

LANTRONIX INC  
Form 10-Q/A  
November 09, 2010

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

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FORM 10-Q/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 1-16027

LANTRONIX, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

33-0362767  
(I.R.S. Employer  
Identification No.)

167 Technology Drive, Irvine, California  
(Address of principal executive offices)

92618  
(Zip Code)

(949) 453-3990  
(Registrant's telephone number, including area code)

Former name, former address and former fiscal year, if changed since last report: N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes S No £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No .

As of October 25, 2010, there were 10,422,952 shares of the Registrant's common stock outstanding.

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Lantronix, Inc.

EXPLANATORY NOTE

Lantronix, Inc. is filing this Amendment No. 1 (the “Amended Report”) to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010, as originally filed with the Securities and Exchange Commission on November 8, 2010 (the “Original Report”), solely to amend the principal officers’ certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The certification filed with the Original Report was properly executed and timely filed by the principal officers; however, a paragraph from a previous report was erroneously included with the certification. The Company is filing the Amended Report to correct this typographical error contained in the certification. Item 6 of Part II is included for reference purposes as the Company has filed as exhibits to this Amended Report the certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002. This Amended Report does not affect any other items in our Original Report.

Except as otherwise expressly stated in the items contained in this Amended Report, this Amended Report continues to speak as of the date of the Original Report and we have not updated the disclosure contained herein to reflect events that have occurred since the filing of the Original Report. Accordingly, this Amended Report should be read in conjunction with our Original Report. The filing of this Amended Report shall not be deemed an admission that the Original Report when filed included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement therein not misleading.

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PART II - OTHER INFORMATION

Item 6. Exhibits

Exhibit

Number Description of Document

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|------|---|
| 31.1 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Executive Officer and Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LANTRONIX, INC.  
(Registrant)

Date: November 9, 2010

By: /s/ Jerry D. Chase  
Jerry D. Chase  
President and Chief Executive  
Officer  
(Principal Executive Officer)

By: /s/ Reagan Y. Sakai  
Reagan Y. Sakai  
Chief Financial Officer and  
Secretary  
(Principal Financial Officer)

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