

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 October 2013..

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, Cayman Islands**  
(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 [ x ]    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.

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On October 30, 2013 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 October 30, 2013

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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.

**O2Micro International Limited**  
(Registrant)

Date: January 6, 2014

**/s/ STERLING DU**  
Sterling Du  
Chief Executive Officer

## O2Micro Reports Third Quarter 2013 Financial Results

GEORGE TOWN, Grand Cayman, Oct. 30, 2013 (GLOBE NEWSWIRE) -- O<sub>2</sub>Micro<sup>®</sup> 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 third quarter of 2013, ending September 30, 2013.

### Financial Highlights for the Third Quarter ending September 30, 2013:

O<sub>2</sub>Micro International Limited reported Q3 2013 revenue of \$18.6 million. Revenue was down 1% sequentially and down 19% from the comparable year-ago quarter. The gross margin in the third quarter of 2013 was 51.4%. The gross margin was up from 51.2% in the prior quarter and down from 54.5% in the third quarter of 2012. The gross margin remains in our target range and varies primarily with revenue level and product mix. During the third quarter of 2013, the company recorded total GAAP operating expenses of \$14.2 million, compared to \$14.6 million in the second quarter of 2013 and \$17.3 million in the year-ago Q3 period. The respective GAAP operating margins for the third quarter of 2013, the second quarter of 2013, and the third quarter of 2012 were (25.1%), (26.8%), and (21.2%).

GAAP net loss was \$4.5 million in Q3 2013. This compares to a GAAP net loss of \$4.4 million in the second quarter of 2013 and a GAAP net loss of \$4.3 million in Q3 2012. GAAP net loss per fully diluted ADS was \$0.16 in Q3 2013. This compares to a GAAP net loss per fully diluted ADS of \$0.15 in Q2 2013 and a GAAP net loss per fully diluted ADS of \$0.14 in Q3 2012.

### Financial Highlights for the Nine Months ending September 30, 2013:

O<sub>2</sub>Micro International Limited reported revenue of \$54.7 million for the nine months ending September 30, 2013. This was down 32.4% from \$80.8 million in the comparable nine months of 2012. The gross margins were 50.9% and 55.6% during the corresponding periods of 2013 and 2012, respectively. GAAP operating expenses were \$42.9 million and \$61.6 million in the first nine months of 2013 and 2012, respectively. The respective GAAP operating margins for the comparable periods were (27.6%) and (20.6%). Pretax loss from continuing operations was \$13.3 million in the first nine months of 2013. This compares to a pretax loss from continuing operations of \$15.2 million in the first nine months of 2012. GAAP net loss was \$14.0 million in the first nine months of 2013. This compares to a GAAP net loss of \$15.2 million in the first nine months of 2012. The GAAP net loss per fully diluted ADS was \$0.48 in the first nine months of 2013. This compares to a GAAP net loss per fully diluted ADS of \$0.48 in the corresponding first nine months of 2012.

### Supplementary Data:

The company ended the third quarter of 2013 with \$78.1 million in unrestricted cash and short-term investments or \$2.77 per outstanding ADS. The accounts receivable balance was \$11.5 million and represented 55 days sales outstanding at the end of Q3 2013. Inventory was \$8.1 million or 80 days and turned over 4.5 times during Q3 2013. As of September 30, 2013, the company had \$89.0 million in working capital and the book value was \$131.6 million, or \$4.67 per outstanding ADS.

As of September 30, 2013, O<sub>2</sub>Micro International Limited counted 597 employees, including 335 engineers.

### Management Commentary:

"Our September quarter revenue was in-line with the guidance we provided in July and represents ongoing acceptance of our new products through solid design win activity and market share gains," said Sterling Du, O<sub>2</sub>Micro's Chairman and CEO. "Excluding previous generation products and legacy businesses, our business has grown year-over-year and we continue to believe that our carefully chosen growth drivers of general lighting, battery management, power management and backlighting will contribute to top-line growth in upcoming quarters and lead O<sub>2</sub>Micro back to profitability in the near future."

**Conference Call:** O<sub>2</sub>Micro will hold its third quarter conference call today, October 30, 2013, at 6:00 a.m. PDT, 9:00 a.m. EDT. You may participate using the following dial-in information.

In the US and CANADA: 888-437-9445, pass code #1689610  
INTERNATIONAL participants: 719-325-2495, pass code #1689610

A replay of the call will be available by phone for one week following the live call. The replay can be accessed using the following dial-in information.

In the US and CANADA: 888-203-1112, pass code #1689610  
INTERNATIONAL participants: 719-457-0820, pass code #1689610

A live webcast will also be available on the company website at [www.o2micro.com](http://www.o2micro.com), and an online replay will be available for one week.

### About O<sub>2</sub>Micro

Founded in April 1995, O<sub>2</sub>Micro 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.

O<sub>2</sub>Micro International maintains an extensive portfolio of intellectual property with 24,833 patent claims granted, and over 25,000 more pending. The company maintains offices worldwide. Additional company and product information can be found on the company website at [www.o2micro.com](http://www.o2micro.com).

O<sub>2</sub>Micro, the O<sub>2</sub>Micro logo, and combinations thereof are registered trademarks of O<sub>2</sub>Micro. 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 O<sub>2</sub>Micro's or 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. Such statements involve risks and uncertainties that may cause actual results to differ materially from those set forth in these statements. Factors that could cause actual results to differ materially include risks and uncertainties such as reduced demand for products of electronic equipment manufacturers which include O<sub>2</sub>Micro's products due to adverse economic conditions in general or specifically affecting O<sub>2</sub>Micro's markets, technical difficulties and delays in the developments process, and errors in the products. You are also referred to the Form F-1 in connection with the company's initial public offering in August 2000, Form F-3 in connection with the company's public offering in November 2001, and the annual reports on Form 20-F, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements. The company assumes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

**O<sub>2</sub>MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (UNAUDITED)**  
(In Thousand U.S. Dollars, Except Per Share Amounts)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
NET SALES	\$ 18,617	\$ 22,843	\$ 54,681	\$ 80,843
COST OF SALES	<u>9,056</u>	<u>10,390</u>	<u>26,870</u>	<u>35,933</u>
GROSS PROFIT	<u>9,561</u>	<u>12,453</u>	<u>27,811</u>	<u>44,910</u>
OPERATING EXPENSES (INCOME)				
Research and development (1)	6,514	8,610	19,824	26,075
Selling, general and administrative (1)	7,719	8,692	23,101	26,165
Provision for litigation	--	--	--	9,422
Litigation income	--	--	--	(100)
Total Operating Expenses	<u>14,233</u>	<u>17,302</u>	<u>42,925</u>	<u>61,562</u>
LOSS FROM OPERATIONS	<u>(4,672)</u>	<u>(4,849)</u>	<u>(15,114)</u>	<u>(16,652)</u>
NON-OPERATING INCOME				
Interest income	309	448	1,031	1,324
Foreign exchange gain (loss) – net	(128)	(134)	404	(378)
Other – net	<u>196</u>	<u>497</u>	<u>347</u>	<u>511</u>
Total Non-operating Income	<u>377</u>	<u>811</u>	<u>1,782</u>	<u>1,457</u>
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAX	(4,295)	(4,038)	(13,332)	(15,195)
INCOME TAX EXPENSE	<u>247</u>	<u>293</u>	<u>701</u>	<u>837</u>
LOSS FROM CONTINUING OPERATIONS	(4,542)	(4,331)	(14,033)	(16,032)
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX	<u>--</u>	<u>14</u>	<u>(3)</u>	<u>817</u>
NET LOSS	(4,542)	(4,317)	(14,036)	(15,215)
OTHER COMPREHENSIVE INCOME				
Foreign currency translation adjustments	474	249	(23)	510
Unrealized gain on available-for-sale securities	112	155	141	208
Unrealized pension gain	<u>5</u>	<u>4</u>	<u>14</u>	<u>12</u>
Total Other Comprehensive Income	<u>591</u>	<u>408</u>	<u>132</u>	<u>730</u>

COMPREHENSIVE LOSS	<u>\$ (3,951)</u>	<u>\$ (3,909)</u>	<u>\$ (13,904)</u>	<u>\$ (14,485)</u>
BASIC EARNINGS (LOSS) PER ADS				
Continuing operations	\$ (0.16)	\$ (0.14)	\$ (0.48)	\$ (0.51)
Discontinued operations	<u>--</u>	<u>--</u>	<u>--</u>	<u>0.03</u>
	<u>\$ (0.16)</u>	<u>\$ (0.14)</u>	<u>\$ (0.48)</u>	<u>\$ (0.48)</u>
DILUTED EARNINGS (LOSS) PER ADS				
Continuing operations	\$ (0.16)	\$ (0.14)	\$ (0.48)	\$ (0.51)
Discontinued operations	<u>--</u>	<u>--</u>	<u>--</u>	<u>0.03</u>
	<u>\$ (0.16)</u>	<u>\$ (0.14)</u>	<u>\$ (0.48)</u>	<u>\$ (0.48)</u>
ADS UNITS USED IN EARNINGS (LOSS) PER ADS CALCULATION:				
Basic (in thousands)	<u>28,318</u>	<u>30,943</u>	<u>28,968</u>	<u>31,375</u>
Diluted (in thousands)	<u>28,318</u>	<u>30,943</u>	<u>28,968</u>	<u>31,375</u>
(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:				
Research and development	\$ 173	\$ 231	\$ 530	\$ 734
Selling, general and administrative	\$ 465	\$ 553	\$ 1,430	\$ 1,591

**O<sub>2</sub>MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEET**  
(In Thousand U.S. Dollars, Except Share Amounts)

	<u>September 30,</u>	<u>December 31,</u>
	<u>2013</u>	<u>2012</u>
	<u>(Unaudited)</u>	<u>(Audited)</u>
<b><u>ASSETS</u></b>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 34,309	\$ 27,898
Restricted cash	175	177
Short-term investments	43,788	69,427
Accounts receivable – net	11,455	8,773
Inventories	8,141	7,917
Prepaid expenses and other current assets	<u>1,731</u>	<u>1,957</u>
Total Current Assets	99,599	116,149
LONG-TERM INVESTMENTS	15,924	15,530
PROPERTY AND EQUIPMENT – NET	23,637	26,142
OTHER ASSETS		
Restricted assets	10,000	10,000
Intangible assets	--	31
Other Assets	<u>3,323</u>	<u>3,474</u>
Total Other Assets	13,323	13,505
TOTAL ASSETS	<u>\$152,483</u>	<u>\$171,326</u>
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
CURRENT LIABILITIES		
Notes and accounts payable	\$ 4,902	\$ 3,756
Income tax payable	218	362

Accrued expenses and other current liabilities	5,510	6,577
Total Current Liabilities	<u>10,630</u>	<u>10,695</u>
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	676	708
Other liabilities	<u>9,551</u>	<u>9,551</u>
Total Other Long-Term Liabilities	10,227	10,259
Total Liabilities	<u>20,857</u>	<u>20,954</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 – 1,660,786,600 shares as of September 30, 2013 and December 31, 2012, respectively	33	33
Additional paid-in capital	139,582	138,793
Retained earnings	2,829	16,865
Accumulated other comprehensive income	7,997	7,865
Treasury stock – 250,502,950 and 162,072,500 shares as of September 30, 2013 and December 31, 2012, respectively	<u>(18,815)</u>	<u>(13,184)</u>
Total Shareholders' Equity	<u>131,626</u>	<u>150,372</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$152,483</u>	<u>\$171,326</u>

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