

OPTI INC
Form 4/A
January 08, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MGCM CAPITAL MANAGEMENT LLC

(Last) (First) (Middle)

3470 KENSBROOK STREET

(Street)

LAS VEGAS, NV 89121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OPTI INC [OPTI]

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2009

4. If Amendment, Date Original Filed (Month/Day/Year)
10/30/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/29/2009 | | S | V 200,000 D \$ 3.65 | 1,315,500 | I | See Notes 1, 2 and 3 (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MGCM CAPITAL MANAGEMENT LLC 3470 KENSBROOK STREET LAS VEGAS, NV 89121 | | X | | |

Signatures

| | |
|---|------------|
| MGCM CAPITAL MANAGEMENT, LLC a Delaware Limited Liability Company, By: Marco L. Petroni, Manager | 01/07/2010 |
| __Signature of Reporting Person | Date |
| Marco L. Petroni | 01/07/2010 |
| __Signature of Reporting Person | Date |
| MGCM Partners, L.P., By MGCM Capital Management LLC, its General Partner, By: Marco L. Petroni, Manager | 01/07/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The securities reported as beneficially owned by MGCM Capital Management, LLC, d/b/a/ MG Capital Management, LLC ("MG Capital"), as this Form 4 include securities also beneficially owned by Marco L. Petroni, the controlling person of MG Capital and
- (1) MGCM Partners, L.P. ("MGCM"), an investment limited partnership of which MG Capital is the general partner and investment adviser (collectively, the "Filers"). These securities are held directly by MGCM for the benefit of its investors and indirectly by MG Capital as MGCM's investment adviser and Mr. Petroni as MG Capital's controlling person.
- The Filers are filing this Form 4 jointly, but not as a group, and each of them expressly disclaims membership in a group within the meaning of rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended (the "1934 Act"). Each of MG Capital and Mr.
- (2) Petroni disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein. In addition, the filing of this Form 4 on behalf of MGCM should not be construed as an admission that it is, and it disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the 1934 Act, of any of the securities covered by this Form 4.
 - (3) Mr. Petroni also owns directly 36,070 shares of OPTi Inc.'s Common Stock, which are not included in Column 5 of Table I.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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