

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

INTEGRATED SENSOR SOLUTIONS, INC.  
(Name of Subject Company)

SENSOR ACQUISITION CORPORATION  
TEXAS INSTRUMENTS INCORPORATED  
(Bidders)

COMMON STOCK, \$.001 PAR VALUE  
(Title of Class of Securities)

45814M102  
(CUSIP Number of Class of Securities)

Richard J. Agnich, Esq.  
TEXAS INSTRUMENTS INCORPORATED  
8505 Forest Lane, M/S 8658  
Dallas, Texas 75243  
(972) 480-5050

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on Behalf of Bidders)

COPY TO:

R. SCOTT COHEN, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
100 CRESCENT COURT, SUITE 1300  
DALLAS, TEXAS 75201-6950  
214-746-7738

## TENDER OFFER

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") originally filed with the Securities and Exchange Commission on May 7, 1999 by Sensor Acquisition Corporation, a Delaware corporation (the "Purchaser"), and Texas Instruments Incorporated, a Delaware corporation and the sole stockholder of the Purchaser ("Parent"), relating to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$.001 per share (the "Shares"), of Integrated Sensor Solutions, Inc., a Delaware corporation, at \$8.05 per Share, net to the seller in cash, on the terms and subject to the conditions set forth in the Offer to Purchase dated May 7, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached to the Schedule 14D-1 as Exhibits 99(a)(1) and 99(a)(2), respectively.

## ITEM 10. ADDITIONAL INFORMATION

Item 10 of the Schedule 14D-1 is hereby amended and supplemented as follows:

Clause (i) of the first paragraph of Section 14 of the Offer to Purchase, "Conditions to the Offer," which Section 14 is incorporated by reference in Item 10 of the Schedule 14D-1, is hereby deleted, and the following is inserted in lieu thereof:

"(i) the Minimum Condition has not been satisfied prior to the expiration of the Offer,"

Clause (iii) of the first paragraph of Section 14 of the Offer to Purchase, "Conditions to the Offer," which Section 14 is incorporated by reference in Item 10 of the Schedule 14D-1, is hereby deleted, and the following is inserted in lieu thereof:

"(iii) at any time on or after the date of the Merger Agreement and prior to the expiration of the Offer, any of the following events shall occur:"

Item 10. of the Schedule 14D-1 is further amended and supplemented hereby by adding the following text thereto:

"On June 7, 1999, the Purchaser and Parent issued a press release, a copy of which is attached hereto as Exhibit 99(a)(9) and is incorporated herein by reference."

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS

Item 11 of the Schedule 14D-1 is hereby amended and supplemented by adding a new Exhibit as follows:

99(a)(9) Text of Press Release issued by the Purchaser and Parent dated June 7, 1999.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 7, 1999

SENSOR ACQUISITION CORPORATION

By: /s/ MARTHA N. SULLIVAN

-----  
Name: Martha N. Sullivan  
Title: President

TEXAS INSTRUMENTS INCORPORATED

By: /s/ RICHARD K. TEMPLETON

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Name: Richard K. Templeton  
Title: Executive Vice President

## EXHIBIT INDEX

## EXHIBIT

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- 99(a)(9) Text of Press Release issued by the Purchaser and Parent dated June 7, 1999.
- 99(c)(1) Agreement and Plan of Merger dated as of May 3, 1999, by and among Parent, the Purchaser and the Company.\*
- 99(c)(2) Stockholders Agreement dated as of May 3, 1999, by and among the Purchaser, Manher D. Naik, Donald Paulus, Ramesh Sirsi, David Satterfield, Nagano Keiki Co., Ltd., Breed Technologies, Inc., WK Technology Funds, and Vinod K. Sood, Sood Family Trust dated 5/14/90.\*
- 99(c)(3) Confidentiality Agreement dated as of March 2, 1999, by and between Parent and the Company.\*

\* Previously filed as an exhibit to the Schedule 14D-1.

TEXAS INSTRUMENTS EXTENDS CASH TENDER OFFER  
FOR SHARES OF INTEGRATED SENSOR SOLUTIONS

DALLAS (June 7, 1999)--Texas Instruments today announced that TI and its wholly-owned subsidiary, Sensor Acquisition Corporation, have extended their tender offer for all of the issued and outstanding shares of common stock of Integrated Sensor Solutions, Inc. (ISS) (NASDAQ: ISNR) at a price of \$8.05 per share, net to the seller in cash, until midnight, EDT, on Friday, June 25, 1999. The tender offer was previously scheduled to expire at midnight, EDT, on Friday, June 4, 1999.

The requirements of U.S. antitrust laws applicable to the transaction have been satisfied. However, the review of the transaction by German antitrust authorities and ISS's purchase of the outstanding minority interest in its German subsidiary have not been completed. These conditions are expected to be satisfied in late June.

TI has been advised by the depository for the tender offer that as of 5:00 p.m., EDT on June 4, 1999, 7,440,749 shares of ISS common stock, or approximately 96.5% of the issued and outstanding shares, had been validly tendered and not withdrawn.

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NOTE TO EDITORS: Texas Instruments Incorporated is a global semiconductor company and the world's leading designer and supplier of digital signal processing and analog technologies, the engines driving the digitization of electronics. Headquartered in Dallas, Texas, the company's businesses also include materials and controls, educational and productivity solutions, and digital imaging. The company has manufacturing or sales operations in more than 25 countries.

Texas Instruments is traded on the New York Stock Exchange under the symbol TXN. More information is located on the World Wide Web at <http://www.ti.com>