
**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 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 May 1, 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 May 1, 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: May 1, 2019

/s/ Sterling Du
Sterling Du
Chief Executive Officer

O2Micro Reports First Quarter 2019 Financial Results

GEORGE TOWN, Grand Cayman, May 01, 2019 (GLOBE NEWSWIRE) --

Operational and Strategic Highlights:

- Q1 2019 revenue was down 9.5 % from the same quarter in the previous year and down 23.0% sequentially and within the range of adjusted guidance provided on March 29, 2019. As announced, this adjustment was primarily the result of an inventory correction in key markets.
- GAAP net loss per fully diluted ADS in the first quarter of 2019 was 15 cents, with non-GAAP net loss of 13 cents per fully diluted ADS.
- Revenue growth in the second quarter of 2019 is expected to range between 0% and 8% compared to Q1 2019.
- Activated an expense reduction plan to reduce our breakeven point.

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, 2019.

Financial Highlights for the First Quarter ending March 31, 2019:

O2Micro International Limited (the "Company") reported Q1 2019 revenue of \$12.8 million. Revenue was down 23.0% sequentially, and down 9.5% from the same quarter in the previous year. The gross margin in the first quarter of 2019 was 50.5%, which was up from 50.3% in the prior quarter, and down from 51.2% in the first quarter of 2018. The gross margin remains in our target range and varies primarily with the quarterly revenue and product mix. During the first quarter of 2019, the Company recorded total GAAP operating expenses of \$10.1 million, compared to \$10.4 million in the fourth quarter of 2018, and \$9.8 million in the year-ago Q1 period. The GAAP operating margins for the first quarter of 2019, the fourth quarter of 2018, and first quarter of 2018 were (28.4%), (12.4%), and (18.1%), respectively.

GAAP net loss was \$3.8 million in Q1 2019. This compares to a GAAP net loss of \$3.1 million in the fourth quarter of 2018 and a GAAP net income of \$7.2 million in Q1 2018. GAAP net loss per fully diluted ADS was \$0.15 in Q1 2019. This compares to a GAAP net loss per fully diluted ADS of \$0.12 in Q4 2018 and a GAAP net income per fully diluted ADS of \$0.27 in Q1 2018.

Supplementary Data:

The Company ended the first quarter of 2019 with \$35.2 million in cash and short-term investments or \$1.33 per outstanding ADS. The accounts receivable balance was \$8.6 million and represented 70 days sales outstanding at the end of Q1 2019. Inventory was \$10.6 million or 149 days and turned over 2.4 times during Q1 2019. As of March 31, 2019, the Company had \$50.7 million in working capital and the book value was \$75.5 million, or \$2.86 per outstanding ADS. As of March 31, 2019, O2Micro International Limited had a total of 402 employees worldwide, including 257 engineers.

Management Commentary:

"Our primary growth drivers continue to show promise and projected growth into 2019. Our TV products have had increased design wins and our battery products are showing increased adoption with new and existing customers including automotive, power tools, uninterrupted power supplies, and household appliances. Our smartphone products are showing opportunity for growth as well, although still breaking into the market," 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, May 1, 2019, at 6:00AM Pacific, 9:00AM Eastern. You may participate using the following dial-in information.

Conference Code: 2520056

Participants, Int'l Toll: +1 334-323-0522

Participants, US/CAN: 800-667-5617

The Call-in Audio Replay will be available from May 1, 2019 12:00 Eastern Time (US & Canada) (UTC-05:00) through May 8, 2019 12:00 Eastern Time (US & Canada) (UTC 5:00)

<https://event.mymeetingroom.com/Public/ReplayNumberViewPage/2520056?instance=1&language=english&webreg=True>

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,	
	2019	2018
NET SALES	\$ 12,763	\$ 14,108
COST OF SALES	6,316	6,886
GROSS PROFIT	6,447	7,222
OPERATING EXPENSES		
Research and development (1)	5,110	4,806
Selling, general and administrative (1)	4,956	4,964
Total Operating Expenses	10,066	9,770
LOSS FROM OPERATIONS	(3,619)	(2,548)
NON-OPERATING INCOME		
Interest income	57	97
Net gain recognized on long-term investments	15	9,856
Foreign exchange loss – net	(141)	(157)
Other – net	141	185
Total Non-operating Income	72	9,981
INCOME (LOSS) BEFORE INCOME TAX	(3,547)	7,433
INCOME TAX EXPENSE	299	265
NET INCOME (LOSS)	(3,846)	7,168
OTHER COMPREHENSIVE INCOME		
Foreign currency translation adjustments	169	675
Unrealized pension gain	1	2
Total Other Comprehensive Income	170	677

COMPREHENSIVE INCOME (LOSS)	\$ (3,676)	\$ 7,845
EARNINGS (LOSS) PER ADS		
Basic	\$ (0.15)	\$ 0.28
Diluted	\$ (0.15)	\$ 0.27
ADS UNITS USED IN EARNINGS (LOSS) PER ADS CALCULATION:		
Basic (in thousands)	26,294	25,977
Diluted (in thousands)	26,294	26,477
(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:		
Research and development	\$ 63	\$ 62
Selling, general and administrative	\$ 262	\$ 302

O₂MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES

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

	March 31, 2019 (Unaudited)	December 31, 2018 (Audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 31,058	\$ 32,414
Restricted cash	34	34
Short-term investments	4,189	6,172
Accounts receivable – net	8,592	11,388
Inventories	10,608	10,288
Prepaid expenses and other current assets	2,347	2,276
Total Current Assets	56,828	62,572
LONG-TERM INVESTMENTS	8,567	10,445
PROPERTY AND EQUIPMENT – NET	15,283	13,714
OTHER ASSETS	2,444	2,578
TOTAL ASSETS	\$ 83,122	\$ 89,309
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Notes and accounts payable	\$ 1,746	\$ 4,582
Income tax payable	444	413
Lease liabilities	727	-
Accrued expenses and other current liabilities	3,188	4,181
Total Current Liabilities	6,105	9,176
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	315	321
Deferred income tax liabilities	735	681

Lease liabilities	344	
Other liabilities	87	85
Total Other Long-Term Liabilities	<u>1,481</u>	<u>1,087</u>
Total Liabilities	<u>7,586</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 March 31, 2019 and December 31, 2018		
Outstanding – 1,321,078,750 and 1,298,808,750 shares as of March 31, 2019 and December 31, 2018, respectively	33	33
Additional paid-in capital	142,424	143,115
Accumulated deficits	(50,440)	(45,912)
Accumulated other comprehensive income	4,844	4,674
Treasury stock – 347,957,850 and 370,227,850 shares as of March 31, 2019 and December 31, 2018, respectively	<u>(21,325)</u>	<u>(22,864)</u>
Total Shareholders' Equity	<u>75,536</u>	<u>79,046</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 83,122</u>	<u>\$ 89,309</u>

O2Micro
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