
**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 2018

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 2, 2018, 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 2, 2018

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 2, 2018

/s/ Sterling Du
Sterling Du
Chief Executive Officer

O2Micro Reports First Quarter 2018 Financial Results

GEORGE TOWN, Grand Cayman, May 02, 2018 (GLOBE NEWSWIRE) --

Operational and Strategic Highlights:

- Q1 2018 results were within the range of guidance provided in January 2018.
- GAAP net income per fully diluted ADS in the first quarter of 2018 was 27 cents, with non-GAAP net loss of 9 cents per fully diluted ADS.
- Revenue growth in the second quarter of 2018 is expected to range between 2-10% compared to Q1 2018.
- We expect to see acceleration in our growth for 2018

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, 2018.

Financial Highlights for the First Quarter ending March 31, 2018:

O2Micro International Limited ("Company") reported Q1 2018 revenue of \$14.1 million. Revenue was down 7.3% sequentially, and down 5.7% from the same quarter in the previous year. The gross margin in the first quarter of 2018 was 51.2 %, which was up from 50.5% in the prior quarter, and down from 52.7 % in the first quarter of 2017. The gross margin remains in our target range and varies primarily with the quarterly revenue and product mix. During the first quarter of 2018, the Company recorded total GAAP operating expenses of \$9.8 million, compared to \$9.4 million in the fourth quarter of 2017, and \$9.1 million in the year-ago Q1 period. The GAAP operating margins for the first quarter of 2018, the fourth quarter of 2017, and first quarter of 2017 were (18.1 %), (11.5 %), and (8.0 %), respectively.

GAAP net income was \$ 7.2 million in Q1 2018. This compares to a GAAP net loss of \$1.9 million in the fourth quarter of 2017 and a GAAP net loss of \$1.5 million in Q1 2017. GAAP net income per fully diluted ADS was \$0.27 in Q1 2018. This compares to a GAAP net loss per fully diluted ADS of \$0.07 in Q4 2017 and a GAAP net loss per fully diluted ADS of \$0.06 in Q1 2017.

Supplementary Data:

The Company ended the first quarter of 2018 with \$45.1 million in unrestricted cash and short-term investments or \$1.73 per outstanding ADS. The accounts receivable balance was \$8.0 million and represented 55 days sales outstanding at the end of Q1 2018. Inventory was \$9.7 million or 124 days and turned over 2.9 times during Q1 2018. As of March 31, 2018, the Company had \$57.2 million in working capital and the book value was \$84.6 million, or \$3.25 per outstanding ADS. As of March 31, 2018, O2Micro International Limited had a total of 375 employees worldwide, including 232 engineers.

Management Commentary:

"Our second quarter of 2018 revenue guidance reflects continuing design activities in the growth drivers of the consumer and industrial markets. We are pleased to see our customer acceptance including high end backlighting for the TV/monitor, power tools, household appliances, and automotive, despite the dynamic consumer market," said Sterling Du, O2Micro's Chairman and CEO. "We believe our solutions for these product segments will accelerate growth in upcoming quarters through the year and lead O2Micro back to long term profitability."

Conference Call:

O2Micro will hold its first quarter conference call today, May 2, 2018, at 6:00AM. Pacific, 9:00AM Eastern. You may participate using the following dial-in information.

Conference ID: 6863988

Participants, Int'l Toll: +1 323-794-2551

Participants, US/CAN Toll Free: 800-239-9838

The Call-in Audio Replay will be available from May 2nd, 2018 12:00 Eastern Time (US & Canada) through May 8th, 2018 12:00 Eastern Time (US & Canada)

<https://event.mymeetingroom.com/Public/WebRegistration/Y29uZmVyZW5jZUIkPTY4NjM5ODgmdHlwZT1yZXBsYXkmbGFuZ3VhZ2U9ZW5nbGlzaA==>
A live webcast will also be available on the Company's website at <http://ir.o2micro.com>, and an online replay will be available on the website 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,	
	2018	2017
NET SALES	\$ 14,108	\$ 14,954
COST OF SALES	6,886	7,067
GROSS PROFIT	7,222	7,887
OPERATING EXPENSES		
Research and development (1)	4,806	4,052
Selling, general and administrative (1)	4,964	5,054
Litigation Income	-	(19)
Total Operating Expenses	9,770	9,087
LOSS FROM OPERATIONS	(2,548)	(1,200)
NON-OPERATING INCOME		
Interest income	97	79
Unrealized fair value gain on long-term investments	9,774	-
Foreign exchange loss – net	(157)	(216)
Other – net	267	102
Total Non-operating (Loss) Income	9,981	(35)
INCOME (LOSS) BEFORE INCOME TAX	7,433	(1,235)
INCOME TAX EXPENSE	265	222
NET INCOME (LOSS)	7,168	(1,457)
OTHER COMPREHENSIVE INCOME		
Foreign currency translation adjustments	675	721
Unrealized gain on available-for-sale securities	-	(1)
Unrealized pension gain	2	1
Total Other Comprehensive Income	677	721
COMPREHENSIVE INCOME (LOSS)	\$ 7,845	\$ (736)

EARNINGS (LOSS) PER ADS		
Basic	\$ 0.28	\$ (0.06)
Diluted	\$ 0.27	\$ (0.06)
ADS UNITS USED IN EARNINGS (LOSS) PER ADS CALCULATION:		
Basic (in thousands)	25,977	25,840
Diluted (in thousands)	26,477	25,840
(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:		
Research and development	\$ 62	\$ 60
Selling, general and administrative	\$ 302	\$ 372

O₂MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES

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

	March 31, 2018	December 31, 2017
	(Unaudited)	(Audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 25,417	\$ 28,520
Restricted cash	36	35
Short-term investments	19,695	17,601
Accounts receivable – net	8,043	9,184
Inventories	9,662	9,330
Prepaid expenses and other current assets	1,685	1,245
Total Current Assets	<u>64,538</u>	<u>65,915</u>
LONG-TERM INVESTMENTS	12,849	3,112
PROPERTY AND EQUIPMENT – NET	13,751	13,755
OTHER ASSETS	<u>2,232</u>	<u>2,300</u>
TOTAL ASSETS	<u>\$ 93,370</u>	<u>\$ 85,082</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Notes and accounts payable	\$ 3,290	\$ 2,460
Income tax payable	292	341
Accrued expenses and other current liabilities	3,761	4,379
Total Current Liabilities	<u>7,343</u>	<u>7,180</u>
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	358	355
Deferred income tax liabilities	1,012	906
Other liabilities	<u>88</u>	<u>86</u>

Total Other Long-Term Liabilities	<u>1,458</u>	<u>1,347</u>
Total Liabilities	<u>8,801</u>	<u>8,527</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, 2018 and December 31, 2017		
Outstanding – 1,301,657,500 and 1,284,146,100 shares as of March 31, 2018 and December 31, 2017, respectively	33	33
Additional paid-in capital	142,128	142,946
Accumulated deficits	(40,702)	(47,517)
Accumulated other comprehensive income	6,014	5,337
Treasury stock – 367,379,100 and 384,890,500 shares as of March 31, 2018 and December 31, 2017, respectively	<u>(22,904)</u>	<u>(24,244)</u>
Total Shareholders' Equity	<u>84,569</u>	<u>76,555</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 93,370</u>	<u>\$ 85,082</u>

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