

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1995-06-13**
SEC Accession No. **0000950123-95-001721**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

TEKTRONIX INC

CIK: **96879** | IRS No.: **930343990** | State of Incorporation: **OR** | Fiscal Year End: **0531**
Type: **SC 13D/A** | Act: **34** | File No.: **005-10548** | Film No.: **95546831**
SIC: **3825** Instruments for meas & testing of electricity & elec signals

Mailing Address	Business Address
<i>P O BOX 100</i>	<i>2660 SW PKWY</i>
<i>WILSONVILLE OR 97070-1000</i>	<i>WILSONVILLE OR 97070</i>
	<i>5036277111</i>

FILED BY

SOROS GEORGE

CIK: **900203** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address	Business Address
<i>888 SEVENTH AVE</i>	<i>888 SEVENTH AVENUE</i>
<i>33RD FLR</i>	<i>33RD FLOOR</i>
<i>NEW YORK NY 10106</i>	<i>NEW YORK NY 10106</i>
	<i>212-262-6300</i>

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

TEKTRONIX, INC.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

879131100

(CUSIP Number)

Stephen M. Vine, Esq.
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
399 Park Avenue, 22nd Floor
New York, New York 10022
(212) 872-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 8, 1995

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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 disclosure provided in a prior cover page.

The information required on 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).

Continued on following page(s)

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Exhibit Index: Page 10

SCHEDULE 13D

CUSIP NO. 879131100

PAGE 2 OF 11 PAGES

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Quantum Industrial Partners LDC

2 Check the Appropriate Box If a Member of a Group*
a. / /
b. /X/

3 SEC Use Only

4 Source of Funds*

WC

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) / /

6 Citizenship or Place of Organization

Cayman Islands

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

700,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares* / /

13 Percent of Class Represented By Amount in Row (11)

2.25%

14 Type of Reporting Person*

IC; OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 879131100

PAGE 3 OF 11 PAGES

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

2 Check the Appropriate Box If a Member of a Group*
a. / /
b. /X/

3 SEC Use Only

4 Source of Funds*

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) / /

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 700,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 700,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
700,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares* / /

13 Percent of Class Represented By Amount in Row (11)
2.25%

14 Type of Reporting Person*
IA; PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
QIH Management, Inc.

2 Check the Appropriate Box If a Member of a Group*
a. / /
b. /X/

3 SEC Use Only

4 Source of Funds*

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) / /

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 700,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 700,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

700,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares* / /

13 Percent of Class Represented By Amount in Row (11)

2.25%

14 Type of Reporting Person*

IA; CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP NO. 879131100

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

George Soros

2 Check the Appropriate Box If a Member of a Group*
a. / /
b. /X/

3 SEC Use Only

4 Source of Funds*

AF

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) / /

6 Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned By Each	7	Sole Voting Power 0
	8	Shared Voting Power 700,000

Reporting Person With	9	Sole Dispositive Power	0
	10	Shared Dispositive Power	700,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person		
			700,000
12	Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*		
			/ /
13	Percent of Class Represented By Amount in Row (11)		
			2.25%
14	Type of Reporting Person*		
			IA; IN
			*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP NO. 879131100

PAGE 6 OF 11 PAGES

1	Name of Reporting Person		
	S.S. or I.R.S. Identification No. of Above Person		
			Purnendu Chatterjee
2	Check the Appropriate Box If a Member of a Group*		
		a.	/ /
		b.	/X/
3	SEC Use Only		
4	Source of Funds*		
			AF, PF
5	Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
			/ /
6	Citizenship or Place of Organization		
			United States
	7	Sole Voting Power	811,439
Number of Shares Beneficially Owned By Each Reporting Person With	8	Shared Voting Power	700,000
	9	Sole Dispositive Power	811,439
	10	Shared Dispositive Power	700,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person		
			1,511,439
12	Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares*		
			/ /

4.87%

14 Type of Reporting Person*

IA; IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 13 to Schedule 13D relates to the shares of Common Stock, no par value (the "Shares"), issued by Tektronix, Inc. (the "Issuer"). This Amendment No. 13 further amends the initial statement on Schedule 13D dated March 13, 1992 and all subsequent amendments thereto (collectively, the "Initial Statement") and is being filed to report recent sales of the Shares by QI Partners, the details of which are set forth on Annex A hereto, as a result of which the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Shares. Capitalized terms used herein and not otherwise defined herein shall have the meaning given to them in the Initial Statement. The Initial Statement is supplementally amended as set forth herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate number of Shares which the Reporting Persons may be deemed to own beneficially is 1,511,439 (approximately 4.87% of the Shares outstanding).

i) QI Partners may be deemed the beneficial owner of 700,000 Shares (approximately 2.25% of the total Shares outstanding).

ii) QIHMI, by reason of the investment authority it shares with Dr. Chatterjee with respect to the Shares, may be deemed the beneficial owner of the 700,000 Shares held by QI Partners.

iii) QIHMI Management, Inc., as the sole general partner of QIHMI, may be deemed the beneficial owner of the 700,000 Shares held by QI Partners.

iv) Mr. Soros, as the sole shareholder of QIHMI Management, Inc., may be deemed the beneficial owner of the 700,000 Shares held by QI Partners. Mr. Soros expressly disclaims beneficial ownership of the Shares held by Dr. Chatterjee and Winston.

v) Dr. Chatterjee may be deemed the beneficial owner of 1,511,439 Shares (approximately 4.87% of the Shares outstanding). This number includes: (a) 184,989 Shares owned directly by Dr. Chatterjee, (b) 626,450 Shares owned by Winston and (c) the 700,000 Shares held by QI Partners.

(b) i) Mr. Soros, as the sole shareholder of QIHMI Management, Inc., and Dr. Chatterjee, by virtue of his investment discretion with respect to the Shares, have shared voting power with respect to the 700,000 Shares held by QI Partners.

ii) Dr. Chatterjee has sole voting power with respect to both the 184,989 Shares owned directly by him and the 626,450 Shares owned by Winston, of which Dr. Chatterjee is the sole general partner of the general partner.

(c) Except as disclosed in Annex A hereto, there have been no transactions in the Shares by any of the Reporting Persons or other persons identified in response to Item 2 since April 9, 1995 (the 60 days prior to the date hereof).

(e) As a result of the sale of 82,100 Shares by QI Partners on

June 8, 1995, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

(e) Power of Attorney, dated May 31, 1995, granted by Purnendu Chatterjee in favor of Peter Hurwitz.

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SIGNATURES

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

Date: June 13, 1995 QUANTUM INDUSTRIAL PARTNERS LDC

By: /s/ Sean C. Warren

Sean C. Warren
Attorney-in-Fact

Date: June 13, 1995 QIH MANAGEMENT INVESTOR, L.P.

By: QIH MANAGEMENT, INC., general partner

By: /s/ Sean C. Warren

Sean C. Warren
Vice President

Date: June 13, 1995 QIH MANAGEMENT, INC.

By: /s/ Sean C. Warren

Sean C. Warren
Vice President

Date: June 13, 1995 GEORGE SOROS

By: /s/ Sean C. Warren

Sean C. Warren
Attorney-in-Fact

Date: June 13, 1995 PURNENDU CHATTERJEE

By: /s/ Peter Hurwitz

Peter Hurwitz
Attorney-in-Fact

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ANNEX A

RECENT TRANSACTIONS IN THE COMMON STOCK OF TEKTRONIX, INC. BY QUANTUM
INDUSTRIAL PARTNERS LDC

<TABLE>
<CAPTION>

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share(\$)
<S> 06/08/95	<C> Sale	<C> 82,100	<C> 43.69

</TABLE>

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INDEX OF EXHIBITS

<TABLE>
<CAPTION>

EXHIBIT		PAGE
<S> E	<C> Power of Attorney, dated May 31, 1995, granted by Purnendu Chatterjee in favor of Peter Hurwitz.	<C> 11

</TABLE>

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, PURNENDU CHATTERJEE, hereby make, constitute and appoint PETER HURWITZ as my agent and attorney in fact for the purpose of executing in my name or in my personal capacity all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(f) and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument this 31st day of May, 1995.

/s/ Purnendu Chatterjee

PURNENDU CHATTERJEE