

Edgar Filing: ALPHA INDUSTRIES INC - Form 425

ALPHA INDUSTRIES INC
Form 425
May 13, 2002

Filed by Alpha Industries, Inc.

Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 under
the Securities Exchange Act of 1934

Commission File Number: 001-05560

Subject Company: Alpha Industries, Inc.

On May 10, 2002, Alpha Industries filed with the SEC a registration statement on Form S-4 containing a definitive proxy statement/prospectus-information statement regarding the proposed merger of Conexant's wireless communications business with Alpha. Investors and security holders are urged to read the definitive proxy statement/prospectus-information statement and any other relevant documents filed by Alpha with the SEC regarding the proposed merger because they contain, or will contain, important information about Alpha, Conexant's wireless communications business and the merger. The definitive proxy statement/prospectus-information statement will be sent to Alpha stockholders on or about May 14, 2002, seeking stockholder approval of the proposed merger. Investors and security holders of Alpha may obtain a free copy of the definitive proxy statement/prospectus-information statement and any other relevant materials regarding the proposed merger, and other documents filed by Alpha with the SEC at the SEC's web site at <http://www.sec.gov> or on the "Investor Relations" section of the Alpha Web site, <http://www.alphaind.com>.

Alpha and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Alpha Industries' stockholders. A list of the names of the directors and executive officers and descriptions of their interests in Alpha is contained in Alpha Industries' proxy statement for its 2001 annual meeting of stockholders filed with the SEC on July 30, 2001, and will also be included in future proxy statements filed with the SEC. Stockholders may obtain additional information about the interests of the directors and executive officers in the merger by reading the definitive proxy statement/prospectus-information statement.

THE FOLLOWING IS THE PRESS RELEASE DISSEMINATED BY ALPHA INDUSTRIES ON MAY 13, 2002.

ALPHA INDUSTRIES, INC.
20 Sylvan Road, PO Box 1044, Woburn, MA 01801
Tel: (781) 935-5150 Fax: (617) 824-4564 www.alphaind.com

NEWS RELEASE
FOR IMMEDIATE RELEASE

FOR FURTHER INFORMATION CONTACT:

Alpha Contact:

Conexant Contacts:

Edgar Filing: ALPHA INDUSTRIES INC - Form 425

small office. Mindspeed Technologies, the company's Internet infrastructure business, designs, develops and sells a complete portfolio of semiconductor networking solutions that facilitate the aggregation, transmission and switching of data, video and voice from the edge of the Internet to linked metropolitan area networks and long-haul networks.

Conexant, headquartered in Newport Beach, Calif., delivered revenues of \$1.1 billion for fiscal 2001. The company is a member of the S&P 500 and Nasdaq-100 indices. To learn more, visit us at www.conexant.com or www.mindspeed.com.

On May 10, 2002, Alpha Industries filed with the SEC a registration statement on Form S-4 containing a definitive proxy statement/prospectus-information statement regarding the proposed merger of Conexant's wireless communications business with Alpha. Investors and security holders are urged to read the definitive proxy statement/prospectus-information statement and any other relevant documents filed by Alpha with the SEC regarding the proposed merger because they contain, or will contain, important information about Alpha, Conexant's wireless communications business and the merger. The definitive proxy statement/prospectus-information statement will be sent to Alpha stockholders on or about May 14, 2002, seeking stockholder approval of the proposed merger. Investors and security holders of Alpha may obtain a free copy of the definitive proxy statement/prospectus-information statement and any other relevant materials regarding the proposed merger, and other documents filed by Alpha with the SEC at the SEC's web site at <http://www.sec.gov> or on the "Investor Relations" section of the Alpha Web site, <http://www.alphaind.com>.

Safe Harbor Statement

This press release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to those detailed from time to time in Conexant's and Alpha's Securities and Exchange Commission filings. Such risks and uncertainties also include difficulties in integrating Conexant's wireless communications business and Alpha's business and failure of the spin-off of Conexant's wireless communications business to qualify as a tax-free reorganization.

###