

O2MICRO INTERNATIONAL LTD  
Form SC 13G  
November 06, 2015

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

(Amendment No. \_\_)\*

O2Micro International Limited  
(Name of Issuer)

American Depositary Shares ("ADS"), one of which  
represents fifty ordinary shares, par value \$0.00002 per  
share  
(Title of Class of Securities)

67107W100  
(CUSIP Number)

August 24, 2015  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

o Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**SCHEDULE 13G**

**CUSIP No. 67107W100 Page 2 of 5 Pages**

<b>1</b>	<b>NAME OF REPORTING PERSON</b> Lloyd I. Miller, III
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*</b> (a) <input type="radio"/> (b) <input type="radio"/>
<b>3</b>	<b>SEC USE ONLY</b>
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5 SOLE VOTING POWER</b> 1,425,000 ADS <b>6 SHARED VOTING POWER</b> 0 ADS <b>7 SOLE DISPOSITIVE POWER</b> 1,425,000 ADS <b>8 SHARED DISPOSITIVE POWER</b> 0 ADS
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>

1,425,000 ADS  
**CHECK BOX IF**  
**THE**  
**AGGREGATE**  
**AMOUNT IN**            0  
**10**            **ROW (9)**  
**EXCLUDES**  
**CERTAIN**  
**SHARES**  
**PERCENT OF CLASS**  
**11**            **REPRESENTED BY**  
**AMOUNT IN ROW (9)**  
5.5%<sup>1</sup>  
**12**            **TYPE OF REPORTING**  
**PERSON**  
OO\*\*

\*\* See Item 4.

<sup>1</sup> The percentage reported in this Schedule 13G was calculated using number of outstanding ordinary share of 1,291,845,550 as of September 30, 2015 reported in the Issuer's most recent 6-K filed with U.S. Securities and Exchange Commission on November 4, 2015.

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Item 1(a).	Name of Issuer:	O2Micro International Limited
Item 1(b).	Address of Issuers's Principal Executive Offices:	Grand Pavilion Commercial Centre West Bay Road, P.O. Box 32331, SMB, George Town Grand Cayman, Cayman Islands
Item 2(a).	Name of Person Filing:	Lloyd I. Miller, III
Item 2(b).	Address of Principal Business Office or, if None, Residence:	3300 South Dixie Highway Suite 1-365 West Palm Beach, Florida 33405
Item 2(c).	Citizenship:	U.S.A.
Item 2(d).	Title of Class of Securities:	ADS, one of which represents fifty Ordinary Shares, par value \$0.00002 per share
Item 2(e).	CUSIP Number:	67107W100

Item 3. IF THIS STATEMENT IS FILED  
PURSUANT TO RULE 13d-1(b) OR 13d-2(b)  
or (c), CHECK WHETHER THE PERSON  
FILING IS A:

Not Applicable, this statement is filed pursuant  
to 13d-1(c)

Item 4. OWNERSHIP: Mr. Miller has sole voting and  
dispositive power with respect to 1,425,000 of  
the reported securities as (i) manager of a  
limited liability company that is the adviser to a  
certain trust, (ii) manager of a limited liability  
company that is the general partner of a certain

limited partnership, and (iii) manager of a limited liability company.

(a) 1,425,000 ADS

(b) 5.5%<sup>2</sup>

(c) (i) sole voting power: 1,425,000 ADS

(ii) shared voting power: 0 ADS

(iii) sole dispositive power: 1,425,000 ADS

(iv) shared dispositive power: 0 ADS

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

<sup>2</sup> See Footnote 1.

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Item  
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

Item  
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable

Item  
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

Item  
9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item  
10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2015      /s/ Lloyd I. Miller,  
III  
Lloyd I. Miller, III