

NEXTEST SYSTEMS CORP  
Form SC 14D9/A  
January 10, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**SCHEDULE 14D-9/A**  
**(RULE 14d-101)**

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**SOLICITATION/RECOMMENDATION STATEMENT UNDER**  
**SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 1)**

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**NEXTEST SYSTEMS CORPORATION**  
**(Name of Subject Company)**

**NEXTEST SYSTEMS CORPORATION**  
**(Name of Persons Filing Statement)**

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**Common Stock, \$0.001 par value**  
**(Title of Class of Securities)**

**652909102**  
**(CUSIP Number of Class of Securities)**

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**Robin Adler**  
**Chairman and Chief Executive Officer**

**Nextest Systems Corporation**

**875 Embedded Way**

**San Jose, California 95138**

**(408) 960-2400**

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

**on Behalf of the Person(s) Filing Statement)**

**WITH A COPY TO:**

**Sheryl L.R. Miller**

**Heller Ehrman LLP**

**333 Bush Street**

**San Francisco, California 94104**

**(415) 772-6342**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

**Item 9. Exhibits.**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits:

<b>Exhibit No.</b>	<b>Description</b>
(a)(4)	Notice to Nextest Optionholders, dated January 10, 2008.
(a)(5)	Notice to Nextest Director Optionholders, dated January 10, 2008.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule is true, complete and correct.

**NEXTEST SYSTEMS CORPORATION**

By: /s/ Jim Moniz

Name: Jim Moniz

Title: Vice President/Chief Financial Officer

Dated: January 10, 2008