

NEXT LEVEL COMMUNICATIONS INC

Form SC TO-C

January 17, 2003

As filed with the Securities and Exchange Commission on January 17, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100) TENDER OFFER STATEMENT UNDER SECTION 14 (d) (1) OR SECTION 13 (e) (1) OF THE SECURITIES EXCHANGE
ACT OF 1934

NEXT LEVEL COMMUNICATIONS, INC.

(Name Of Subject Company (Issuer))

NEXT LEVEL COMMUNICATIONS, INC.

(Names Of Filing Persons (Issuer))

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title Of Class Of Securities)

65333U 10 4
(Cusip Number Of Class Of Securities)

KEITH A. ZAR
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6085 STATE FARM DRIVE
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(Name, Address And Telephone Number Of Person Authorized To
Receive Notice And Communications On Behalf Of Filing Persons)

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CALCULATION OF FILING FEE

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<u>Transaction Valuation *</u>	<u>Amount of Filing Fee</u>
Not Applicable	Not Applicable

* Set forth the amount on which the filing fee is calculated and state how it was determined.

Amount Previously Paid: _____

Filing Party: _____

Form or Registration No.: _____

Date Filed: _____

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 to Rule 13a-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:
