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CONEXANT SYSTEMS INC
Form 424B3
November 29, 2001

Filed Pursuant to
Rule 424 (b) (3) and (c)
File No. 333-42500

PROSPECTUS SUPPLEMENT NO. 11 DATED NOVEMBER 29, 2001
TO PROSPECTUS DATED AUGUST 3, 2000

CONEXANT SYSTEMS, INC.
7,651,414 SHARES
OF
COMMON STOCK
(INCLUDING THE ASSOCIATED PREFERRED SHARE PURCHASE RIGHTS)

This Prospectus Supplement should be read in conjunction with the Prospectus dated August 3, 2000 (the "Prospectus"). The table on pages 23, 24 and 25 of the Prospectus under the caption "Selling Securityholders" setting forth information concerning the selling securityholders in connection with the HotRail Acquisition is superceded by the following table:

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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HOTRAIL ACQUISITION:		
1041855 Ontario, Inc.	2,688	
1392551 Ontario Ltd.	32,421	
Acuitive, Inc.	2,161	
Adimare, Louis R.	519	
Advantest Corporation	8,036	
Ahn, Daniel H.	7,883	
Ain, Mark Stuart	519	
Ain, Ross D.	519	
Albanese, Glen W.	862	
Alexander, Leslie L. IRA	2,595	
Al-Khaled, Dalal Khaled Zaid	1,081	
Al-Khalid, Fahia & Omar Al-Nisif	1,081	
Al-Khalid, Lulwa & Alya Al-Bahar	1,081	
Allen, Bradley P. and Rebecca J. Allen, Trustees of the Bradley and Rebecca Allen Trust Dated February 21, 1998 ...	865	
Al-Majed, Hussah A. H.	1,081	
Al-Marzouq, Abdulwahab & Nawal Al-Marzouq	1,081	
Alpine Venture Fund, LP.	205,856	
Al-Sabah, Mariam Nasser	540	
American Pacific Venture	2,679	
American Pacific Ventures, Inc.	10,015	
Archambeault, Philip and Linda	134	
Avellar Estates, Ltd.	324	
Averett, James E. Jr., MD/IRA	404	
Avista Ventures, Inc.	10,807	
Bam, Eric	235	
Bancroft Investments II	1,038	
Bancroft Investments III	1,038	
Bancroft Partners	519	

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Barr, John O. Jr 156

NAME -----	COMMON STOCK OWNED PRIOR TO THE OFFERING -----	
Barshop, Bruce B	404	
Barshop, Jamie L	404	
Barshop, Steven	404	
Baulme, Herve	432	
Baumgartner, Janet	270	
Baumgartner, Walter F	270	
Bean, Brian	4,678	
Beans Plus LLC - Finance	3,087*	
Beans Plus LLC - SM	2,329*	
Bellet, David F	1,613	
Bestvina, Edward M	268	
Binder Complex Family Trust	404	
Blackstone Technology Partners, LLC	4,323	
Bliessener, Merrylee	1,543	
Boehlke, Robert J	519	
Bott, Richard H	1,038	
Boyadjieff, George	519	
BP Amoco Corporation Master Trust for Employee Pension Plans	83,659	
Broadview SLP	1,038	
BT Investment Partners, Inc.	6,284	
Bucknell University	2,076	
Budworth Investments Ltd.	2,679	
Builder Investment Partnership	811	
Bumgarner, Donna S	1,790	
Burger Family Trust, The DTD 3/25/98	270	
Buten, Matthew IRA	104	
BV Private Equity, Ltd.	5,231	
Cadenasso, Richard J	670	
Cameron, James	519	
Campbell, Bruce	618	
Campbell, Bruce ACF Casey Campbell U/AZ/UTMA	206	
Campbell, Bruce ACF Christopher Campbell U/AZ/UTMA	206	
Campbell, Bruce ACF Kyle Campbell U/AZ/UTMA	206	
Campbell, Gordon	136,135	
Campion, John E	3,401	
Carlsen, Dan	1,029	
Carnes, James M	540	
Carr, Laurence J	2,022	
Carter, Wiley L. and Nancy M. Carter Trustees of the Wiley L. Carter & Nancy M. Carter Trust UDT 3/31/83	104	
Cast Enterprises	4,323	
Castle Advisers, L.P.	1,557	
Centaur Business Inc. BVI	2,161	
Central Coast Capital Holdings, Inc.	721	
Ch'ien, Raymond K. F	432	
Champion International Corporation Defined Benefit & Defined Contribution Plan Master Trust	32,345	
Chang, Chien C	519	
Chapman, J. A. and Leta M. Chapman Charitable Trust	24,259	

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Charter Ventures II, L.P.	34,377
Chase Equity Associates, L.P.	31,421
Chase Venture Capital Associates, L.P.	1,209,663

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	OF
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Chavencap, Ltd.	18,852
Chiruvolu, Ravi	1,160
CIBC Capital Corporation	20,092
CIT Group/Equity Investments, Inc.	6,484
Cohen, Matthew S	519
Cohen, Richard	519
Cohen, Richard B	1,081
Cohen, Robert D	519
Coleman, Bobby W	2,562
Collins, G. Fulton III Mgmt Trust Dated 12/31/87	2,022
Comerica Bank	5,892
Cooper Revocable Trust DTD 7/26/96	519
Corrigan Family Trust U/D/T date June 12, 1984, The	1,038
Costa, Fran	1,543
CPS Employees' Pension Trust	26,979
Cunningham, Sherman	268
Dailey, Roger E	404
Dale, Peter	130
Davidson, Craig L	1,374
Davidson, Mari	1,374
Davis, Jarrett L. III	2,021
Daystar Realty Limited	821
DeGeorge, Lawrence F	5,190
Del Biaggio III, William J	216
Delmon, Edmond S	4,323
Dench, Robert H. and Gloria E. Dench, TTEE Dench Living Trust Dated June 16, 1994	519
Diamond Shamrock Refining and Marketing Company	1,120
Dolan, A. Barr	18,852
Dolch, Volker	1,038
Domescik, Dr. Gerald	202
Domescik, Dr. Gerald P/S Master Trust Northwest Radiology Consultants	404
Dominion Financial LLC	61,749
Donnelly, Edwin H. MD	809
Dorris, Stephanie	10,292
Douglas, J. Robert IRA Rollover	404
Duenner, Stephen R. and Ruthie B	2,022
Eberts, Donald	74,440
Edelson, Harry	1,038
Egan, Richard	23,158
ELG Limited	2,688
Evans, Matthew	103
Exis Inc.	857
F&M Bank & Trust Co., Co-Trustee, Edna P. Langholz 1980 Trust	540
F&W Investments 1996-II	6,175
F&W Investments 2000	9,357
Fidelity Charitable Gift Fund	8,103

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FINAMA Private Equity FCPR	6,484
First Formosa II Technology Investment Corp.	331,429
First Formosa Technology Investment Holding Company Limited .	107,293
First Trust Corp. FBO Jerome W. Carlson IRA Account	
#183315-0001	270

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Florentine Siena Partners LLC	1,571	
Foster & Foster	8,325	
Fountain, Tracy	1,000	
Fu, Kevin J. Irrevocable Trust	2,058	
Fu, Shuiti	1,029	
Fu-Jing Trust created on November 23, 1999	564,161	
Fujitsu Devices, Inc.	8,963	
Future International Yugen Kaisha, The	2,679	
Gallagher, Vincent E. IRA, Bear Stearns Security Corp.		
Custodian for	415	
Gandhi, Gunavati	4,318	
Georgia Tech Foundation Inc.	1,500	
Gerlach & Co.	10,807	
Goldman - Valerie Family Trust	519	
Gorman, Joseph T	1,038	
Gorman, William S	5,146	
Gottstein, Bernard J	2,022	
Goyan-Hart Family Living Trust, Jere E. Goyan or		
Linda L. Hart, Trustees	1,160	
Great American Ventures LLC	2,161	
Greb, Charles E	6,403	
Greene, Natalie F	20	
Grenon-Malzacher LLC	540	
Gridley, Linda Bornhuetter	519	
Gupta, Ram Paul	519	
Gustafson, Corrie S	292	
Gutierrez, Salvador O. and Mary C. Anderson, Trustees of		
the Gutierrez Anderson Community Trust UDT dtd 6/18/01	540	
GVC Cayman Corporation	28,608	
H.E. Butt Grocery Company	560	
Halff, Alex H	1,089	
Halff, Glenn A	93	
Halff, Harry A	93	
Halff, James A	94	
Hall, David M	216	
Harrison, Donald C	1,160	
Harrison, Keith	1,339	
Hart, Milledge and Patti	1,081	
Hartman, Greg	1,029	
Head, Andrew M	404	
Head, John F. Jr	404	
Hennessy, John M	519	
Henningsen, Lee A	1,038	
Hershner, Thomas L	216	
HFM Charitable Remainder Trust	5,404	
Hill Family Foundation, Inc., The	1,038	

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Hillman, James L	1,029
Hix, Thomas C	1,029
Hixon, George C	6,204
Hoang, Tuong	1,482
Holarud Partners 394	4,043
Hoover, Mark	3,087

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Hou, David C. Trust 2/1/2000, David C. Hou, Trustee	648	
House, David L	104	
Howard, David L	6,204	
Hsieh, H.L	28,608	
Iacovone, Jack J	862	
Idanta Partners, Ltd.	2,076	
Ikeya, Masao	322	
Incaval S.A. Panama	1,945	
Ingrams, LV. & R.A	1,081	
Innotech Corporation	31,421	
Innovatech Associates	14,408**	
Ironwood Partners, Ltd.	1,621	
ITC Ventures, Inc.	12,568	
ITM Investments, Inc.	2,679	
J.S. Robinson Associates	1,038	
Jacobson, Alexander D. Trustee of the Jacobson Living Trust U/D/T dated 5/21/86 as Restated 2/5/97	865	
Jaedicke, Robert K. Family Trust	1,160	
Janetty, Louis	803	
Jath Oil Company	4,043	
Jiang, Guoqing "James"	2,599	
Jing, Wen	411	
Joerger, Tricia	906	
Johnson, Roger W	208	
Johnson, Theodore Gus	571	
Jones, Harvey N	519	
Joyful Domaine Co., Ltd.	8,036	
Kaga Electronics Co., Ltd.	2,679	
Kallow East International S.A	3,234	
Kano, Osamu	1,608	
Kantz, The Phillip C. & Barbara J., Revocable Trust dated June 16, 1992	2,679	
Kaplan, Marilyn TTEE U/A DTD 11/30/95 by Bernard Blum	1,038	
Katz Family Trust, The	519	
Kawamura, Eiiji	7,131	
Kaye, Eric	4,678	
Keck, Chad W. IRA	519	
Keilhacker, Kurt	13,957	
Keilhacker 2001 Charitable Remainder Trust	9,000	
Kenney, Vincent	104	
Kenny, Gerard J	216	
Kertson, Richard A. & Leanna, Joint Tenants	1,038	
Kiger, F. Gray Jr	519	
Klatt, Andrew K	1,161	
Krinsky, David and Cathy Trustees of the Krinsky Living		

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Trust, DTD 10/20/95	216
Kufis, Andrew C	2,058
Kufis, James C	127,248
Kufis, James C. Kufis & Carolyn M. Kufis 1988 Trust	2,058
Kyle Investments/A Partnership	2,426
Ladensohn, David A	622
Ladensohn, Eliza H	32
Ladensohn, Kenneth R	2,562

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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LaFountain, Tad	836	
Lang, Dr. William C. Jr	202	
Lang, Dr. William C. Jr., P.S. Northwest Radiology Consultants	404	
Larson, Robert E	55,381	
Latta Family Trust	514	
Lauder, Gary	2,161	
Lawrence, Damon and Marian Trustees of the Lawrence Living Trust DTD December 15, 1995	432	
Lee, C. Quincy Estate	2,022	
Lee, Liang Chen	21,467	
Leininger, James R	1,120	
Lepofsky, Robert J	1,038	
Levine, Larry	108	
Levy Family Trust Dtd 2/18/83, The	1,038	
Ligeti, Conner	618	
Ligeti, Hunter	618	
Ligeti, Kiersten	618	
Ligeti, Robert	618	
Lin, David Fonglu and Wand H	1,038	
Lirola, Bernard IRA, Bear Stearns Securities Corp. Custodian	208	
Long, Junsheng	1,860	
LOR, Inc.	20,215	
Lorton, Robert E	2,022	
Love, Dixie L	292	
Macricostas, Constantine	519	
Magid, James I	208	
Majesco Sales, Inc. Profit Sharing Plan	536	
Mandaric, Milan	2,076	
Marazita, Frank	18,054	
Marocco, William L	403	
Marshall, James R	2,903	
Marshall, Joseph	823	
Marshall, Robert and Sarane Marshall as Trustees of the Robert Marshall and Sarane Marshall Trust U/A dated 7/21/94	11,276	
Martin, James N	540	
MC Silicon Valley, Inc.	6,284	
McCombs Family, LLC	5,163	
McDermott, Robert F	2,022	
McKee, E. Stanton Jr	519	
McManus, John J	519	
McNeil, John D	403	
McNutt, Amy Shelton Charitable Trust	2,562	

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McWalters, Agnes	100
McWalters, Kevin	200
McWalters, Robert	100
Mendicino, V. Frank	25,429
Michaelson, John C	4,378
Mineck, John D	519
Mitsui Comtek Corp.	8,963
Moody, J. Roger, Roth IRA	519
Moonan, Jeffrey P	156
Moore, Gordon E. & Betty I. Moore, Trustees of the Gordon E. Moore and Betty I. Moore Trust u/a/d 10/9/73	2,076

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Morihiro, Koji	8,852
Morse, David	1,081
Mulderig, Jane F	809
Multitimes Ltd., a subsidiary of Computrol Limited	11,642
MVC Global Japan Fund I	2,679
Nason, Norman A	5,146
Natcan Investment Management	24,259
National Bancorp of Alaska, Inc.	8,086
National Christian Charitable Foundation, Inc.	1,344
National Industries Group	3,242
NBR - Needham 2 Partnership	1,401
Needham & Company, Inc.	4,186
Needham 1997 Investment LLC	2,074
Needham Capital Partners II (Bermuda), L.P.	1,183
Needham Capital Partners II, L.P.	10,831
Needham, George A	4,378
Niedland, Suzanne L	519
Nissenbaum, Robert	6,175
NTT Leasing Capital (U.S.A.) Inc.	6,284
Occhipinti, John C	7,883
Occhipinti, Vincent M	55,381
Olmos Partners	2,426
Onopchenko, Laura	3,190
Ontario Teachers' Pension Plan Board	974,898
Orbach, Robert	82
Pacific Coast Investors, Ltd.	262,980
Panasonic Technologies, Inc.	8,036
Pantazelos, Peter G	259
Pao, Henry C. and Deborah Y. Trust Dtd 10/4/83	519
Pasternoster, Paul	3,911
Patil, Suhas S	1,038
Perlegos, George & Angeliki	519
Perlegos, Gust	519
Phillips, Terry	803
Phoenix Leasing Incorporated	7,071
Pickard, Wesley C. Revocable Living Trust U/A 9/25/96	324
Pictet & Cie (as nominee)	865
Plakoura Investment Corporation	4,018
Poirer, Lynn	111
Poitras, James P	519

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Ponce, Silvia A	519
Poppa, Ryal Robert	519
Positioning Strategies	3,430
Price, Peter R	865
Prior, John J. Jr	3,859
Public Institution for Social Security - Kuwait	8,208
Pywood Investment Corporation	1,297
Race, Stephen as custodian for Eric L. Race	27
Race, Stephen as custodian for Katherine M. Race	27
Race, Stephen M	523
Ragland, Ronald E. & Linda C	519
Ready, Matt	1,029
Rees, Robert W	2,093

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Rees/Source Ventures #13, LLC	25,721	
Rees/Source Ventures Limited Partnership #7	809	
Rees/Source Ventures, Inc.	1,030	
Regime de rentes du Mouvement des Caisses	21,614	
Reinhold, Walter B	1,038	
Reiser, Jr., Robert E. IRA FBO DLJSC as custodian	81	
Ridley, Judy L	2,058	
Robertson Stephens Inc. FBO U.S. Small Business Administration	38,685	
Robinson Partners	1,038	
Robinson, James S. Trust u/a Dtd 1/1/82	519	
Rogan, Paul	519	
Rollins Investment Fund	10,807	
Rollins, Gary W	2,161	
Rollins, R. Randall	2,161	
Roselli, Robert and Linda Roselli, JtTen	2,161	
Rosen, Benjamin M	803	
Rosenberg, Philip L	670	
Rothschild Bank AG, Acting as nominee	865	
Royal Bank of Canada	21,614	
S. Barshop Investments, Ltd.	2,830	
Saalfeld, James	519	
Salient Investment L.T.D	1,081	
Sanderson, Stuart W	208	
Sasca Investissement	1,729	
Saxe, Jon S. & Myrna G. Marshall 1997 Trust	259	
Schroeder Family Trust, The	1,038	
Schwarzer, Fred M	1,160	
Schweichler Associates	2,058*	
Seaver Partners	519	
Seawell, A. Brooke	259	
Selby Venture Partners, L.P.	25,160	
Selby, Richard	324	
Select Ventures, L.L.C	270	
Semmes Partnership, Ltd.	2,887	
Senner, Valerie	2,210	
Sentry Insurance a Mutual Company	8,646	
Shetler, Joy	205	

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Shields Jr., Thomas A. Trustee u/d/t 4-14-1999	270
Shinko Electric America, Inc.	8,036
Shoemaker Family Partner	259
Shriner, Donald R. and Marguerite E. Trust Agreement dated 4/25/95	5,146
Sicklesteel, R. David	536
Siemens Venture Capital	13,394
Silicon Valley Bancshares	2,241
Silver Tiger Enterprises	2,374
Singh, Prithipal & Rajinder K. Singh, Trustees, Singh Trust UDT April 17, 1986	415
Smart, J. Larry & Cheryl L. as Trustees of the J. Larry & Cheryl L. Smart Revocable Trust dtd March 29, 1995	519
Smith, Roger Living Trust	324
Smith, Walstein Bennett III	2,058

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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Sobrato Development Co. #910	2,679	
Sobrato, John Michael 1985 Separate Property Trust	629	
Sobrato, Lisa Ann 1987 Trust	629	
Sobrato, Sheri Jean 1987 Trust	629	
Spersibs L.P.	4,043	
Staebler, Michael	162	
State Street Bank and Trust Company as Trustee for Equifax, Inc. U.S. Retirement Income Plan	26,979	
Steidel, AnnDee L	42	
Steidel, AnnDee L., ACF Jane L. Steidel U/TX/UTMA	32	
Stein, A.J. Trust UTD dated Oct. 14, 1983, The	1,038	
Stern, Jonathan	404	
Stewart, John G	4,323	
Stolar, Bernard	536	
Strauch, C.S. & Nan Y. Living Trust dated 10/26/82	519	
Stumberg, Diana M	432	
Stumberg, Eric B	432	
Stumberg, Jr., Louis H	432	
Stumberg, Mary Pat	865	
Sutherlin, Michael W. & Mary Lynn Sutherlin Trustees under Declaration of Trust Dtd 8/8/97	519	
Synergy Inc. Retirement Plan Trust	2,698	
Synnex Information Technologies, Inc.	536	
Tamarind Investments, Ltd.	2,161	
Techfund Capital Management II, LLC	10,274	
Techfund Capital Management, LLC	14,481	
Technology Ventures Investment Fund, LLC	1,898	
Telekom Malaysia Berhad	18,852	
Testa, Richard J	104	
Thales Corporate Ventures S.A	20,092	
Therrien, Robert J	1,038	
Thornton, Sally B. Trust Dtd 8/14/91	519	
Tinicum Investors	1,038	
Tokio Marine and Fire Insurance Co., Ltd., The	13,394	
Tomita, Lane	2,187	
Tompkins Family Trust, The DTD 3/16/90	519	

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Townes, David K. IRA	156
Traeger Family Trust	482
Trapani, Lisa C	823
Tretton Revocable Trust	268
Treutlen House At New Ebenenzer	521
Trimble Navigation Limited Non Qualified Compensation Plan	
FBO Charles R. Trimble	259
Trimble, Charles R. Separate Property Trust	259
Trinity University	10,247
U.S. Small Business Administration	140,637
University of Tennessee, The	16,172
Unterberg, Thomas I	2,679
USAA Investment Management Company	42,422
Vadasz Investment Trust dtd 3/15/99, Cindy S. Butler	
Trustee	519
Van Der Wansem, Paul J	519
Van Horne, Charles H	216
VantagePoint Venture Partners III (Q) LP.	11,921

NAME	COMMON STOCK OWNED PRIOR TO THE OFFERING	C OF
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VantagePoint Venture Partners III LP.	1,473
Varner, Roseanne Hirsch	519
Vaughn, David E	270
Veerappan, Armachalam	3,742
Venkatesh Family Living Trust	324
Venture Lending & Leasing II, Inc.	18,278
Venture Lending & Leasing, Inc.	7,833
Viel et Cie	1,081
Vonderschmitt, Bernard & Theresa Trust dtd 1/4/96	1,038
Wade Family Trust	1,038
Wah, Wong Ying	68,962
Wang, Manzheng	1,029
Wasserstein Adelson Ventures, L.P.	271,356
Weathers, William J. II	121
Weiskopf Silver & Co.	778
Wellington Trust, Robert Cohn, Trustee	1,160
West Coast Venture Capital, Ltd.	16,074
Whims, James	27,660
Whims, Robert	1,000
Whims, Timothy	1,000
Wierenga, Ellie	233
Williams, Erika	1,479
Willis, Mary Ellen	1,081
Wilson, Robert C	519
Witter, Michael David	519
Wolfson Family Trust	1,081
Woodside Fund III SBIC, L.P.	50,272
Woodside Fund IV L.P.	42,105
WPEP Ventures, LLC	9,357
WS Investment Company 99A	200
WS Investment Company 98A	314
Wu, Kuo-Yong	7,163
Wu, Yung-Fung	28,608

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Xanadu Partners	1,038
Yeah, Solomon	7,163
Yost, Mary Louise TTEE Mary Louise Yost Revocable Trust U/D 1/17/01	809
Zafran Family Trust 12/10/95 Alan & Judy Zafran, Trustees ...	216
Zuckerman, Matthew	4,652

Total	6,529,885
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* Options to purchase our common stock held prior to the offering.

** 50% of these shares represent options to purchase our common stock held prior to the offering.