

PHOENIX TECHNOLOGIES LTD  
Form 15-12G  
December 28, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 000-17111**

**PHOENIX TECHNOLOGIES LTD.**

(Exact name of registrant as specified in its charter)

**915 Murphy Ranch Road**

**Milpitas, CA 95035**

**(408) 570-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock, par value (\$0.001)**

**Preferred Share Purchase Rights**

(Title of each class of securities covered by this Form)

**N/A**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)    
Rule 12g-4(a)(2)    
Rule 12h-3(b)(1)(i)    
Rule 12h-3(b)(1)(ii)    
Rule 15d-6

Approximate number of holders of record as of the certification or notice date for Common Stock and Preferred Share Purchase Rights: 1

Pursuant to the requirements of the Securities Exchange Act of 1934 (Name of registrant as specified in charter) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 27, 2010

By: /s/ Robert Andersen  
Robert Andersen  
Chief Financial Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.