

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

**SCHEDULE TO  
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Ikanos Communications, Inc.**  
(Name of Subject Company (Issuer))

**King Acquisition Co.**  
a wholly-owned subsidiary of

**Qualcomm Atheros, Inc.**  
(Parent of Offeror)  
An Indirect Wholly-Owned Subsidiary of

**QUALCOMM INCORPORATED**  
(Name of Offerors)  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

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

**45173E204**  
(CUSIP Number of Class of Securities)

**QUALCOMM Incorporated**  
5775 Morehouse Dr.  
San Diego, California 92121-1719  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

**Rama Padmanabhan  
Cooley LLP  
4401 Eastgate Mall  
San Diego, California 92121  
(858) 550-6000**

**CALCULATION OF FILING FEE**

Transaction Valuation	Amount of Filing Fee
Not applicable*	Not applicable*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This filing relates solely to preliminary communications made before the commencement of a tender offer by King Acquisition Co., a Delaware corporation (“Offeror”), and wholly-owned subsidiary of Qualcomm Atheros, Inc., a Delaware corporation (“Parent”), for all of the outstanding common stock of Ikanos Communications, Inc., a Delaware corporation (“Ikanos”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of August 5, 2015, among Parent, Offeror and Ikanos.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Parent slide presentation to employees of Ikanos

August 2015  
Rahul Patel, SVP and GM, Connectivity  
Qualcomm Technologies, Inc.

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# Introduction to Qualcomm

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# About the Tender Offer

THIS COMMUNICATION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL ANY SHARES OF IKANOS COMMON STOCK. THE TENDER OFFER DESCRIBED IN THIS DOCUMENT HAS NOT YET COMMENCED.

At the time the offer is commenced, a subsidiary of Qualcomm Atheros, Inc. will file a Tender Offer Statement on Schedule TO with the United States Securities and Exchange Commission ("SEC"), and Ikanos will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer.

The Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all stockholders of Ikanos at no expense to them. The Tender Offer Statement and the Solicitation/Recommendation Statement will be available without charge at the SEC's web site, at <http://www.sec.gov>. Free copies of these materials and certain other offering documents will be sent to Ikanos' stockholders by the information agent for the offer.

IKANOS STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT, INCLUDING ALL AMENDMENTS TO THOSE MATERIALS. SUCH DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION, WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER.

## Safe Harbor

This communication contains forward-looking statements. Any statements contained herein which do not describe historical facts, including but not limited to, statements regarding: the proposed transaction between Qualcomm Atheros and Ikanos; the expected timetable for completing the transaction; strategic and other potential benefits of the transaction; estimated shipments of non-handset connected devices; and any other statements about Qualcomm's or Ikanos' managements' future expectations, beliefs, goals, plans, or prospects, are forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements. Such risks and uncertainties include: the possibility that certain closing conditions to the transaction will not be satisfied; that required regulatory approvals for the transaction may not be obtained in a timely manner, if at all; the ability to timely consummate the transaction and possibility that the transaction will not be completed; the ability of Qualcomm Atheros to successfully integrate Ikanos' operations and employees; the anticipated benefits of the transaction may not be realized; and those additional factors discussed in Qualcomm's and Ikanos' most recent Quarterly and Annual Reports on Forms 10-Q and 10-K filed with the Securities and Exchange Commission. Investors are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Qualcomm and Ikanos undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this communication.

# Significant growth opportunity at the edge of the Internet

# 5B+

non-handset connected  
devices unit shipments  
estimate in 2018<sup>1</sup>

Automotive | Internet of things | Mobile computing | Networking

(1) Addressable opportunity for AP, WWAN, Wi-Fi, BT and PLC in the listed adjacent segments  
Source: TAM based on a combination of 3rd party and internal estimates as of April 22, 2015

# Smarthome platform vision



## Media & Broadband

More high-quality content moving throughout the home



## Apps & Services

Expanding cloud-based services delivered by utilities and operators



## Smarthome Platform

Supports more devices  
Centralizes intelligence

Conduit between home & service providers



## Home Management

Monitoring and controlling systems and devices



## Life Management

Connecting devices and sensors for health and fitness



## Our opportunity



### Accelerating leadership in the multi-mode smart home gateway

- Enables complete and integrated hardware and software solutions for carrier customers
- Builds on Qualcomm Atheros' leadership in Wi-Fi, small cell, Ethernet and PLC technologies
- Extends our strategy for IoE and small cell

# QCT: Our semiconductor business

## Business streams



Smartphones



Connectivity &  
Networking



Internet of things



Computing



Automotive

# QCT's Connectivity & Networking business

## MCL

Mobile, Computing,  
Location

- Mobile & Computing
- Location & GNSS



## WIN

Wired/Wireless  
Infrastructure & Networking

- Connected Home
- Networking & Infrastructure



## NETWORKING

## DEVICE CONNECTIVITY

	 Connected Home	 Enterprise	 Small Cells	 Internet of Everything	 Smartphone	 Tablets	 Consumer Electronics	 Computing	 Automotive
3G/LTE									
Wi-Fi (11ac, 11n)									
Wi-Fi (11ad)									
Bluetooth									
Location GNSS									
FM									
Powerline									
Ethernet									
Network Processor									

# WIN business overview

## Wired and Wireless Infrastructure and Networking

### Connected Home



Complete Platform Solution

(Wi-Fi, Bluetooth, PLC, Ethernet, CPU/NPU, RFFE)

### Enterprise



Complete Platform Solution

(Wi-Fi, Ethernet, PLC, CPU/NPU, RFFE)

### Carrier



Connectivity

(Wi-Fi, PLC, Ethernet)

# Combining our strengths

## Complete solutions

- Tighter carrier grade platform integration model with Vx17x/Vx18x/Vx5xx + Wi-Fi + Ethernet

## Accelerated roadmap

- Modem IP integration, cost reduction and optimized BOM

## Carrier-grade software

- Build on the synergies between *inSIGHT*<sup>™</sup> and Qualcomm® StreamBoost<sup>™</sup> to create a credible QoS and analytics offering for remote management, diagnostics, traffic analysis

## Technology migration

- Drive faster adoption to G.fast using Qualcomm's carrier relationships

# Next steps

## Acquisition process & timing

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- Regulatory clearances required in non-US jurisdictions
- Expect to close by end of CY15

## Integration planning

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- Functional integration teams established
- Employee discussions begin August 17

## Getting to know Qualcomm

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- Presentations from our team
- Acquisition and integration website

QUALCOMM

30  
YEARS