

NEXT LEVEL COMMUNICATIONS INC

Form SC 14D9

January 27, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

NEXT LEVEL COMMUNICATIONS, INC.

(Name of Subject Company)

NEXT LEVEL COMMUNICATIONS, INC.

(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

65333U 10 4
(CUSIP Number of Class of Securities)

Keith A. Zar
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Next Level Communications, Inc.
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(787) 584-6820

(Name, address and telephone number of person authorized to receive notices and
communications on behalf of the persons filing statement)

with a copy to:

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

