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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2017

Commission File Number: **000-30910**

O2Micro International Limited
(Translation of registrant's name into English)

**Grand Pavilion Commercial Centre, West Bay Road
P.O. Box 32331 SMB, George Town
Grand Cayman**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

On May 10, 2017, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(c) Exhibit 99.1. Press release dated May 10, 2017

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.

O2Micro International Limited
(Registrant)

Date: May 10, 2017

/s/ Sterling Du
Sterling Du
Chief Executive Officer

O2Micro Reports First Quarter 2017 Financial Results

GEORGE TOWN, Grand Cayman, May 10, 2017 (GLOBE NEWSWIRE) –

Operational and Strategic Highlights:

- Q1 2017 results were within the range of guidance provided in February 2017.
- GAAP Net Loss per ADS in the first quarter of 2017 was 6 cents, with non-GAAP Net Loss of 4 cents per ADS.
- Expected revenue is forecast in the second quarter of 2017 to be between a 4% decrease to a 4% increase compared to Q1 2017.
- Continued strong design activities in Q1 2017, which is expected to remain robust into Q2.

O2Micro® International Limited (NASDAQ:OIIM), a global leader in the design, development and marketing of high-performance integrated circuits and solutions, reported its financial results today for the first quarter ending March 31, 2017.

Financial Highlights for the First Quarter ending March 31, 2017:

O2Micro International Limited ("Company") reported Q1 2017 revenue of \$15.0 million. Revenue was down 6.0% sequentially, and up 15.2% from the same quarter in the previous year. The gross margin in the first quarter of 2017 was 52.7%, which was down from 54.1% in the prior quarter, but up from 48.8% in the first quarter of 2016. The gross margin remains in our target range and varies primarily with the quarterly revenue and product mix. During the first quarter of 2017, the Company recorded total GAAP operating expenses of \$9.1 million, compared to \$9.0 million in the fourth quarter of 2016, and \$8.6 million in the year-ago Q1 period. The GAAP operating margins for the first quarter of 2017, the fourth quarter of 2016, and first quarter of 2016 were (8.0%), (2.4%), and (17.6%), respectively.

GAAP net loss was \$1.5 million in Q1 2017. This compares to a GAAP net income of \$12,000 in the fourth quarter of 2016 and a GAAP net loss of \$2.4 million in Q1 2016. GAAP net loss per fully diluted ADS was \$0.06 in Q1 2017. This compares to a GAAP net income per fully diluted ADS of \$0.00 in Q4 2016 and a GAAP net loss per fully diluted ADS of \$0.09 in Q1 2016.

Supplementary Data:

The Company ended the first quarter of 2017 with \$50.5 million in unrestricted cash and short-term investments or \$1.95 per outstanding ADS. The accounts receivable balance was \$6.9 million and represented 42 days sales outstanding at the end of Q1 2017. Inventory was \$9.6 million or 120 days and turned over 3 times during Q1 2017. As of March 31, 2017, the Company had \$61.4 million in working capital and the book value was \$80.4 million, or \$3.10 per outstanding ADS. As of March 31, 2017, O2Micro International Limited had a total of 366 employees worldwide, including 204 engineers.

Management Commentary:

"The first quarter 2017 financial results were within the range of the guidance that we provided in February as we continue to successfully execute our business objectives" said Sterling Du, O2Micro's Chairman and CEO. "Our second quarter revenue guidance reflects strong design activities in the growth drivers of the consumer and industrial markets which include high end backlighting for the TV, power tools, household appliances, IoT, automotive and smartphones, despite the current dynamic consumer market. We believe our solutions for these product segments will continue to contribute to our top-line growth in upcoming quarters and lead O2Micro back to long term profitability.

Conference Call:

O2Micro will hold its first quarter conference call today, May 10, 2017, at 6:00AM. Pacific, 9:00AM Eastern. You may participate using the following dial-in information.

Conference ID: 1292516
In the US/Canada Toll Free: 800-261-2028
INTERNATIONAL participants: 785-830-1984

A replay of the call will be available by phone until May 24th, 2017 by visiting the following URL:

<https://event.mymeetingroom.com/Public/WebRegistration/Y29uZmVyZW5jZUlKPTc1NTYzODkmdHlwZT1yZXBsYXkmbGFuZ3VhZ2U9ZW5nbGlzaA==>

A live webcast will also be available on the Company website at www.o2micro.com, and an online replay will be available for one week.

About O2Micro:

Founded in April 1995, O2Micro develops and markets innovative power management components for the Computer, Consumer, Industrial, Automotive and Communications markets. Products include LED General Lighting, Backlighting, Battery Management, and Power Management. The Company maintains offices worldwide. Additional Company and product information can be found on the Company website at www.o2micro.com.

O2Micro, the O2Micro logo, and combinations thereof are registered trademarks of O2Micro. All other trademarks or registered trademarks are the property of their respective owners.

Statements made in this release that are not historical, including statements regarding O2Micro or its management's intentions, hopes, beliefs, expectations, representations, projections, plans or predictions of the future, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other Federal Securities Laws. Such statements involve risks, speculation and uncertainties that may cause actual results to differ materially from those set forth in these statements or from management's current views and expectations. Risks and uncertainties in this release may include, without limitation, any one or combination of the following: the effect of competitive and economic factors; real property value fluctuations and market demand; legal changes in any relevant rules and regulations pertaining to O2Micro's business; changes in technology and industry standards, and O2Micro's reaction to those factors; consumer and business buying decisions with respect to our customers' products incorporating O2Micro's products; continued competitive pressures in the marketplace; the ability of O2Micro to deliver to the marketplace, and stimulate customer demand therein, for new products and technological innovations on a timely basis; the effect that product introductions and transitions, changes in product pricing or mix, and/or increases in component costs could have on O2Micro's gross margins; the inventory risk associated with O2Micro's need to order, or commit to order, product components and product capacity in advance of forecast customer orders; the continued availability of acceptable terms of certain components and services essential to O2Micro's business which are

currently obtained by the Company from sole or limited sources; the effect that O2Micro's dependency on manufacturing and logistics services provided by third parties may have on the quality, quantity, availability or cost of products manufactured or services rendered; risks associated with O2Micro's international operations; the potential impact of a finding that O2Micro has infringed on the intellectual property rights of others, or that any third party may have infringed on O2Micro's intellectual property that may negatively affect O2Micro's business; O2Micro's legal classifications with governmental and regulatory agencies; O2Micro's dependency on the performance of distributors, carriers, independent sales representatives, and other resellers of O2Micro's products; the effect that product and service quality problems could have on O2Micro's sales ability and operating profits; the ability of O2Micro to deliver its products in a timely fashion to its customers, and the possible negative ramifications if such is not possible; the continued service and availability of key executives and employees; war, terrorism, public health issues, natural disasters, and other circumstances that could disrupt supply, delivery, or demand of products; and unfavorable results of other legal proceedings. Actual results may differ materially due to numerous risk factors. Such risk factors are more fully enumerated in O2Micro's 20-F Annual Filings, Annual Report(s), 6-K's, the Form F-1 filed in connection with the Company's initial public offering in August 2000, information posted on our website at www.o2micro.com, and other documents filed with the SEC, NASDAQ or any other public agency from time to time. The statements herein are based on dated information on the dates mentioned herein, which is subject to change. O2Micro assumes no obligation to update or revise the information provided on today, or any other forward-looking information, whether as a result of new information, future events or any other information that may arise. This information only speaks to the respective dates mentioned in said information.

O₂MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (UNAUDITED)

(In Thousand U.S. Dollars, Except Per Share Amounts)

	Three Months Ended	
	March 31,	
	2017	2016
NET SALES	\$ 14,954	\$ 12,985
COST OF SALES	7,067	6,647
GROSS PROFIT	7,887	6,338
OPERATING EXPENSES		
Research and development (1)	4,052	3,792
Selling, general and administrative (1)	5,054	4,854
Litigation Income	(19)	(23)
Total Operating Expenses	9,087	8,623
LOSS FROM OPERATIONS	(1,200)	(2,285)
NON-OPERATING INCOME		
Interest income	79	77
Foreign exchange loss – net	(216)	(204)
Other – net	102	249
Total Non-operating (Loss) Income	(35)	122
LOSS BEFORE INCOME TAX	(1,235)	(2,163)
INCOME TAX EXPENSE	222	201
NET LOSS	(1,457)	(2,364)
OTHER COMPREHENSIVE INCOME		
Foreign currency translation adjustments	721	434
Unrealized gain on available-for-sale securities	(1)	-
Unrealized pension gain	1	-
Total Other Comprehensive Income	721	434
COMPREHENSIVE LOSS	\$ (736)	\$ (1,930)

BASIC AND DILUTED LOSS PER ADS	\$ (0.06)	\$ (0.09)
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ADS UNITS USED IN LOSS PER ADS CALCULATION:

Basic (in thousands)	25,840	25,699
Diluted (in thousands)	25,840	25,699

(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:

Research and development	\$ 60	\$ 65
Selling, general and administrative	\$ 372	\$ 373

O₂MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In Thousand U.S. Dollars, Except Share Amounts)

	March 31, 2017	December 31, 2016
	(Unaudited)	(Audited)
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 27,372	\$ 31,332
Restricted cash	34	32
Short-term investments	23,124	21,532
Accounts receivable – net	6,862	7,205
Inventories	9,577	9,275
Prepaid expenses and other current assets	1,384	1,106
Total Current Assets	68,353	70,482
LONG-TERM INVESTMENTS	4,253	4,253
PROPERTY AND EQUIPMENT – NET	13,963	13,736
OTHER ASSETS	2,086	2,218
TOTAL ASSETS	\$ 88,655	\$ 90,689
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Notes and accounts payable	\$ 3,444	\$ 4,329
Income tax payable	153	180
Accrued expenses and other current liabilities	3,334	4,102
Total Current Liabilities	6,931	8,611
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	295	281
Deferred income tax liabilities	987	930
Other liabilities	86	83

Total Other Long-Term Liabilities	1,368	1,294
Total Liabilities	<u>8,299</u>	<u>9,905</u>
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Preference shares at \$0.00002 par value per share		
Authorized – 250,000,000 shares	-	-
Ordinary shares at \$0.00002 par value per share		
Authorized – 4,750,000,000 shares		
Issued – 1,669,036,600 shares as of March 31, 2017 and December 31, 2016, respectively		
Outstanding – 1,295,062,450 and 1,279,124,900 shares as of March 31, 2017 and December 31, 2016, respectively	33	33
Additional paid-in capital	141,937	142,738
Accumulated deficits	(42,829)	(41,372)
Accumulated other comprehensive income	5,136	4,415
Treasury stock – 373,974,150 and 389,911,700 shares as of March 31, 2017 and December 31, 2016, respectively	<u>(23,921)</u>	<u>(25,030)</u>
Total Shareholders' Equity	<u>80,356</u>	<u>80,784</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 88,655</u>	<u>\$ 90,689</u>

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