

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. 2)

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. 2 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 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)(10) Text of Press Release issued by the Purchaser and Parent dated June 28, 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 28, 1999

SENSOR ACQUISITION CORPORATION

By: /s/ WILLIAM A. AYLESWORTH

Name: William A. Aylesworth
Title: Vice President

TEXAS INSTRUMENTS INCORPORATED

By: /s/ WILLIAM A. AYLESWORTH

Name: William A. Aylesworth
Title: Senior Vice President,
Treasurer and Chief Financial
Office

EXHIBIT INDEX

EXHIBIT

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- 99(a)(10) Text of Press Release issued by the Purchaser and Parent dated June 28, 1999.
- 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.

** Previously filed as an exhibit to Amendment No. 1 to Schedule 14D-1.

NEWS RELEASE
C-99032

Media Contact:
Kim Quirk 972-480-6878

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

Dallas (June 28, 1999) - Texas Instruments (NYSE:TXN) 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. (NASDAQ:ISNR) at a price of \$8.05 per share, net to the seller in cash, until midnight, EDT, on Friday, July 2, 1999. The tender offer was previously scheduled to expire at midnight, EDT, on Friday, June 25, 1999.

Consummation of the offer is subject to satisfaction or waiver of various conditions specified in the offer to purchase, including receipt of requisite approvals under the German Cartel Act. German antitrust authorities have not yet completed their review of the proposed transaction.

TI has been advised by the depository for the tender offer that as of 5:00 p.m., EDT on June 25, 1999, 7,616,676 shares of Integrated Sensor Solutions common stock, or approximately 98.8 percent of the issued and outstanding shares, were validly tendered and not withdrawn in the tender offer.

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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, TI's businesses also include materials and controls, educational and productivity solutions, and digital imaging. TI 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>.