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PHOENIX TECHNOLOGIES LTD  
Form RW  
February 08, 2002

Phoenix Technologies Ltd.  
411 East Plumeria Drive  
San Jose, California 95134  
(408) 570-1000

February 8, 2002

**BY EDGAR**

Securities and Exchange Commission  
Division of Corporate Finance  
Attention: Mylene Chan  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, D.C. 20549-1004

Re: Phoenix Technologies Ltd.  
Withdrawal of Registration Statement  
on Form S-3, SEC File No. 333-77020

Dear Ms. Chan:

On behalf of Phoenix Technologies Ltd. (the "*Company*"), this letter is filed with respect to the Registration Statement on Form S-3, SEC File No. 333-77020, which was filed on January 18, 2002 (the "Registration Statement").

In light of recent developments, the selling shareholders have determined not to resell shares of the Company's common stock under the Registration Statement. No securities have been distributed pursuant to the Registration Statement. Accordingly, the Company hereby withdraws the Registration Statement.

Sincerely,

Phoenix Technologies Ltd.

By: /s/ LINDA V. MOORE

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Linda V. Moore  
Vice President and General Counsel

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