

GENESIS MICROCHIP INC /DE  
Form 8-K  
June 28, 2002

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

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**FORM 8-K**  
**CURRENT REPORT**  
*Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934*

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Date of Report (date of earliest event reported): June 26, 2002

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**GENESIS MICROCHIP INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

000-33477  
(Commission File Number)

77-0584301  
(I.R.S. Employer  
Identification No.)

2150 Gold Street  
Alviso, California  
(Address of principal executive offices)

95002  
(Zip Code)

(408) 262-6599  
(Registrant's telephone number, including area code)

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**ITEM 5. OTHER EVENTS**

On June 26, 2002, Genesis Microchip Inc. (the Company ) declared a dividend of one (1) Preferred Share Purchase Right (collectively, the Rights ) on each share of common stock, par value \$0.001 per share, of the Company outstanding as of the close of business on July 8, 2002. The terms of the Rights are governed by a Preferred Stock Rights Agreement, dated as of June 27, 2002, between the Company and Mellon Investor Services, L.L.C., a copy of which is attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

On June 26, 2002, the Company issued a press release announcing that the Company had approved adoption of a rights agreement. The press release is attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(c) **Exhibits:**

- 4.1 Preferred Stock Rights Agreement, dated as of June 27, 2002, between Genesis Microchip Inc., a Delaware corporation, and Mellon Investor Services, L.L.C.
- 99.1 Press release of Genesis Microchip Inc. issued on June 26, 2002.

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESIS MICROCHIP INC.

By:                 /s/ ERIC ERDMAN                

**Name: Eric Erdman**

**Title: Chief Financial Officer**

Date: June 28, 2002

**EXHIBIT INDEX**

**Exhibit  
Number**

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