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GENESIS MICROCHIP INC /DE

Form 425

June 05, 2003

Filed by Genesis Microchip Inc. pursuant to Rule 425

under the Securities Act of 1933 and

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Subject Company: Genesis Microchip Inc.

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The following is a series of slides that were presented by Allen Alley, Chairman and Chief Executive Officer of Pixelworks, Inc. and James Donegan, Chairman and Chief Executive Officer of Genesis Microchip Inc. to attendees of the Salomon Smith Barney Fourth Annual Semiconductor Conference on June 5, 2003:

[INSERT POWER POINT]

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Jim Donegan
Chairman/CEO
Genesis Microchip

Allen Alley
Chairman/CEO
Pixelworks

Safe Harbor

This discussion will contain forward-looking statements within the meaning of the federal securities laws, including statements about the growth of the display market and our financial performance. The forward-looking statements are subject to risks and uncertainties that could cause the results to differ from those projected.

The risks and uncertainties include the actual growth of the display market, the acceptance of our products in that market, our ability to introduce new products on a timely basis, changes in product mix, our ability to integrate acquired technologies, and general economic conditions. Other risk factors are listed in our SEC reports, including but not limited to the Form S-4 registration statement filed by Pixelworks on April 18, 2003, and the most recent annual reports on Form 10-K and quarterly reports on Form 10-Q filed by each of Genesis and Pixelworks.

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Genesis Microchip Inc. (Nasdaq: GNSS)
Pixelworks, Inc. (Nasdaq:PXLW)

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Three Powerful Product Waves

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5.5 Billion Presentations

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Projector Forecast

GRAPHIC

Source: Pacific Media Associates July 2002

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Projector Forecast

GRAPHIC

Source: Pacific Media Associates July 2002

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Projectors Crack the \$1,000 Barrier

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Projectors Crack the \$1,000 Barrier

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Projector Forecast

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Source: Pacific Media Associates July 2002

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Projector Customers

1 INFOCOMM 2002 All of the top 14 brands introduced products Powered by Pixelworks

1 The most revolutionary products are Powered by Pixelworks

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One Billion Monitors

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Monitor History

GRAPHIC

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Source: Genesis
Microchip/DisplaySearch 2003

Monitor History

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Source: Genesis
Microchip/DisplaySearch 2003

Genesis Monitor Success

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Genesis Monitor Success

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One Billion TVs

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What is your next TV?

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x TV

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This is your next TV

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next TV

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LCD Television Forecast

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Source: DisplaySearch, Stanford Resources 2002

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20 LCD TVs Crack the \$1,000 Barrier

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LCD Television Forecast

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Source: DisplaySearch, Stanford Resources 2002

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Digital Television Forecast

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Source: DisplaySearch, Stanford Resources 2002

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Rear Projection Television Forecast

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Source: DisplaySearch, Stanford Resources 2002

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Plasma Television Forecast

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Source: DisplaySearch, Stanford Resources 2002

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Advanced Television Forecast

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Source: DisplaySearch, Stanford Resources 2002

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Pixelworks Advanced Video Processing

noise reduction

color space conversion

motion adaptive processing

ghost removal

line doubling

edge enhancement

and more

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Flat Panel Displays Achieve Faster Growth

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The Merger of Genesis and Pixelworks

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March, 2003

Announcement

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Company Strengths

Best of Class Monitor Technology
Mixed Signal Integration
Operational Strength, >40Mu shipped
140+ Patents Issued
Award Winning Faroudja Video
Brand Recognition

Best of Class Projection Technology
Feature Innovation
Smart Integration Technology
System Engineering Expertise
Advanced Video Processing, HDTV
Broad Applications Experience

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Strategy: Why are we doing this?

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Strategy: Why are we doing this?

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Your Partner for advanced display ICs

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The New Organization

**Chairman of the Board
James Donegan**

7 Directors

**Allen Alley
President and CEO**

**Hans Olsen
Executive Vice President
Chief Operating Officer**

**Anders Frisk
Executive Vice President
Products and Marketing**

**Jeff Bouchard
Executive Vice President
Chief Financial Officer**

**Eric Erdman
Executive Vice President
Corporate Development**

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The New Company: Strategy

Leadership in LCD monitor controllers

Leadership in projector ICs

CRT TV product initiative

Drive flat panel TV adoption

Total Customer Satisfaction

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The New Company

More Technology

Faroudja Video, nDSP, Mixed Signal,
More advancement and innovation in video technology

More Products

Monitors, Projectors, CRT TVs, LCD TVs

More Technical Support

Korea, Taiwan, Japan, China, North America, Europe, India

Lower Costs

Manufacturing Volume, > 10Mu per quarter
More competitive pricing

Financial Strength

\$200M+ Cash, \$300M+ Revenue

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Additional Information and Where to Find It

In connection with the proposed Pixelworks/Genesis merger, Pixelworks and Genesis filed a joint proxy statement/prospectus on Form S-4 on April 18, 2003 with the Securities and Exchange Commission (the "SEC") in connection with the transaction described herein. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT /PROSPECTUS BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE TRANSACTION DESCRIBED HEREIN. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Pixelworks and Genesis with the SEC at the SEC's web site at www.sec.gov or by contacting Pixelworks at 503-454-1750 and through Pixelworks' website at www.pixelworks.com, or by contacting Genesis at 408-262-6599 and through Genesis' website at www.genesismicrochip.com.

Pixelworks and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Pixelworks and Genesis in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein is included in the joint proxy statement/prospectus described above. Additional information regarding these directors and executive officers is also included in Pixelworks' proxy statement for its 2002 Annual Meeting of Stockholders, which was filed with the SEC on or about April 9, 2002. This document is available free of charge by contacting the SEC or Pixelworks as indicated above.

Genesis and its directors and executive officers also may be deemed to be participants in the solicitation of proxies from the stockholders of Pixelworks and Genesis in connection with the transaction described herein. Information regarding the special interests of these directors and executive officers in the transaction described herein is included in the joint proxy statement/prospectus described above. Additional information regarding these directors and executive officers is also included in Genesis' proxy statement for its 2002 Annual Meeting of Stockholders, which was filed with the SEC on or about August 15, 2002. This document is available free of charge by contacting the SEC or Genesis as indicated above.

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