

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 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  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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_.

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On May 1, 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 May 1, 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: May 2, 2013

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

## O2Micro Reports First Quarter 2013 Financial Results

GEORGE TOWN, Grand Cayman, May 1, 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 first quarter of 2013, ending March 31, 2013.

### Financial Highlights for the First Quarter ending March 31, 2013:

O<sub>2</sub>Micro International Limited reported Q1 2013 revenue of \$17.3 million. Revenue was up 3% sequentially and down 42% from the comparable year-ago quarter. The gross margin in the first quarter of 2013 was 50.0%. The gross margin was down from 51.6% in the prior quarter and down from 56.2% in the first quarter of 2012. The gross margin remains in our target range and varies primarily with revenue level and product mix. During the first quarter of 2013, the company recorded total GAAP operating expenses of \$14.1 million, compared to \$20.0 million in the fourth quarter of 2012 and \$17.1 million in the year-ago Q1 period. The respective GAAP operating margins for the first quarter of 2013, the fourth quarter of 2012, and first quarter of 2012 were (31.2 %), (67.3 %), and (1.3 %).

GAAP net loss was \$5.1 million in Q1 2013. This compares to a GAAP net loss of \$10.6 million in the fourth quarter of 2012 and GAAP net income of \$44,000 in Q1 2012. GAAP net loss per fully diluted ADS was \$0.17 in Q1 2013. This compares to a GAAP net loss per fully diluted ADS of \$0.35 in Q4 2012 and GAAP net income per fully diluted ADS of \$0.00 in Q1 2012.

### Supplementary Data:

The company ended the first quarter of 2013 with \$88.8 million in unrestricted cash and short-term investments or \$3.01 per outstanding ADS. The accounts receivable balance was \$9.3 million and represented 47 days sales outstanding at the end of Q1 2013. Inventory was \$7.1 million or 78 days and turned over 4.6 times during Q1 2013. As of March 31, 2013, the company had \$98.9 million in working capital and the book value was \$143.2 million, or \$4.85 per outstanding ADS.

As of March 31, 2013, O<sub>2</sub>Micro International Limited counted 613 employees, including 339 engineers.

### Management Commentary:

"We are pleased to report a solid quarter with sequential revenue growth," said Sterling Du, O<sub>2</sub>Micro's Chairman and CEO. "Looking forward, customers continue to order conservatively at the lower ranges of lead times and inventories remain very low. We continue to see solid acceptance of our new products in design win activity and we have great confidence in our carefully chosen growth drivers including LED general lighting, backlighting, battery management and power management. We continue to believe that our growth drivers will significantly contribute to revenue and lead to growth in future quarters."

**Conference Call:** O<sub>2</sub>Micro will hold its first quarter conference call today, May 1, 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: 888-438-5525, pass code # 9442190  
INTERNATIONAL participants: 719-325-2454, pass code # 9442190

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 # 9442190  
INTERNATIONAL participants: 719-457-0820, pass code # 9442190

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 23,182 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>March 31,</b>	
	<b>2013</b>	<b>2012</b>
NET SALES	\$17,349	\$29,687
COST OF SALES	<u>8,681</u>	<u>13,013</u>
GROSS PROFIT	<u>8,668</u>	<u>16,674</u>
OPERATING EXPENSES		
Research and development (1)	6,564	8,623
Selling, general and administrative (1)	7,524	8,531
Litigation income	<u>--</u>	<u>(100)</u>
Total Operating Expenses	<u>14,088</u>	<u>17,054</u>
LOSS FROM OPERATIONS	<u>(5,420)</u>	<u>(380)</u>
NON-OPERATING INCOME		
Interest income	379	435
Foreign exchange gain (loss) – net	212	(110)
Other – net	<u>5</u>	<u>6</u>
Total Non-operating Income	<u>596</u>	<u>331</u>
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAX	(4,824)	(49)
INCOME TAX EXPENSE	<u>230</u>	<u>245</u>
LOSS FROM CONTINUING OPERATIONS	(5,054)	(294)
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX	<u>(3)</u>	<u>338</u>
NET INCOME (LOSS)	(5,057)	44
OTHER COMPREHENSIVE INCOME		
Foreign currency translation adjustments	(558)	510
Unrealized gain on available-for-sale securities	65	174
Unrealized pension gain	<u>4</u>	<u>4</u>
Total Other Comprehensive Income (Loss)	<u>(489)</u>	<u>688</u>
COMPREHENSIVE INCOME (LOSS)	<u>\$ (5,546)</u>	<u>\$ 732</u>
BASIC EARNINGS (LOSS) PER ADS		
Continuing operations	\$ (0.17)	\$ (0.01)
Discontinued operations	<u>--</u>	<u>0.01</u>
	<u>\$ (0.17)</u>	<u>\$ --</u>
DILUTED EARNINGS (LOSS) PER ADS		
Continuing operations	\$ (0.17)	\$ (0.01)

Discontinued operations	--	0.01
	<u>\$ (0.17)</u>	<u>\$ -</u>

ADS UNITS USED IN EARNINGS (LOSS) PER ADS CALCULATION:

Basic (in thousands)	<u>29,738</u>	<u>31,736</u>
Diluted (in thousands)	<u>29,738</u>	<u>32,522</u>

(1) INCLUDES STOCK-BASED COMPENSATION CHARGE AS FOLLOWS:

Research and development	\$183	\$252
Selling, general and administrative	\$499	\$468

**O<sub>2</sub>MICRO INTERNATIONAL LIMITED AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEET**

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

	<u>March 31,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
	(Unaudited)	(Audited)
<b><u>ASSETS</u></b>		
CURRENT ASSETS		
Cash and cash equivalents	\$19,863	\$27,898
Restricted cash	173	177
Short-term investments	68,910	69,427
Accounts receivable – net	9,345	8,773
Inventories	7,114	7,917
Prepaid expenses and other current assets	<u>2,140</u>	<u>1,957</u>
Total Current Assets	107,545	116,149
LONG-TERM INVESTMENTS	15,592	15,530
PROPERTY AND EQUIPMENT – NET	25,064	26,142
OTHER ASSETS		
Restricted assets	10,000	10,000
Intangible assets	15	31
Other Assets	<u>3,780</u>	<u>3,474</u>
Total Other Assets	13,795	13,505
TOTAL ASSETS	<u>\$161,996</u>	<u>\$171,326</u>
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
CURRENT LIABILITIES		
Notes and accounts payable	\$3,704	\$3,756
Income tax payable	333	362
Accrued expenses and other current liabilities	<u>4,572</u>	<u>6,577</u>
Total Current Liabilities	8,609	10,695
OTHER LONG-TERM LIABILITIES		
Accrued pension liabilities	682	708
Other liabilities	<u>9,551</u>	<u>9,551</u>
Total Other Long-Term Liabilities	10,233	10,259
Total Liabilities	<u>18,842</u>	<u>20,954</u>

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY

Preference shares at \$0.00002 par value per share

Authorized – 250,000,000 shares

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Ordinary shares at \$0.00002 par value per share

Authorized – 4,750,000,000 shares

Issued – 1,660,786,600 shares as of March 31, 2013 and December 31, 2012, respectively

33 33

Additional paid-in capital

138,319 138,793

Retained earnings

11,808 16,865

Accumulated other comprehensive income

7,376 7,865

Treasury stock – 184,853,500 and 162,072,500 shares as of March 31, 2013 and December 31, 2012, respectively

(14,382) (13,184)

Total Shareholders' Equity

143,154 150,372

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY

\$161,996 \$171,326

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