

CONEXANT SYSTEMS INC

Form 424B7

June 20, 2006

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED JUNE 5, 2006)

Filed Pursuant to Rule 424(b)(7)

Registration No. 333-134728

\$250,000,000
CONEXANT SYSTEMS, INC.**4% CONVERTIBLE SUBORDINATED NOTES DUE 2026**
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement no. 2 supplements and amends the prospectus dated June 5, 2006, as previously supplemented and amended by prospectus supplement no. 1 (as so supplemented and amended, the prospectus), relating to the resale from time to time by certain selling securityholders of our 4% convertible subordinated notes due 2026 and shares of our common stock issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with and accompanied by the prospectus and is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The information appearing in the table below, which is based on information provided by or on behalf of the named selling securityholders, supplements and amends the information in the table appearing under the heading Selling Securityholders in the prospectus. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$250,000,000 aggregate principal amount of notes outstanding. The number of shares of common stock owned prior to the offering includes shares of common stock issuable upon conversion of the notes. The number of shares of common stock offered hereby is based on the initial conversion rate of 203.2520 shares of common stock per \$1,000 principal amount of notes and a cash payment in lieu of any fractional share.

| Selling Securityholder | Principal Amount of Notes Beneficially Owned and Offered Hereby (1) | Percentage of Notes Outstanding | Common Stock Owned Prior to the Offering | Common Stock Offered Hereby |
|---|--|---------------------------------------|--|--------------------------------|
| 1976 Distribution Trust FBO A.R. Lauder/Zinterhofer | \$ 5,000 | * | 1,016 | 1,016 |
| 2000 Revocable Trust FBO A.R. Lauder/Zinterhofer | 4,000 | * | 813 | 813 |
| Advent Convertible Master Fund | 5,354,000 | 2.1% | 1,088,211 | 1,088,211 |
| Alcon Laboratories | 390,000 | * | 79,268 | 79,268 |
| Arlington County Employees Retirement System | 571,000 | * | 116,056 | 116,056 |
| City University of New York | 114,000 | * | 23,170 | 23,170 |
| Grady Hospital Foundation | 109,000 | * | 22,154 | 22,154 |
| Greenwich International, Ltd. (2) | 3,000,000 | 1.2% | 963,901 | 609,756 |
| HFR CA Opportunity Fund | 412,000 | * | 83,739 | 83,739 |
| HFR CA Select Fund (3) | 1,200,000 | * | 243,902 | 243,902 |
| Institutional Benchmarks Series (Master Feeder) Ltd. (3) | 1,400,000 | * | 284,552 | 284,552 |
| Lyxor | 234,000 | * | 47,560 | 47,560 |
| New Orleans Firefighters Pension/Relief Fund | 67,000 | * | 13,617 | 13,617 |
| Occidental Petroleum Corporation | 254,000 | * | 51,626 | 51,626 |
| Pro Mutual | 720,000 | * | 146,341 | 146,341 |
| San Diego County Employee Retirement Association (3) | 2,750,000 | 1.1% | 558,943 | 558,943 |
| San Francisco City and County ERS | 1,128,000 | * | 229,268 | 229,268 |
| Zazove Convertible Arbitrage Fund, L.P. | 6,100,000 | 2.4% | 1,239,837 | 1,239,837 |
| Zazove Hedged Convertible Fund, L.P. | 4,000,000 | 1.6% | 813,008 | 813,008 |

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* Less than one percent of the notes outstanding.

(1) We believe that any excess of the total amount of registered sales by selling securityholders is the result of (i) sales by selling securityholders who previously registered their securities in unregistered exempt transactions and the subsequent registration by the purchasers thereof, or (ii) registration by selling securityholders who had acquired their securities in a previously registered transaction.

(2) This selling securityholder is an affiliate of a registered broker-dealer and, therefore, may be deemed an underwriter by the SEC.

(3) Zazove Associates, LLC acts as investment advisor with discretionary authority for this selling securityholder.

Investing in the notes and the underlying shares of common stock involves significant risks. See Risk Factors beginning on page 5 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 20, 2006.