

NEXT LEVEL COMMUNICATIONS INC

Form SC 14D9

January 27, 2003

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

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**SCHEDULE 14D-9**

(Rule 14d-101)

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

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**NEXT LEVEL COMMUNICATIONS, INC.**

(Name of Subject Company)

**NEXT LEVEL COMMUNICATIONS, INC.**

(Name of Person(s) Filing Statement)

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

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

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**Keith A. Zar**  
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(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.

