
**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 August 2019

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 August 2, 2019, 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 August 2, 2019

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: August 2, 2019

/s/ Sterling Du
Sterling Du
Chief Executive Officer

O2Micro Reports Second Quarter 2019 Financial Results

GEORGE TOWN, Grand Cayman, Aug. 02, 2019 (GLOBE NEWSWIRE) –

Operational and Strategic Highlights:

- Q2 2019 sequential quarterly revenue was up 11.8% exceeding guidance provided on March 29, 2019
- GAAP net loss per fully diluted ADS in the second quarter of 2019 was 11 cents, with non-GAAP net loss of 8 cents per fully diluted ADS.
- Revenue growth in the third quarter of 2019 is expected to range between 5% and 11% compared to Q2 2019.

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 second quarter ending June 30, 2019.

Financial Highlights for the Second Quarter ending June 30, 2019:

O2Micro International Limited (the "Company") reported Q2 2019 revenue of \$14.3 million. Revenue was up 11.8% sequentially, and down 6.1% from the same quarter in the previous year. The gross margin in the second quarter of 2019 was 50.1%, which is down from 50.5% in the prior quarter, and down from 52.1% in the second quarter of 2018. The gross margin remains in our target range and varies primarily with the quarterly revenue and product mix. During the second quarter of 2019, the Company recorded total GAAP operating expenses of \$9.7 million, compared to \$10.1 million in the first quarter of 2019, and \$9.7 million in the year-ago Q2 period. The GAAP operating margins for the second quarter of 2019, the first quarter of 2019, and second quarter of 2018 were (18.1%), (28.4%), and (11.9%), respectively.

GAAP net loss was \$2.8 million in Q2 2019. This compares to a GAAP net loss of \$3.8 million in the first quarter of 2019 and a GAAP net income of \$1.4 million in Q2 2018. GAAP net loss per fully diluted ADS was \$0.11 in Q2 2019. This compares to a GAAP net loss per fully diluted ADS of \$0.15 in Q1 2019 and a GAAP net income per fully diluted ADS of \$0.6 in Q2 2018.

Supplementary Data:

The Company ended the second quarter of 2019 with \$34.9 million in cash and short-term investments or \$1.32 per outstanding ADS. The accounts receivable balance was \$11.1 million and represented 62 days sales outstanding at the end of Q2 2019. Inventory was \$9.9 million or 130 days and turned over 2.8 times during Q2 2019. As of June 30, 2019, the Company had \$49.7 million in working capital and the book value was \$72.7 million, or \$2.76 per outstanding ADS. As of June 30th, 2019, O2Micro International Limited had a total of 387 employees worldwide, including 246 engineers.

Management Commentary:

"We forecast the second half of 2019 will show strength in our growth drivers. Our TV products have been adopted globally by many first-tier customers along with increased design wins, while our monitor business grow strong for industrial application. We expand the product line of battery products are showing expanded adoption in the automotive, power tools, uninterrupted power supplies, and household appliance markets. Growth of our smartphone products are also showing more opportunity in the upcoming quarters with new efficient and adaptable products, although still a new market for us.", said Sterling Du, O2Micro's Chairman and CEO. "We believe our solutions and design wins for these product segments will provide for ongoing growth in a dynamic consumer market and lead O2Micro back to long term profitability."

Conference Call:

O2Micro will hold its first quarter conference call today, August 2, 2019, at 6:00AM Pacific, 9:00AM Eastern. You may participate using the following dial-in information.

Conference Code: 6588373

Participants, Int'l Toll: +1 334-777-6978

Participants, US/CAN: 800-367-2403

The Call-in Audio Replay will be available from Aug 2, 2019 12:00 Eastern Time (US & Canada) (UTC-05:00) through Aug 8, 2019 12:00 Eastern Time (US & Canada) (UTC 5:00)

<https://event.mymeetingroom.com/Public/WebRegistration/ZW5jPXNhQWNhoekF6VkjMGw4UmZIZ2psSCt5YmxkeVFhQ0NNNFzcUF2RFcrrSt3WU5HZTN0M3IzQ1dnd11MOXIFSRlNjJqR3VDQC>

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 June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
NET SALES	\$ 14,271	\$ 15,205	\$ 27,034	\$ 29,313
COST OF SALES	7,125	7,290	13,441	14,176
GROSS PROFIT	7,146	7,915	13,593	15,137
OPERATING EXPENSES				
Research and development (1)	4,846	4,695	9,956	9,501
Selling, general and administrative (1)	4,879	5,035	9,835	9,999
Total Operating Expenses	9,725	9,730	19,791	19,500
LOSS FROM OPERATIONS	(2,579)	(1,815)	(6,198)	(4,363)
NON-OPERATING INCOME				
Interest income	107	114	164	211
Net (loss) gain recognized on long-term investments	(187)	3,118	(172)	12,974
Foreign exchange gain (loss) – net	57	186	(84)	29
Other – net	112	123	253	308
Total Non-operating Income	89	3,541	161	13,522
INCOME (LOSS) BEFORE INCOME TAX	(2,490)	1,726	(6,037)	9,159
INCOME TAX EXPENSE	290	265	589	530
NET INCOME (LOSS)	(2,780)	1,461	(6,626)	8,629
OTHER COMPREHENSIVE INCOME				
Foreign currency translation adjustments	(302)	(968)	(133)	(293)
Unrealized pension gain	2	2	3	4
Total Other Comprehensive Income	(300)	(966)	(130)	(289)
COMPREHENSIVE INCOME (LOSS)	\$ (3,080)	\$ 495	\$ (6,756)	\$ 8,340
EARNINGS (LOSS) PER ADS				
Basic	\$ (0.11)	\$ 0.06	\$ (0.25)	\$ 0.33
Diluted	\$ (0.11)	\$ 0.06	\$ (0.25)	\$ 0.33
ADS UNITS USED IN EARNINGS (LOSS) PER ADS CALCULATION:				
Basic (in thousands)	26,356	26,029	26,325	26,003
Diluted (in thousands)	26,356	26,462	26,325	26,436
(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:				
Research and development	\$ 73	\$ 60	\$ 136	\$ 122
Selling, general and administrative	\$ 313	\$ 294	\$ 575	\$ 596

O₂MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES

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

ASSETS	June 30,	December 31,
	2019	2018
	(Unaudited)	(Audited)
CURRENT ASSETS		
Cash and cash equivalents	\$ 12,955	\$ 32,414
Restricted cash	34	34
Short-term investments	21,950	6,172
Accounts receivable – net	11,143	11,388
Inventories	9,910	10,288
Prepaid expenses and other current assets	2,360	2,276

Total Current Assets	58,352	62,572
LONG-TERM INVESTMENTS	6,463	10,445
PROPERTY AND EQUIPMENT – NET (2)	17,365	13,714
OTHER ASSETS	2,321	2,578
TOTAL ASSETS	<u>\$ 84,501</u>	<u>\$ 89,309</u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Notes and accounts payable	\$ 2,839	\$ 4,582
Income tax payable	384	413
Lease liabilities	975	-
Accrued expenses and other current liabilities	4,420	4,181
Total Current Liabilities	<u>8,618</u>	<u>9,176</u>
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	295	321
Deferred income tax liabilities	673	681
Lease liabilities	2,124	-
Other liabilities	86	85
Total Other Long-Term Liabilities	<u>3,178</u>	<u>1,087</u>
Total Liabilities	<u>11,796</u>	<u>10,263</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 June 30, 2019 and December 31, 2018		
Outstanding – 1,317,526,300 and 1,298,808,750 shares as of June 30, 2019 and December 31, 2018, respectively	33	33
Additional paid-in capital	142,775	143,115
Accumulated deficits	(53,282)	(45,912)
Accumulated other comprehensive income	4,544	4,674
Treasury stock – 351,510,300 and 370,227,850 shares as of June 30, 2019 and December 31, 2018, respectively	(21,365)	(22,864)
Total Shareholders' Equity	<u>72,705</u>	<u>79,046</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 84,501</u>	<u>\$ 89,309</u>

(2) Property and equipment- net includes right-of-used assets under operating lease of \$3,086 as of June 30, 2019