Smith Jeffrey C

Form 3 November 12	, 2009									
FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						N OMB A	OMB APPROVAL			
	Washington, D.C. 20549				OMB Number:	3235-0104				
	INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF					Expires:	January 31, 2005			
		ion 17(a) of	t to Section 16(the Public Utili 0(h) of the Inve	ity Holdi	Securities E ng Compan	y Act of 193		Estimated burden hou response on	average Irs per	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Smith Jeffrey C		2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Syn PHOENIX TECHNOLOGIES LT						
(Last)	(First)	(Middle)	11/09/2009	1/09/2009		4. Relationship of Reporting Person(s) to Issuer		. If Amendment, Date Original iled(Month/Day/Year)		
C/O RAMIU LEXINGTO FLOOR	· · · ·					c all applicable)				
	(Street)				(give title below) (specify below) Filin			ng(Check Applica	dividual or Joint/Group g(Check Applicable Line) Form filed by One Reporting	
NEW YORK	, NYÂ	10022						on Form filed by Mo orting Person	ore than One	
(City)	(State)	(Zip)	Та	able I - N	Non-Deriva	tive Securit	ies Benefi	cially Owned	d	
1.Title of Securi (Instr. 4)	ity		В	Amount o eneficially nstr. 4)	f Securities Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature o Ownership (Instr. 5)	of Indirect Bene:	ficial	
Common Sto	ck, \$0.00	1 par value	0			D <u>(1)</u>	Â			
Reminder: Repo owned directly o	-		ch class of securit	ies benefic	ially	SEC 1473 (7-02	2)			
	infor requi	mation contaired to respo	pond to the coll ained in this for and unless the fo MB control num	m are not orm displ	t					
Т	able II - De	erivative Secu	rities Beneficially	Owned (e	.g., puts, calls	, warrants, op	tions, conve	ertible securities	s)	
1. Title of Deriv	ative Secur	rity 2. Da	ate Exercisable and	1 3. Title	and Amount of	of 4.	5.	6. Natur	e of Indirect	

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
			Derivative	Security:	

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Date Exercisable	Expiration Date	Title	Amount or Number of	Security	Direct (D) or Indirect
			Shares		(I)
					(Instr. 5)

Reporting Owners

Reporting Owner	Relationships					
Reporting Owner Punce / Puncess		Director	10% Owner	Officer	Other	
Smith Jeffrey C C/O RAMIUS LLC 599 LEXINGTON AVENUE, 20TH FLOOR NEW YORK, NY 10022		Â	Â	Â	See Explanation of Responses	
Signatures						
/s/ Smith, Jeffrey C.	11/12/2009					
<u>**</u> Signature of Reporting Person	Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person is a member of a Section 13(d) group with respect to securities of the Issuer that beneficially owns in excess of 10% of the Issuer's outstanding shares of Common Stock. The Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common Stock owned in the aggregate by the other members of the Section 13(d) group except to the extent of his pecuniary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

interest therein.