

O2MICRO INTERNATIONAL LTD
Form SC 13G/A
January 30, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. 1)*

O2Micro International Limited
(Name of Issuer)
American Depositary Shares ("ADS"), one of which
represents fifty ordinary shares, par value \$0.00002 per
share
(Title of Class of Securities)

67107W100
(CUSIP Number)

December 31, 2016
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

p Rule 13d-1(c)

o Rule 13d-1(d)

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* 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 disclosures 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).

SCHEDULE 13G/A1

CUSIP No. 67107W100 Page 2 of 5 Pages

**NAME OF REPORTING
PERSON**

1

Lloyd I.
Miller, III

**CHECK THE
APPROPRIATE**

2

BOX IF A (a)
MEMBER OF
A GROUP*

(b)

3

SEC USE ONLY

4

**CITIZENSHIP OR
PLACE OF
ORGANIZATION**

United States

**NUMBER OF
SHARES**

**5 SOLE
VOTING
POWER**
1,514,711 ADS

BENEFICIALLY

**6 SHARED
VOTING
POWER**

OWNED BY

0 ADS

EACH

**7 SOLE
DISPOSITIVE
POWER**

REPORTING

1,514,711 ADS

PERSON

**8 SHARED
DISPOSITIVE
POWER**

WITH

0 ADS

9

**AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON**

1,514,711 ADS

CHECK BOX IF
THE
AGGREGATE
AMOUNT IN 0
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
5.9%¹
TYPE OF REPORTING
PERSON
IN-OO**

** See Item 4.

¹ The percentage reported in this Schedule 13G/A was calculated using number of outstanding ordinary shares of 1,279,624,350 according to the 6-K filed by the Issuer on November 2, 2016.

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- Item 1(a). Name of Issuer: O2Micro International Limited
 Address of Issuers's
- Item 1(b). Principal Executive Offices: Grand Pavilion Commercial Centre
 West Bay Road,
 P.O. Box 32331, SMB, George Town
 Grand Cayman, Cayman Islands
- Item 2(a). Name of Person Filing: Lloyd I. Miller, III
 Address of Principal
- Item 2(b). Business Office or, if None, Residence: 3300 South Dixie Highway
 Suite 1-365
 West Palm Beach, Florida 33405
- Item 2(c). Citizenship: U.S.A.
- Item 2(d). Title of Class of Securities: ADS, one of which represents fifty Ordinary Shares, par value \$0.00002 per share
- Item 2(e). CUSIP Number: 67107W100
- Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:
 Not Applicable, this statement is filed pursuant to 13d-1(c)
- Item 4. OWNERSHIP: Mr. Miller has sole voting and dispositive power with respect to 1,514,711 of the reported securities as (i) manager of a limited liability company that is the adviser to a certain trust, (ii) manager of a limited liability company that is the general partner of a certain limited partnership, (iii) manager of certain limited liability companies, and (iv) an individual.
 (a) 1,514,711 ADS
 (b) 5.9%²
 (i) sole voting
 (c) power: 1,514,711 AD
 (ii) shared voting
 power: 0 ADS
 (iii) sole dispositive
 power: 1,514,711 ADS
 (iv) shared
 dispositive power:
 0 ADS
- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
 Not Applicable

² See Footnote 1.

- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:
Other than shares held directly by Lloyd I. Miller, III, persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.
- Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY
Not Applicable
- Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
Not Applicable
- Item 9. NOTICE OF DISSOLUTION OF GROUP:
Not Applicable
- Item 10. CERTIFICATION:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Dated: January 30, 2017 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III