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NUMERICAL TECHNOLOGIES INC  
Form SC TO-C  
January 14, 2003

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

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SCHEDULE TO

Tender Offer Statement under Section 14 (d) (1) or 13 (e) (1)  
of the Securities Exchange Act of 1934

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Numerical Technologies, Inc.

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(Name of Subject Company (Issuer))

Neon Acquisition Corporation

Synopsys, Inc.

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(Names of Filing Persons (identifying status as offeror,  
issuer or other person))

Common Stock, par value \$0.0001 per share

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(Title of Class of Securities)

67053T101

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(CUSIP Number of Class of Securities)

Steven K. Shevick  
Synopsys, Inc.  
700 East Middlefield Road  
Mountain View, California 94043  
(650) 584-5000

Copy to:  
Victor I. Lewkow, Esq.  
Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000

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(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

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Transaction Valuation: Not applicable      Amount of Filing Fee: Not applicable  
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Exhibit Number -----	Description -----
99.2	Transcript of a conference call hosted jointly by Synopsys, Inc. and Numerical Technologies, Inc. on January 13, 2003.