

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

AMATI COMMUNICATIONS CORPORATION

(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$.20 PER SHARE

(TITLE OF CLASS OF SECURITIES)

023115 10 8

(CUSIP NUMBER)

RICHARD J. AGNICH
TEXAS INSTRUMENTS INCORPORATED
7839 CHURCHILL WAY, M/S 3999
DALLAS, TEXAS 75251
(972) 995-2551

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

FEBRUARY 27, 1998

(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 WHICH IS THE SUBJECT OF THIS SCHEDULE 13D, AND IS FILING THIS
SCHEDULE BECAUSE OF RULE 13D-1(b)(3) OR (4), CHECK THE FOLLOWING BOX. []

SCHEDULE 13D

CUSIP NO. 023115 10 8

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Texas Instruments Incorporated (75-0289970)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,000

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
1,000

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES
CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
100%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP NO. 023115 10 8

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DSL Acquisition Corporation (75-2735708)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES
CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0%

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D originally filed on January 5, 1998 (the "Schedule 13D") by Texas Instruments Incorporated, a Delaware corporation ("Parent"), and DSL Acquisition Corporation, a Delaware corporation ("Purchaser"), relating to the tender offer (the "Offer") by Purchaser to purchase all outstanding shares of common stock, par value \$.20 per share (the "Shares"), of Amati Communications Corporation, a Delaware corporation (the "Company"), at \$20.00 per Share, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in the Offer to Purchase dated November 25, 1997 and in the related Letter of Transmittal. The Offer was made pursuant to an Agreement and Plan of Merger dated as of November 19, 1997 (the "Merger Agreement") by and among the Company, Purchaser and Parent. Capitalized terms not defined herein have the meanings assigned thereto in the Merger Agreement, which is attached as Exhibit 99(c)(1) to Parent's Schedule 14D-1 filed on November 25, 1997.

In connection with the foregoing, Purchaser and Parent hereby amend and supplement the Schedule 13D as follows:

ITEM 5. INTEREST IN SECURITIES OF ISSUER

Items 5(a) - (c) and (e) are hereby amended and supplemented by the addition of the following paragraphs hereto:

(a) - (b) The information set forth in rows 7 through 11 of each Cover Page of this Amendment No. 1 to Schedule 13D is incorporated herein by reference.

(c) On February 27, 1998, pursuant to the terms and conditions of the Merger Agreement, Purchaser was merged with and into the Company such that the Company became a wholly-owned subsidiary of Parent, and Purchaser ceased to exist as an independent entity (the "Merger"). Each Share issued and outstanding immediately prior to the Effective Time (other than Shares owned by Parent, Purchaser or any wholly-owned subsidiary of Parent, or Shares held by dissenting stockholders who properly exercised and perfected their appraisal rights under Section 262 of the General Corporation Law of the State of Delaware) was, by virtue of the Merger, converted into the right to receive \$20.00 in cash. Each Share held by Parent, Purchaser or any wholly-owned subsidiary of Parent immediately prior to the Effective Time was, by virtue of the Merger, cancelled and retired and ceased to exist. Simultaneously, each share of the common stock, par value \$.01 per share, of Purchaser was, by virtue of the Merger, converted into one share of the common stock of the Company. Accordingly, Parent owns 1,000 shares of the common stock of the Company, which is 100% of the outstanding common stock thereof. In addition, a Form 15 was filed with the Commission on February 27, 1998 in order to deregister the common stock of the Company. A press release relating to the foregoing is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

(e) By virtue of the Merger, on February 27, 1998, Purchaser ceased to exist and so is no longer a beneficial owner of the Company.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

Item 7 is hereby amended and supplemented by the addition of the following exhibit thereto:

Exhibit 99.2 Press Release issued by Parent dated
February 27, 1998

SIGNATURE

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

March 4, 1998

Date

TEXAS INSTRUMENTS INCORPORATED

By: /s/ WILLIAM A. AYLESWORTH

William A. Aylesworth, Senior Vice President,
Treasurer and Chief Financial Officer

March 4, 1998

Date

DSL ACQUISITION CORPORATION

By: /s/ GEORGE BARBER

George Barber, President

INDEX TO EXHIBITS

Exhibit 99.2

Press Release issued by Parent dated
February 27, 1998

TEXAS INSTRUMENTS CLOSES ACQUISITION OF AMATI COMMUNICATIONS CORPORATION

Dallas (February 27, 1998) - Texas Instruments Incorporated (NYSE:TXN) today completed its previously announced acquisition of Amati Communications Corporation after a special meeting of Amati stockholders. The company was merged with TI's DSL Acquisition Corporation and is now a wholly-owned subsidiary of Texas Instruments. TI previously acquired 77% of Amati's outstanding shares through a tender offer consummated on December 24, 1997. All outstanding shares not held by TI were converted in the merger into the right to receive \$20.00 per share in cash.

This acquisition strengthens TI's position for providing digital signal processing solutions for high-speed Internet connectivity and quality video services. Amati is a world leader in digital modem technology, also known as Digital Subscriber Line (xDSL), which lets ordinary phone lines transmit data more than 100 times faster than today's 56K analog voiceband modems. Using TI's digital signal processing technology, next generation modems will provide users with faster, more reliable access to the Internet along with the ability to use a single phone for simultaneous functions.

Amati employees, along with TI employees currently focused on the modem market, will combine to form the Datacom Business Unit of TI's Semiconductor Group.

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NOTE TO EDITORS: Texas Instruments Incorporated is a global semiconductor company and the world's leading designer and supplier of digital signal processing solutions, the engines driving the digitization of electronics. Headquartered in Dallas, Texas, the company's products also include calculators, controls and sensors, metallurgical materials and digital light processing technologies. The company has manufacturing or sales operations in more than 25 countries.

Texas Instruments is traded on the New York Stock Exchange under the symbol TXN. More information is located on the World Wide Web at <http://www.ti.com>