

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1 TO

SCHEDULE 14D-1

Tender Offer Statement Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

AMATI COMMUNICATIONS CORPORATION
(Name of Subject Company)

DSL ACQUISITION CORPORATION
TEXAS INSTRUMENTS INCORPORATED

(Bidders)

COMMON STOCK, PAR VALUE \$.20 PER SHARE
(Title of Class of Securities)

023115 10 8
(CUSIP number of Class of Securities)

CHARLES D. TOBIN
TEXAS INSTRUMENTS INCORPORATED
7839 CHURCHILL WAY
DALLAS, TEXAS 75265

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

COPY TO:

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

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This Amendment No. 1 supplements and amends the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") relating to the tender offer by DSL Acquisition Corporation, a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Texas Instruments Incorporated, a Delaware corporation ("Parent"), to purchase all outstanding shares of Common Stock, par value \$.20 per share (the "Shares"), of Amati Communications Corporation, a Delaware corporation, at \$20.00 per share net to the Seller in cash, without interest.

ITEM 10. ADDITIONAL INFORMATION.

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:

"at any time on or after November 19, 1997, and prior to the expiration of the Offer, any of the following events shall occur:"

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

The reference to Exhibit 99(c)(6) is deleted in its entirety, and the following is inserted in lieu thereof:

"99(c)(6) Retention Agreement, dated as of November 19, 1997, by and between Parent and James D. Hood."

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: December 17, 1997

DSL ACQUISITION CORPORATION

By: /s/ MARVIN S. SELF

Name: Marvin S. Self
Title: Vice President

TEXAS INSTRUMENTS INCORPORATED

By: /s/ RICHARD K. TEMPLETON

Name: Richard K. Templeton
Title: Executive Vice President

EXHIBIT INDEX

EXHIBIT

- 99(a)(1) Offer to Purchase, dated November 25, 1997.*
- 99(a)(2) Letter of Transmittal.*
- 99(a)(3) Notice of Guaranteed Delivery.*
- 99(a)(4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- 99(a)(5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- 99(a)(6) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- 99(a)(7) Form of Summary Advertisement, dated November 25, 1997.*
- 99(a)(8) Text of Press Release, dated November 19, 1997.*
- 99(c)(1) Agreement and Plan of Merger, dated as of November 19, 1997, by and among the Company, Parent and the Purchaser.*
- 99(c)(2) Loan and Security Agreement, dated November 19, 1997, by and between Parent and the Company.*
- 99(c)(3) Confidentiality Agreement, dated as of July 22, 1997, by and between Parent and the Company.*
- 99(c)(4) Retention Agreement, dated as of November 19, 1997, by and between Parent and James E. Steenbergen.*
- 99(c)(5) Retention Agreement, dated as of November 19, 1997, by and between Parent and Ronald Carlini.*
- 99(c)(6) Retention Agreement, dated as of November 19, 1997, by and between Parent and James D. Hood.*
- 99(d) None.
- 99(e) Not applicable.
- 99(f) None.

* Previously Filed.