
**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 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 August 3, 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 August 3, 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: August 3, 2017

/s/ Sterling Du
Sterling Du
Chief Executive Officer

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,	
	2017	2016	2017	2016
NET SALES	\$ 14,514	\$ 13,222	\$ 29,468	\$ 26,207
COST OF SALES	7,127	6,521	14,194	13,168
GROSS PROFIT	7,387	6,701	15,274	13,039
OPERATING EXPENSES				
Research and development (1)	4,501	3,775	8,553	7,567
Selling, general and administrative (1)	4,440	5,020	9,494	9,874
Litigation income	-	-	(19)	(23)
Total Operating Expenses	8,941	8,795	18,028	17,418
LOSS FROM OPERATIONS	(1,554)	(2,094)	(2,754)	(4,379)
NON-OPERATING INCOME				
Interest income	90	76	169	153
Foreign exchange gain (loss) – net	57	(303)	(159)	(507)
Gain on sale of long-term investments	20	413	20	425
Other – net	183	179	285	416
Total Non-operating Income	350	365	315	487
LOSS BEFORE INCOME TAX	(1,204)	(1,729)	(2,439)	(3,892)
INCOME TAX EXPENSE	230	237	452	438
NET LOSS	(1,434)	(1,966)	(2,891)	(4,330)
OTHER COMPREHENSIVE INCOME				
Foreign currency translation adjustments	72	139	793	573
Unrealized gain (loss) on available-for-sale securities	-	531	(1)	531

Unrealized pension gain	1	-	2	-
Total Other Comprehensive Gain	73	670	794	1,104
COMPREHENSIVE LOSS	\$ (1,361)	\$ (1,296)	\$ (2,097)	\$ (3,226)
BASIC AND DILUTED LOSS PER ADS	\$ (0.06)	\$ (0.08)	\$ (0.11)	\$ (0.17)
ADS UNITS USED IN LOSS PER ADS CALCULATION:				
Basic (in thousands)	25,864	25,673	25,852	25,686
Diluted (in thousands)	25,864	25,673	25,852	25,686
(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:				
Research and development	\$ 54	\$ 60	\$ 114	\$ 125
Selling, general and administrative	\$ 325	\$ 360	\$ 697	\$ 733

O₂MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES

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

	June 30, 2017	December 31, 2016
	(Unaudited)	(Audited)
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 28,850	\$ 31,332
Restricted cash	34	32
Short-term investments	18,640	21,532
Accounts receivable – net	8,815	7,205
Inventories	10,023	9,275
Prepaid expenses and other current assets	1,830	1,106
Total Current Assets	68,192	70,482
LONG-TERM INVESTMENTS	4,245	4,253
PROPERTY AND EQUIPMENT – NET	14,030	13,736
OTHER ASSETS	1,962	2,218
TOTAL ASSETS	\$ 88,429	\$ 90,689
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Notes and accounts payable	\$ 4,132	\$ 4,329

Income tax payable	274	180
Accrued expenses and other current liabilities	3,495	4,102
Total Current Liabilities	<u>7,901</u>	<u>8,611</u>
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	291	281
Deferred income tax liabilities	940	930
Other liabilities	86	83
Total Other Long-Term Liabilities	<u>1,317</u>	<u>1,294</u>
Total Liabilities	<u>9,218</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 June 30, 2017 and December 31, 2016, respectively		
Outstanding – 1,292,047,650 and 1,279,124,900 shares as of June 30, 2017 and December 31, 2016, respectively	33	33
Additional paid-in capital	142,253	142,738
Accumulated deficits	(44,263)	(41,372)
Accumulated other comprehensive income	5,209	4,415
Treasury stock – 376,988,950 and 389,911,700 shares as of June 30, 2017 and December 31, 2016, respectively	<u>(24,021)</u>	<u>(25,030)</u>
Total Shareholders' Equity	<u>79,211</u>	<u>80,784</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 88,429</u>	<u>\$ 90,689</u>

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