

NETLOGIC MICROSYSTEMS INC  
Form SC 13G  
February 14, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )\***

NetLogic Microsystems, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

64118B100  
(CUSIP Number)

December 31, 2011  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\*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 in 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 ("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).

CUSIP No. 64118B100

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

1.

Westchester Capital Management, LLC

27-3790558

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization Delaware

5. Sole Voting Power None

Number of  
Shares  
Beneficially  
Owned by Each  
Reporting Person  
With

6. Shared Voting Power

3,767,373 Shares, which includes 819 Shares held in swap

7. Sole Dispositive Power None

8. Shared Dispositive Power

3,767,373 Shares, which includes 819 Shares held in swap

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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3,767,373 shares of Common Stock of the Issuer (“Shares”) which consist of (i) 3,670,572 Shares held by The Merger Fund, (ii) 10,730 Shares held by The Merger Fund VL, (iii) 79,300 Shares held by the Dunham Monthly Distribution Fund and (iv) 6,771 Shares, which includes 819 Shares held in swap, held by the Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund, all of which Westchester Capital Management, LLC may be deemed to beneficially own by virtue of its position as the investment adviser of The Merger Fund and The Merger Fund VL, the sub-adviser of the Dunham Monthly Distribution Fund and the investment manager of Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

11. Percent of Class Represented by Amount in Row (9) 5.4%

12. Type of Reporting Person (See Instructions) IA

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CUSIP No. 64118B100

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

1.

The Merger Fund

14-1698547

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization Massachusetts

5. Sole Voting Power None

Number of  
Shares

Beneficially  
Owned by Each  
Reporting Person  
With

6. Shared Voting Power 3,670,572 Shares

7. Sole Dispositive Power None

8. Shared Dispositive Power 3,670,572 Shares

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

3,670,572 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.	Percent of Class Represented by Amount in Row (9)	5.3%
12.	Type of Reporting Person (See Instructions)	IV

CUSIP No. 64118B100

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

1.

The Merger Fund VL

004-3739793

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization Delaware

5. Sole Voting Power None

Number of  
Shares

Beneficially

Owned by Each

Reporting Person

With

6. Shared Voting Power 10,730 Shares

7. Sole Dispositive Power None

8. Shared Dispositive Power 10,730 Shares

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

10,730 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

- |     |   |      |
|-----|---|------|
| 11. | Percent of Class Represented by Amount in Row (9) | 0.0% |
| 12. | Type of Reporting Person (See Instructions)       | IV   |



CUSIP No. 64118B100

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

1.

Dunham Monthly Distribution Fund

80-0267077

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization Delaware

5.	Sole Voting Power	None
----	-------------------	------

Number of  
Shares

Beneficially

Owned by Each

Reporting Person

With

6.	Shared Voting Power	79,300 Shares
----	---------------------	---------------

7.	Sole Dispositive Power	None
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8.	Shared Dispositive Power	79,300 Shares
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Aggregate Amount Beneficially Owned by Each Reporting Person

9.

79,300 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.	Percent of Class Represented by Amount in Row (9)	0.1%
12.	Type of Reporting Person (See Instructions)	IV

CUSIP No. 64118B100

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

1.

Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization Luxembourg

Sole Voting Power None  
5.

Number of  
Shares

Shared Voting Power

Beneficially

6.

Owned by Each

Reporting Person

6,771 Shares, which includes 819 Shares held in swap

With

Sole Dispositive Power None  
7.

Shared Dispositive Power

8.

6,771 Shares, which includes 819 Shares held in swap

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

6,771 Shares, which includes 819 Shares held in swap

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)	0.0%
12. Type of Reporting Person (See Instructions)	FI

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CUSIP No. 64118B100

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

1.

Green & Smith Investment Management L.L.C.

13-3869675

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	72,204 Shares
	7. Sole Dispositive Power	None
	8. Shared Dispositive Power	72,204 Shares

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

72,204 Shares which consist of 72,204 Shares held by GS Master Trust, all of which Green & Smith Investment Management L.L.C. may be deemed to beneficially own by virtue of its position as investment adviser of GS Master Trust.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

11. Percent of Class Represented by Amount in Row (9) 0.1%

12. Type of Reporting Person (See Instructions) IA



CUSIP No. 64118B100

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

1.

Roy Behren

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization United States

5. Sole Voting Power None

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by Each

6.

Reporting Person  
With

3,839,577 Shares, which includes 819 Shares held in swap

Sole Dispositive Power None

7.

Shared Dispositive Power

8.

3,839,577 Shares, which includes 819 Shares held in swap

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,839,577 Shares which consist of (i) 3,670,572 Shares held by The Merger Fund; (ii) 10,730 Shares held by The Merger Fund VL; (iii) 79,300 Shares held by the Dunham Monthly Distribution Fund; (iv) 6,771 Shares, which includes 819 Shares held in swap, held by the Merrill Lynch Investment Solutions – Westchester Merger Arbitrage

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UCITS Fund; and (v) 72,204 Shares held by GS Master Trust, all of which Roy Behren may be deemed to beneficially own by virtue of his position as Co-President of Westchester Capital Management, LLC, the investment adviser of The Merger Fund and The Merger Fund VL, the sub-adviser of the Dunham Monthly Distribution Fund and the investment manager of Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund, or by virtue of his position as Co-Manager and a member of Green & Smith Investment Management L.L.C., which is the investment adviser of GS Master Trust.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

11. Percent of Class Represented by Amount in Row (9) 5.5%

12. Type of Reporting Person (See Instructions) IN

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CUSIP No. 64118B100

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only).

1.

Michael T. Shannon

Check the Appropriate Box if a Member of a Group (See Instructions)

2.(a) "

(b) x

SEC Use Only

3.

4. Citizenship or Place of Organization United States

5. Sole Voting Power None

Number of  
Shares

Shared Voting Power

Beneficially  
Owned by Each

6.

Reporting Person  
With

3,839,577 Shares, which includes 819 Shares held in swap

Sole Dispositive Power None

7.

Shared Dispositive Power

8.

3,839,577 Shares, which includes 819 Shares held in swap

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,839,577 Shares which consist of (i) 3,670,572 Shares held by The Merger Fund; (ii) 10,730 Shares held by The Merger Fund VL; (iii) 79,300 Shares held by the Dunham Monthly Distribution Fund; (iv) 6,771 Shares, which includes 819 Shares held in swap, held by the Merrill Lynch Investment Solutions – Westchester Merger Arbitrage

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UCITS Fund; and (v) 72,204 Shares held by GS Master Trust, all of which Michael T. Shannon may be deemed to beneficially own by virtue of his position as Co-President of Westchester Capital Management, LLC, the investment adviser of The Merger Fund and The Merger Fund VL, the sub-adviser of the Dunham Monthly Distribution Fund and the investment manager of Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund, or by virtue of his position as Co-Manager and a member of Green & Smith Investment Management L.L.C., which is the investment adviser of GS Master Trust.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10.

11. Percent of Class Represented by Amount in Row (9) 5.5%

12. Type of Reporting Person (See Instructions) IN

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**Item 1.**

(a) Name of Issuer:

NetLogic Microsystems, Inc.

(b) Address of Issuer's Principal  
Executive Offices:

3975 Freedom Circle  
Santa Clara, CA 95054

**Item 2.**

(a) Name of Person Filing:

- (i) Westchester Capital Management, LLC
- (ii) The Merger Fund
- (iii) The Merger Fund VL
- (iv) Dunham Monthly Distribution Fund
- (v) Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund
- (vi) Green & Smith Investment Management L.L.C.
- (vii) Roy Behren
- (viii) Michael T. Shannon

(b) Address or Principal Business Office or, if none, Residence:

- (i) 100 Summit Drive, Valhalla, NY 10595
- (ii) 100 Summit Drive, Valhalla, NY 10595
- (iii) 100 Summit Drive, Valhalla, NY 10595
- (iv) 10251 Vista Sorrento Parkway, Suite 200, San Diego, CA 92121
- (v) 16 Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg

(vi) 100 Summit Drive, Valhalla, NY 10595

(vii) 100 Summit Drive, Valhalla, NY 10595

(viii) 100 Summit Drive, Valhalla, NY 10595

(c) Citizenship:

(i) Delaware

(ii) Massachusetts

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(iii) Delaware

(iv) Delaware

(v) Luxembourg

(vi) Delaware

(vii) United States

(viii) United States

(d) Title of Class of  
Securities:

Common Stock,  
\$0.01 par value

(e) CUSIP No.:

64118B100

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a) Westchester Capital Management, LLC is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended.

(b) The Merger Fund is an investment company registered under Section 8 of the Investment Company Act of 1940, as amended.

(c) The Merger Fund VL is an investment company registered under Section 8 of the Investment Company Act of 1940, as amended.

(d) Dunham Monthly Distribution Fund is a series of Dunham Funds, an investment company registered under Section 8 of the Investment Company Act of 1940, as amended.

(e) Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund is a sub-fund of Merrill Lynch Investment Solutions, a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).

(f) Green & Smith Investment Management L.L.C. is an affiliate of Westchester Capital Management, LLC and investment adviser to GS Master Trust.

(g) Roy Behren is Co-President of Westchester Capital Management, LLC, the investment adviser of The Merger Fund and The Merger Fund VL, the sub-adviser of the Dunham Monthly Distribution Fund and the investment manager of Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund. Mr. Behren is also Co-Manager and a member of Green & Smith Investment Management L.L.C.

(h) Michael T. Shannon is Co-President of Westchester Capital Management, LLC, the investment adviser of The Merger Fund and The Merger Fund VL, the sub-adviser of the Dunham Monthly Distribution Fund and the investment manager of Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund. Mr. Shannon is also Co-Manager and a member of Green & Smith Investment Management L.L.C.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned and (b) Percent of class:

See Items 5 through 11 of the cover pages attached hereto.

This Schedule 13G shall not be construed as an admission that the Reporting Persons, either for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for other purposes, are the beneficial owners of any securities covered by this statement.

(c) See Items 5 through 8 of the cover pages attached hereto.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

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

February 10, 2012

WESTCHESTER CAPITAL MANAGEMENT, LLC

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Chief Operating Officer

THE MERGER FUND

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Vice President and Chief Compliance Officer

THE MERGER FUND VL

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Vice President and Chief Compliance Officer

DUNHAM MONTHLY DISTRIBUTION FUND

BY: WESTCHESTER CAPITAL MANAGEMENT,  
LLC,  
its sub-adviser

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Chief Operating Officer

MERRILL LYNCH INVESTMENT SOLUTIONS –  
WESTCHESTER MERGER ARBITRAGE UCITS  
FUND

BY: WESTCHESTER CAPITAL MANAGEMENT,  
LLC,  
its investment manager

By: /s/ Bruce Rubin  
Name: Bruce Rubin  
Title: Chief Operating Officer

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GREEN & SMITH INVESTMENT  
MANAGEMENT L.L.C.

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Chief Compliance Officer

/s/ Roy Behren

Roy Behren

/s/ Michael T. Shannon

Michael T. Shannon

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Exhibit A

AGREEMENT

The undersigned, Westchester Capital Management, LLC, The Merger Fund, The Merger Fund VL, the Dunham Monthly Distribution Fund, Merrill Lynch Investment Solutions – Westchester Merger Arbitrage UCITS Fund, Green & Smith Investment Management L.L.C., Roy Behren and Michael T. Shannon, agree that the statement to which this exhibit is appended is filed on behalf of each of them.

February 10, 2012

WESTCHESTER CAPITAL MANAGEMENT, LLC

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Chief Operating Officer

THE MERGER FUND

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Vice President and Chief Compliance Officer

THE MERGER FUND VL

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Vice President and Chief Compliance Officer

DUNHAM MONTHLY DISTRIBUTION FUND

BY: WESTCHESTER CAPITAL MANAGEMENT,  
LLC,  
its sub-adviser

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Chief Operating Officer

MERRILL LYNCH INVESTMENT SOLUTIONS –  
WESTCHESTER MERGER ARBITRAGE UCITS  
FUND

BY: WESTCHESTER CAPITAL MANAGEMENT,  
LLC,  
its investment manager

By: /s/ Bruce Rubin  
Name: Bruce Rubin  
Title: Chief Operating Officer

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GREEN & SMITH INVESTMENT  
MANAGEMENT L.L.C.

By: /s/ Bruce Rubin

Name: Bruce Rubin

Title: Chief Compliance Officer

/s/ Roy Behren

Roy Behren

/s/ Michael T. Shannon

Michael T. Shannon

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