MICROTUNE INC Form SC 13D/A February 08, 2010

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

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 2)1

Microtune, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value (Title of Class of Securities)

59514P109 (CUSIP Number)

MARK MITCHELL RAMIUS LLC 599 Lexington Avenue, 20th Floor New York, New York 10022 (212) 845-7988

STEVEN WOLOSKY, ESQ. OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 4, 2010 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

1 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 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).

R	AMILIS VALUE AND OPPOR			
2 C G	RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4 S0	OURCE OF FUNDS			
5 C	VC CHECK BOX IF DISCLOSURE S REQUIRED PURSUANT TO			
6 C	CITIZENSHIP OR PLACE OF C	ORGANIZATION		
C: NUMBER OF SHARES	Cayman Islands 7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	8	2,313,521 SHARED VOTING POWER		
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
	10	2,313,521 SHARED DISPOSITIVE POWE	R	
11 A	AGGREGATE AMOUNT BENI	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12 C	2,313,521 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13 PI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.3% TYPE OF REPORTING PERSON			
C	CO			
2				

2 CH GR	RAMIUS ENTERPRISE MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY				
4 SO	OURCE OF FUNDS				
		E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)			
6 CI	TIZENSHIP OR PLACE OF	ORGANIZATION			
Ca ₂ NUMBER OF SHARES	nyman Islands 7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH	8	624,004 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	624,004 SHARED DISPOSITIVE POWE	R		
11 AC	GGREGATE AMOUNT BEN	- 0 - NEFICIALLY OWNED BY EACH	REPORTING PERSON		
12 CH	624,004 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13 PE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	1.2% TYPE OF REPORTING PERSON				
CC)				
3					

1	NAME OF REPORTING PERSON				
2 3	RAMIUS NAVIGATION MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY				
4	SOURCE OF FUNDS				
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS '' IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR PLACE	E OF ORGANIZATION			
NUMBER OF	Cayman Islands	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH	8	1,162,791 SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
	10	1,162,791 SHARED DISPOSITIVE POW	ER		
11	AGGREGATE AMOUNT	- 0 - BENEFICIALLY OWNED BY EAC	H REPORTING PERSON		
12	1,162,791 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	2.2% TYPE OF REPORTING PERSON				
	СО				
4					

RCG PB, LTD 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o 3 SEC USE ONLY 4 SOURCE OF FUNDS WC, OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING REPORTING 1 O -	NAME OF REPORTING PERSON			
WC, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 1,642,986 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 -				
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 1,642,986 OWNED BY 8 SHARED VOTING POWER EACH REPORTING - 0 -				
Cayman Islands NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 1,642,986 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 -				
NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 1,642,986 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 -				
BENEFICIALLY 1,642,986 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0-				
PERSON WITH 9 SOLE DISPOSITIVE POWER				
1,642,986 10 SHARED DISPOSITIVE POWER				
- 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1			
1,642,986 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
3.1% 14 TYPE OF REPORTING PERSON				
CO				
5				

1	NAME OF REPORTING PERSON				
2	RAMIUS ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3	SEC USE ON	LY			
4	SOURCE OF	FUNDS			
5			E OF LEGAL PROCEEDINGS D ITEM 2(d) OR 2(e)		
6	CITIZENSHIE	OR PLACE OF	ORGANIZATION		
	Delaware				
NUMBER OF		7	SOLE VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH	-	8	2,266,990 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
		10	2,266,990 SHARED DISPOSITIVE POWE	R	
			- 0 -		
11	AGGREGATI	E AMOUNT BEN	EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	2,266,990 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	4.2% TYPE OF REPORTING PERSON				
	00				
6					

1	NAME OF REPORTING PERSON				
2	RCG STARBOARD ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3	SEC USE ON	LY			
4	SOURCE OF	FUNDS			
5			E OF LEGAL PROCEEDINGS D ITEM 2(d) OR 2(e)		
6	CITIZENSHIE	OR PLACE OF	ORGANIZATION		
	Delaware				
NUMBER OF SHARES		7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	•	8	2,313,521 SHARED VOTING POWER		
REPORTING			- 0 -		
PERSON WITH		9	SOLE DISPOSITIVE POWER		
		10	2,313,521 SHARED DISPOSITIVE POWE	CR.	
11	AGGREGATE	E AMOUNT BEN	$^{-0}$ - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	2,313,521 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	4.3% TYPE OF REPORTING PERSON				
	OO				
7					

1	NAME OF REPORTING PERSON				
2 3	RAMIUS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o SEC USE ONLY				
4	SOURCE OF	FUNDS			
5			E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)		
6	CITIZENSHIE	OR PLACE OF	ORGANIZATION		
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	7	8	4,580,511 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
		10	4,580,511 SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	8.6% TYPE OF REPORTING PERSON				
	OO				
8					

COWEN GROUP, INC. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY (b) o SEC USE ONLY 4 SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 4,580,511 OWNED BY 8 SHARED VOTING POWER EACH REPORTING - 0 - OSOLE DISPOSITIVE POWER 4,580,511 10 SHARED DISPOSITIVE POWER - 0 - OSOLE DISPOSITIVE POWER 4,580,511 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) OS EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON CO	1	NAME OF REPORTING PERSON				
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 4,580,511 OWNED BY 8 SHARED VOTING POWER EACH REPORTING - 0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 4,580,511 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,580,511 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x (b) o				
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY 4,580,511 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,580,511 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON	4	SOURCE OF FU	JNDS			
NUMBER OF SHARES BENEFICIALLY 4,580,511 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,580,511 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON	5	CHECK BOX IF				
NUMBER OF SHARES BENEFICIALLY 4,580,511 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 4,580,511 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,580,511 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8,6% 14 TYPE OF REPORTING PERSON	6	CITIZENSHIP C	OR PLACE OF (ORGANIZATION		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 4,580,511 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON			7	SOLE VOTING POWER		
PERSON WITH 9 SOLE DISPOSITIVE POWER 4,580,511 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON	BENEFICIALLY OWNED BY					
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,580,511 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON		9				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% TYPE OF REPORTING PERSON		10			R	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% 14 TYPE OF REPORTING PERSON	11	AGGREGATE A			REPORTING PERSON	
8.6% 14 TYPE OF REPORTING PERSON	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o				
14 TYPE OF REPORTING PERSON	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
CO	14					
		СО				
9	9					

1	NAME OF REPORTING PERSON			
2	RCG HOLDINGS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4	SOURCE OF	FUNDS		
5			E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)	
6	CITIZENSHII	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	Delaware	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	7	8	4,580,511 SHARED VOTING POWER	
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	4,580,511 SHARED DISPOSITIVE POWE	ER
11	AGGREGATI	E AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	I REPORTING PERSON
12	4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	8.6% TYPE OF REPORTING PERSON			
	OO			
10				

1	NAME OF REPORTING PERSON				
2	C4S & CO., L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY				
4	SOURCE OF I	FUNDS			
5			E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)		
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION		
NUMBER OF	Delaware	7	SOLE VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH	•	8	4,580,511 SHARED VOTING POWER		
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER		
		10	4,580,511 SHARED DISPOSITIVE POWE	R	
			- 0 -		
11	AGGREGATE	E AMOUNT BEN	EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	8.6% TYPE OF REPORTING PERSON				
	00				
11					

1	NAME OF REPORTING PERSON			
2	PETER A. COHEN CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4	SOURCE OF 1	FUNDS		
5			E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)	
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	USA	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	7	8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	4,580,511 SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	ER .
11	AGGREGATE	E AMOUNT BEN	4,580,511 IEFICIALLY OWNED BY EACH	REPORTING PERSON
12	4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	8.6% TYPE OF REPORTING PERSON			
	IN			
12				

1	NAME OF REPORTING PERSON			
2 3	MORGAN B. STARK CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4	SOURCE OF	FUNDS		
5			E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)	
6	CITIZENSHI	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	USA	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	7	8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	4,580,511 SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	CR.
11	AGGREGATI	E AMOUNT BEN	4,580,511 EFICIALLY OWNED BY EACH	REPORTING PERSON
12	4,580,511 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	8.6% TYPE OF REPORTING PERSON			
	IN			
13				

1	NAME OF REPORTING PERSON			
2	JEFFREY M. SOLOMON CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY			(a) x (b) o
4	SOURCE OF I	FUNDS		
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF SHARES		7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	- 0 - SHARED VOTING POWER	