

Edgar Filing: MICROTUNE INC - Form SC 13G/A

MICROTUNE INC  
Form SC 13G/A  
July 06, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

MICROTUNE, INC.

-----  
(Name of Issuer)

Common Stock, \$0.001 Par Value

-----  
(Title of Class of Securities)

59514P109

-----  
(CUSIP Number)

July 5, 2001

-----  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages  
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SCHEDULE 13G

CUSIP No. 59514P109

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1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

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QUANTUM INDUSTRIAL PARTNERS LDC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.   
b.

3 SEC Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

|   |   |                                   |
|---|---|-----------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power<br>336,793      |
|   | 6 | Shared Voting Power<br>0          |
|   | 7 | Sole Dispositive Power<br>336,793 |
|   | 8 | Shared Dispositive Power<br>0     |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

336,793

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented By Amount in Row (9)

0.85%

12 Type of Reporting Person (See Instructions)

OO; IV

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1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

QIH MANAGEMENT INVESTOR, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.   
b.

3 SEC Use Only

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4           Citizenship or Place of Organization

DELAWARE

|  |                              |  |
|--|------------------------------|--|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5<br><br>6<br><br>7<br><br>8 | Sole Voting Power<br>336,793<br><br>Shared Voting Power<br>0<br><br>Sole Dispositive Power<br>336,793<br><br>Shared Dispositive Power<br>0 |
|--|------------------------------|--|

9           Aggregate Amount Beneficially Owned by Each Reporting Person

336,793

10          Check Box If the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions)

[X]

11          Percent of Class Represented By Amount in Row (9)

0.85%

12          Type of Reporting Person (See Instructions)

PN; IA

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1           Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

QIH MANAGEMENT, INC.

2           Check the Appropriate Box If a Member of a Group (See Instructions)

a.            [ ]  
b.            [X]

3           SEC Use Only

4           Citizenship or Place of Organization

DELAWARE

|   |            |  |
|---|------------|--|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each | 5<br><br>6 | Sole Voting Power<br>336,793<br><br>Shared Voting Power<br>0 |
|---|------------|--|

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|                       |  |                                   |
|-----------------------|--|-----------------------------------|
| Reporting Person With | 7  | Sole Dispositive Power<br>336,793 |
|                       | 8  | Shared Dispositive Power<br>0     |
| 9                     | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>336,793  |                                   |
| 10                    | Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)<br><br><input checked="" type="checkbox"/> |                                   |
| 11                    | Percent of Class Represented By Amount in Row (9)<br><br>0.85%   |                                   |
| 12                    | Type of Reporting Person (See Instructions)<br><br>CO  |                                   |

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|   |  |  |
|---|--|--|
| 1 | Names of Reporting Persons<br>I.R.S. Identification Nos. of above persons (entities only)<br><br>SOROS FUND MANAGEMENT LLC                       |  |
| 2 | Check the Appropriate Box If a Member of a Group (See Instructions)<br><br>a. <input type="checkbox"/><br>b. <input checked="" type="checkbox"/> |  |
| 3 | SEC Use Only   |  |
| 4 | Citizenship or Place of Organization<br><br>DELAWARE   |  |

|   |   |                                   |
|---|---|-----------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5   | Sole Voting Power<br>336,793      |
|   | 6   | Shared Voting Power<br>0          |
|   | 7   | Sole Dispositive Power<br>336,793 |
|   | 8   | Shared Dispositive Power<br>0     |
| 9   | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>336,793 |                                   |
| 10  | Check Box If the Aggregate Amount in Row (9) Excludes Certain               |                                   |

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Shares (See Instructions)

[X]

11 Percent of Class Represented By Amount in Row (9)

0.85%

12 Type of Reporting Person (See Instructions)

OO; IA

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1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

GEORGE SOROS (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.   
b.

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

|  |   |                                   |
|--|---|-----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 5 | Sole Voting Power<br>453,926      |
|  | 6 | Shared Voting Power<br>0          |
|  | 7 | Sole Dispositive Power<br>453,926 |
|  | 8 | Shared Dispositive Power<br>0     |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

453,926

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions)

[\_]

11 Percent of Class Represented By Amount in Row (9)

1.15%

12 Type of Reporting Person (See Instructions)

IN; IA

Item 1(a) Name of Issuer:  
Microtune, Inc.

Item 1(b) Address of the Issuer's Principal Executive Offices:  
2201 Tenth Street, Plano, Texas 75074.

Item 2(a) Name of Person Filing:

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Quantum Industrial Partners LDC ("QIP");
- ii) QIH Management Investor, L.P. ("QIHMI");
- iii) QIH Management, Inc. ("QIH Management");
- iv) Soros Fund Management LLC ("SFM LLC"); and
- v) Mr. George Soros ("Mr. Soros").

This Statement relates to Shares (as defined herein) held for the accounts of QIP and Mr. Soros.

QIHMI, an investment advisory firm, is vested with investment discretion over the Shares held for the account of QIP. Mr. Soros is the sole shareholder of QIH Management, which is the sole general partner of QIHMI. Mr. Soros has entered into an agreement pursuant to which he has agreed to use his best efforts to cause QIH Management, as the general partner of QIHMI, to act at the direction of SFM LLC. Mr. Soros is the Chairman of SFM LLC.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of QIHMI, QIH Management, SFM LLC and Mr. Soros is 888 Seventh Avenue, 33rd Floor, New York, New York 10106. The address of the principal business office of QIP is Kaya Flamboyan 9, Willemstad, Curacao, Netherlands Antilles.

Item 2(c) Citizenship:

- i) QIP is a Cayman Islands exempted limited duration company;
- ii) QIHMI is a Delaware limited partnership;
- iii) QIH Management is a Delaware corporation;
- iv) SFM LLC is a Delaware limited liability company; and
- v) Mr. Soros is a United States citizen.

Item 2(d) Title of Class of Securities:

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Common Stock, \$0.001 par value (the "Shares").

Item 2(e) CUSIP Number:

59514P109

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of July 5, 2001, each of the Reporting Persons may be deemed the beneficial owner of the following number of Shares:

(i) Each of QIP, QIHMI, QIH Management and SFM LLC may be deemed the beneficial owner of the 336,793 Shares held for the account of QIP.

(ii) Mr. Soros may be deemed the beneficial owner of 453,926 Shares. This number includes (A) 336,793 Shares held for the account of QIP and (B) 117,133 Shares held for his personal account.

Item 4(b) Percent of Class:

(i) The number of Shares of which each of QIP, QIHMI, QIH Management and SFM LLC may be deemed to be the beneficial owner constitutes approximately 0.85% of the total number of Shares outstanding.

(ii) The number of Shares of which Mr. Soros may be deemed to be the beneficial owner constitutes approximately 1.15% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

QIP, QIHMI, QIH Management and SFM LLC  
-----

|       |  |         |
|-------|--|---------|
| (i)   | Sole power to vote or to direct the vote:                | 336,793 |
| (ii)  | Shared power to vote or to direct the vote:              | 0       |
| (iii) | Sole power to dispose or to direct the disposition of:   | 336,793 |
| (iv)  | Shared power to dispose or to direct the disposition of: | 0       |

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Mr. Soros  
-----

|      |   |         |
|------|---|---------|
| (i)  | Sole power to vote or to direct the vote:   | 453,926 |
| (ii) | Shared power to vote or to direct the vote: | 0       |

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- (iii) Sole power to dispose or to direct the disposition of: 453,926
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

(i) The shareholders of QIP have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of QIP in accordance with their ownership interests in QIP.

(ii) Mr. Soros has the sole right to participate in the receipt of dividends from, and proceeds from the sale of, the Shares held for his personal account.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

This Item 10 is not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 6, 2001

QUANTUM INDUSTRIAL PARTNERS LDC

By: /s/ Richard D. Holahan, Jr.

-----  
Richard D. Holahan, Jr.  
Attorney-in-Fact

Date: July 6, 2001

QIH MANAGEMENT INVESTOR, L.P.

By: QIH Management, Inc.,



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its General Partner

By: /s/ Richard D. Holahan, Jr.

-----  
Richard D. Holahan, Jr.  
Vice President

Date: July 6, 2001

QIH MANAGEMENT, INC.

By: /s/ Richard D. Holahan, Jr.

-----  
Richard D. Holahan, Jr.  
Vice President

Date: July 6, 2001

SOROS FUND MANAGEMENT LLC

By: /s/ Richard D. Holahan, Jr.

-----  
Richard D. Holahan, Jr.  
Assistant General Counsel

Date: July 6, 2001

GEORGE SOROS

By: /s/ Richard D. Holahan, Jr.

-----  
Richard D. Holahan, Jr.  
Attorney-in-Fact