their entirety because they contain important information, including the various terms of, and conditions to, the tender offer. Genesis stockholders are also urged to read the

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Solicitation/Recommendation Statement on Schedule 14D-9 and each amendment thereto relating to the tender offer that have been filed with the SEC by Genesis carefully and in their entirety. Genesis stockholders may obtain these and other documents regarding the tender offer, the merger and the related transactions filed by ST, Purchaser and Genesis for free from the SEC's website at [www.sec.gov](http://www.sec.gov) or from the Information Agent.

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell Genesis shares, nor is it an offer to purchase or a solicitation of an offer to sell any securities. The tender offer is made solely by means of the offer to purchase filed with the SEC.

### **About STMicroelectronics**

STMicroelectronics is a global leader in developing and delivering semiconductor solutions across the spectrum of microelectronics applications. An unrivalled combination of silicon and system expertise, manufacturing strength, Intellectual Property (IP) portfolio and strategic partners positions STMicroelectronics at the forefront of System-on-Chip (SoC) technology and its products play a key role in enabling today's convergence markets. STMicroelectronics's shares are traded on the New York Stock Exchange, on Euronext Paris and on the Milan Stock Exchange. In 2006, the Company's net revenues were \$9.85 billion and net earnings were \$782 million. Further information on STMicroelectronics can be found at [www.st.com](http://www.st.com).

### **Cautionary statement regarding forward-looking statements**

Some of the statements contained in this release that are not historical facts are statements of future expectations and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended) based on STMicroelectronics's management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual events to differ materially from those in such statements due to, among other factors, the timing and results of the subsequent offering period and the ability of STMicroelectronics to complete the subsequent offering period and the subsequent second-step merger within the time periods contemplated by STMicroelectronics.

Such forward-looking statements are subject to various risks and uncertainties, which may cause actual events to differ materially and adversely from the forward-looking statements. Certain such forward-looking statements can be identified by the use of forward-looking terminology such as "expects", "believes", "may", "will", "should", "would be" or "anticipates" or similar expressions or the negative thereof or other variations thereof, or by discussions of strategy, plans or intentions. Some of the risk factors STMicroelectronics faces are set forth and are discussed in more detail in "Item 3. Key Information—Risk Factors" included in STMicroelectronics's Annual Report on Form 20-F for the year ended December 31, 2006, as filed with the SEC on March 14, 2007. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual events may vary materially from those described in this release as anticipated, believed or expected. STMicroelectronics does not intend, and does not assume any obligation, to update any information or forward-looking statements set forth in this release to reflect subsequent events or circumstances.