

Edgar Filing: ARRIS GROUP INC - Form SC 13D/A

ARRIS GROUP INC
Form SC 13D/A
November 26, 2003

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

ARRIS Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

04269Q100

(CUSIP Number)

Deborah J. Noble
Corporate Secretary
Nortel Networks Corporation
8200 Dixie Road, Suite 100
Brampton, Ontario L6T 5P6
Canada
(905) 863-1103

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 24, 2003

(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(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

* 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 the 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 (the "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).

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Nortel Networks Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Not Applicable

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

14,000,000 shares

8. SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

0 shares

9. SOLE DISPOSITIVE POWER

14,000,000 shares

10. SHARED DISPOSITIVE POWER

0 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,000,000 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.6%

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14. TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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AMENDMENT NO. 8
TO
SCHEDULE 13D

This Amendment No. 8 amends the Statement on Schedule 13D filed on August 13, 2001, by and on behalf of Nortel Networks Corporation with respect to its beneficial ownership of common stock, par value \$.01 per share ("Arris Group Common Stock"), of Arris Group, Inc. (f/k/a Broadband Parent Corporation), a Delaware corporation ("Arris Group"), as amended by Amendment No. 1 to Schedule 13D filed on June 11, 2002, Amendment No. 2 to Schedule 13D filed on June 21, 2002, Amendment No. 3 to Schedule 13D filed on June 25, 2002, Amendment No. 4 to Schedule 13D filed on March 13, 2003, Amendment No. 5 to Schedule 13D filed on March 19, 2003, Amendment No. 6 to Schedule 13D filed on March 25, 2003 and Amendment No. 7 to Schedule 13D filed on July 28, 2003 (as amended, the "Statement"). The Statement, as amended by this Amendment No. 8, is referred to herein as "Schedule 13D." This Schedule 13D is filed to report, among other things, that Nortel Networks Inc., Arris Group and CIBC World Markets Corp. ("CIBC") entered into an underwriting agreement and a related pricing agreement pursuant to which Nortel Networks Inc. has agreed to sell to CIBC, subject to customary closing conditions, 9,000,000 shares of Arris Group Common Stock. Capitalized terms used and not defined herein have the meanings set forth in the Statement.

With respect to Items 2, 4, 5 and 6 of this Schedule 13D, the Schedule I to the Statement is hereby replaced with the Schedule I attached hereto.

ITEM 4. PURPOSE OF TRANSACTION.

The final paragraph of Item 4 of the Statement is hereby deleted in its entirety and the following paragraphs shall be inserted in lieu thereof:

Arris Group notified Nortel Networks that the July 2003 Registration Statement was declared effective by the Securities and Exchange Commission on August 4, 2003.

On November 24, 2003, Nortel Networks Inc., Arris Group and CIBC entered into an underwriting agreement (the "November 2003 Underwriting Agreement") pursuant to which Nortel Networks Inc. may enter into one or more pricing agreements (each a "Pricing Agreement") to sell from time to time to CIBC and other underwriters shares of Arris Group Common Stock on the terms specified in any such Pricing Agreement.

On November 24, 2003, Nortel Networks Inc., Arris Group and CIBC also entered into a pricing agreement (the "November 2003 Pricing Agreement") pursuant to which Nortel Networks Inc. agreed to sell 9,000,000 shares of Arris Group Common Stock to CIBC (the "November 2003 Offering"). Pursuant to the terms of the November 2003 Underwriting Agreement and the November 2003 Pricing

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Agreement, and upon consummation of the November 2003 Offering, the price at which Arris Group Common Stock will be sold to the public will be \$5.65 per share, and Nortel Networks Inc. will receive proceeds from such sale of \$5.45 per share, or aggregate proceeds of \$49,050,000. Subject to certain customary closing

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conditions, it is anticipated that the November 2003 Offering will close on or about November 28, 2003.

On November 25, 2003, Arris Group filed a prospectus supplement (the "November Prospectus Supplement") pursuant to Rule 424(b)(3) of the Securities Act in connection with the sale by Nortel Networks Inc. to CIBC of 9,000,000 shares of Arris Group Common Stock registered under the July 2003 Registration Statement.

Except as set forth in this Schedule 13D, the Reorganization Agreement, the Arris LLC Operating Agreement, the S-3 Registration Statement, the Prospectus Supplement, the Option Agreement, the Underwriting Agreement, the Stock Option Agreement, the Master Securities Loan Agreement, the March Prospectus Supplement, the July 2003 Registration Statement, the November 2003 Underwriting Agreement, the November 2003 Pricing Agreement and the November Prospectus Supplement, neither Nortel Networks Corporation nor, to the best of Nortel Networks Corporation's knowledge, any of the individuals named in Schedule I hereto has any plans or proposals which related to or which would result in or relate to any of the actions specified in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF ARRIS GROUP.

The last two paragraphs of Item 6 of the Statement are hereby deleted in their entirety and the following paragraphs shall be inserted in lieu thereof:

NOVEMBER 2003 UNDERWRITING AGREEMENT. On November 24, 2003, Nortel Networks Inc., Arris Group and CIBC entered into the November 2003 Underwriting Agreement pursuant to which Nortel Networks Inc. may enter into one or more Pricing Agreements to sell from time to time shares of Arris Group Common Stock to CIBC and other underwriters on the terms specified in any such Pricing Agreement. Absent a Pricing Agreement, the November 2003 Underwriting Agreement shall not be construed as an obligation of Nortel Networks Inc. to sell any of its shares of Arris Group Common Stock or as an obligation of CIBC or any other underwriters to purchase any of such shares.

The November 2003 Underwriting Agreement provides, among other things, that Nortel Networks Inc. shall not, for a period of 60 days after the date of any Pricing Agreement, (i) offer, pledge, announce the intention to sell, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase or otherwise transfer or dispose of, directly or indirectly, any shares of Arris Group Common Stock or any securities convertible into or exercisable or exchangeable for Arris Group Common Stock other than as a bona fide gift or bona fide gifts; provided, however, that the recipient of such bona fide gift or gifts shall execute and be bound by the terms of the lock-up agreement; or (ii) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of Arris Group Common Stock, whether

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any such transaction described in clause (i) or (ii) above is to be settled by delivery of Arris Group Common Stock or such other securities, in cash or otherwise or (iii) make any demand for or exercise any right with respect to the registration of any shares of Arris Group Common Stock or any security convertible into or exercisable or exchangeable for Arris Group Common Stock

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without the prior written consent of the representatives of the underwriters, in each case other than (y) the shares of Arris Group Common Stock to be sold pursuant to the November 2003 Underwriting Agreement, or (z) any shares of Arris Group Common Stock sold by Nortel Networks to Arris Group. Pursuant to the November 2003 Underwriting Agreement, Arris Group and Nortel Networks have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act. A copy of the November 2003 Underwriting Agreement is filed as Exhibit 14 to this Schedule 13D and incorporated herein by reference.

NOVEMBER 2003 PRICING AGREEMENT. On November 24, 2003, Nortel Networks Inc., Arris Group and CIBC entered into the November 2003 Pricing Agreement pursuant to which Nortel Networks Inc. agreed to sell 9,000,000 shares of Arris Group Common Stock to CIBC. Pursuant to the terms of the November 2003 Underwriting Agreement and the November 2003 Pricing Agreement, and upon consummation of the November 2003 Offering, the price at which Arris Group Common Stock will be sold to the public will be \$5.65 per share, and Nortel Networks Inc. will receive proceeds from such sale of \$5.45 per share, or aggregate proceeds of \$49,050,000. Subject to certain customary closing conditions, it is anticipated that the November 2003 Offering will close on or about November 28, 2003. A copy of the November 2003 Pricing Agreement is filed as Exhibit 15 to this Schedule 13D and incorporated herein by reference.

The foregoing summaries of the Reorganization Agreement, the Investor Rights Agreement, the Arris LLC Operating Agreement, the Registration Rights Agreement, the Lock-Up Agreement, the Option Agreement, the Underwriting Agreement, the Stock Option Agreement, the Registration Rights Letter Agreement, the CIBC Lock-Up Agreement, the Lock-Up Letter Agreement, the Master Securities Loan Agreement, the November 2003 Underwriting Agreement and the November 2003 Pricing Agreement are qualified in their entirety by reference to the text of such agreements incorporated by reference herein.

Except as provided in the Reorganization Agreement, the Investor Rights Agreement, the Arris LLC Operating Agreement, the Registration Rights Agreement, the Lock-Up Agreement, the Option Agreement, the Underwriting Agreement, the Stock Option Agreement, the Registration Rights Letter Agreement, the CIBC Lock-Up Agreement, the Lock-Up Letter Agreement, the Master Securities Loan Agreement, the November 2003 Underwriting Agreement or the November 2003 Pricing Agreement or as set forth in this Schedule 13D, neither Nortel Networks Corporation nor, to the best of Nortel Networks Corporation's knowledge, any of the individuals named in Schedule I hereto has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of Arris Group, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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Item 7 is hereby amended to include the following paragraphs:

Exhibit 14 -- Underwriting Agreement, dated as of November 24, 2003, among Nortel Networks Inc., Arris Group, Inc. and CIBC World Markets Corp. (incorporated herein by reference to Exhibit 1.1 to Form 8-K (File No. 001-

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16631), filed by Arris Group, Inc. on November 25, 2003).

Exhibit 15 -- Pricing Agreement, dated as of November 24, 2003, among Nortel Networks Inc., Arris Group, Inc. and CIBC World Markets Corp., (incorporated herein by reference to Exhibit 1.2 to Form 8-K (File No. 001-16631), filed by Arris Group, Inc. on November 25, 2003).

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SIGNATURES

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

Date: November 25, 2003

NORTEL NETWORKS CORPORATION

By: /s/ Katharine B. Stevenson

Katharine B. Stevenson
Treasurer

By: /s/ Gordon Davies

Gordon Davies
Assistant Secretary

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SCHEDULE I
NORTEL NETWORKS CORPORATION
AND
NORTEL NETWORKS LIMITED
DIRECTORS, EXECUTIVE OFFICERS AND CERTAIN NON-EXECUTIVE BOARD
APPOINTED OFFICERS

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The name, citizenship, present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, of each of the directors, executive officers and certain non-executive board appointed officers of Nortel Networks Corporation and Nortel Networks Limited is set forth below. Unless otherwise indicated below, the business address of each director, executive officer and certain non-executive board appointed officers is Nortel Networks Corporation and Nortel Networks Limited, 8200 Dixie Road, Suite 100, Brampton, Ontario L6T 5P6, Canada.

NAME AND CITIZENSHIP	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
Directors -----	
Blanchard, James J. American	Piper Rudnick 901-15th Street, N.W., Suite 700 Washington, DC 20005-2301 U.S.A.
Brown, Robert E. Canadian/British	Chairman of the Board Air Canada Air Canada Center 7373 Cote Vertu West Montreal, Quebec Canada H4Y 1H4
Cleghorn, John E. Canadian	Chairman of the Board SNC-Lavalin Group Inc. 200 Bay Street, South Tower, Suite 3115 Royal Bank Plaza Toronto, Ontario M5J 2J5 Canada
Dunn, Frank A. Canadian	President and Chief Executive Officer Nortel Networks Corporation and Nortel Networks Limited
Fortier, L. Yves Canadian	Chairman and Senior Partner Ogilvy Renault 1981 McGill College Avenue, 12th Floor Montreal, Quebec H3A 3C1 Canada

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Ingram, Robert A. American	Vice Chairman Pharmaceuticals GlaxoSmithKline 5 Moore Drive Research Triangle Park, N.C. 27709 U.S.A.
Owens, William A. American	Chief Executive Officer and Chairman of the Board Teledesic LLC 3740 Carillon Point Kirkland, WA 98033 U.S.A.
Saucier, Guylaine Canadian	1321 Sherbrooke Street West, Suite C-61 Montreal, Quebec H3G 1J4 Canada
Smith, Jr., Sherwood H.	Chairman Emeritus of the Board

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American	CP&L One Hanover Square Building 421 Fayetteville Street Mall Raleigh, N.C. 27601-1748 U.S.A.
Wilson, Lynton R. Canadian	Chairman of the Board CAE Inc. 483 Bay Street, Floor 7, North Tower Toronto, Ontario M5G 2C9 Canada Chairman of the Board of Nortel Networks Corporation and Nortel Networks Limited
Officers -----	
Dunn, Frank A. Canadian	President and Chief Executive Officer
Beatty, Douglas C. Canadian	Chief Financial Officer
DeRoma, Nicholas J. American	Chief Legal Officer
Mumford, D. Gregory Canadian	Chief Technology Officer 3500 Carling Avenue Nepean, Ontario K2H 8E9 Canada
Debon, Pascal French	President, Wireless Network 2221 Lakeside Boulevard Richardson, Texas 75082-4399 U.S.A.
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Bolouri, Chahram Canadian	President, Global Operations
McFadden, Brian W. Canadian	President, Optical Networks 2351 Boulevard Alfred-Nobel St. Laurent, Quebec H4S 2A9 Canada
Pusey, Stephen C. U.K.	President, Europe, Middle East and Africa Maidenhead Office Park, Westacott Way Maidenhead, Berkshire SL6 3QH England
Spradley, Susan L. American	President, Wireline Networks 2221 Lakeside Boulevard Richardson, Texas 75082-4399 U.S.A.
Tariq, Masood A. Canadian/American	President, Global Alliances 4006 E. Chapel Hill-Nelson Highway

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Research Triangle Park, North Carolina
27709 U.S.A.

Donovan, William J. Senior Vice-President, Human Resources
American

Gollogly, Michael J. Controller
Canadian/U.K.

Donoghue, Adrian J. * General Auditor
Canadian

Stevenson, Katharine B. Treasurer
Canadian/American

Noble, Deborah J. * Corporate Secretary
Canadian

Schilling, Steven L. President, Enterprise Accounts
American 4006 E. Chapel Hill-Nelson Highway
Research Triangle Park, North Carolina
27709 U.S.A.

Doolittle, John M. * Vice-President, Tax
Canadian

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Morrison, Blair F. * Assistant Secretary
Canadian

Pahapill, MaryAnne E. * Assistant Treasurer
Canadian

Collins, Malcolm K. President, Enterprise Networks
U.K. 4006 E. Chapel Hill-Nelson Highway
Research Triangle Park, North Carolina
27709 U.S.A.

Hitchcock, Albert R. * Chief Information Officer
U.K. 4006 E. Chapel Hill-Nelson Highway
Research Triangle Park, North Carolina
27709 U.S.A.

Mao, Robert Yu Lang President and Chief Executive Officer,
American Greater China
11/f, Tower 3
Sun Dong An Plaza
138 Wang Fu Jing Da Jie
Beijing, 100006 China

Joannou, Dion C. President, CALA
American 1500 Concord Terrace
Sunrise, Florida 33323 U.S.A.

Davies, Gordon * Assistant Secretary
Canadian

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Giamatteo, John J. American	President, Asia Pacific Gate City Ohsaki, East Tower 9F 1-11-2 Ohsaki Shinagawa-Ku, Tokyo 141-8411 Japan
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Karen E. Sledge	Assistant Controller
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* Non-executive board appointed officers

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DIRECTORS, EXECUTIVE OFFICERS AND NON-EXECUTIVE
BOARD APPOINTED OFFICERS OF
NORTEL NETWORKS INC.

The name, citizenship, present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, of each of the directors, executive officers and non-executive board appointed officers of Nortel Networks Inc. is set forth below. Unless otherwise indicated below, the business address of each director, executive officer and non-executive board appointed officer is Nortel Networks Inc., 220 Athens Way, Nashville, Tennessee 37228 USA.

NAME AND CITIZENSHIP	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
Directors	

Cross, Mary M. American	President, Nortel Networks Inc. 4008 E. Chapel Hill-Nelson Highway Research Triangle Park, N.C. 27709 U.S.A.
Stevenson, Katharine B. Canadian/American	Treasurer, Nortel Networks Corporation and Nortel Networks Limited 8200 Dixie Road, Suite 100 Brampton, Ontario L6T 5P6 Canada
Officers	

Cross, Mary M. American	President 4008 E. Chapel Hill-Nelson Highway Research Triangle Park, N.C. 27709 U.S.A.
Egan, Lynn C. *	Assistant Secretary American
Gigliotti, Thomas A. *	Assistant Secretary 4001 E. Chapel Hill-Nelson Highway Research Triangle Park, N.C. 27709 U.S.A.
Higginbotham, Ernest R. *	Assistant Secretary 2221 Lakeside Blvd. Richardson, TX 75082-4399 U.S.A.

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Knudsen, Paul T. *	Assistant Secretary
Canadian	2221 Lakeside Blvd.
	Richardson, TX 75082-4399 U.S.A.

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Krebs, Laurie	Vice President, Tax
American	4001 E. Chapel Hill-Nelson Highway
	Research Triangle Park, N.C. 27709 U.S.A.

LaSalle, William J. *	Secretary
American	Nortel Networks Limited
	8200 Dixie Road, Suite 100
	Brampton, Ontario L6T 5P6 Canada

Lester, Monica L.	Treasurer
American	

Noble, Deborah J. *	Corporate Secretary
Canadian	Nortel Networks Corporation and
	Nortel Networks Limited
	Assistant Secretary, Nortel Networks Inc.
	8200 Dixie Road, Suite 100
	Brampton, Ontario L6T 5P6 Canada

Stout, Allen K.	Vice President, Finance
American	

* Non-executive board appointed officers