

Edgar Filing: OPTI INC - Form SC 13D/A

OPTI INC  
Form SC 13D/A  
May 23, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 10)1

OPTI, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 Par Value

-----  
(Title of Class of Securities)

683960108

-----  
(CUSIP Number)

Scott B. Bernstein, Esq.  
Caxton Associates, L.L.C.  
731 Alexander Road, Bldg. 2  
Princeton, New Jersey 08540  
(609) 419-1800

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 16, 2002

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Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f), or 13d-1 (g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 9 Pages)

1 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

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provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 683960108

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Caxton International Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 1,113,200

EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER  
WITH 1,113,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,113,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.6%

14 TYPE OF REPORTING PERSON\*

CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 683960108

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Caxton Associates, L.L.C.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

Not Applicable

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
NUMBER OF 7 SOLE VOTING POWER  
0  
SHARES -----

BENEFICIALLY 8 SHARED VOTING POWER  
1,113,200  
OWNED BY -----

EACH 9 SOLE DISPOSITIVE POWER  
0  
REPORTING -----

PERSON 10 SHARED DISPOSITIVE POWER  
1,113,200  
WITH -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,113,200

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.6%

-----  
14 TYPE OF REPORTING PERSON\*  
CO

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP NO. 683960108

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Bruce S. Kovner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF 7 SOLE VOTING POWER  
0  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER  
1,113,200  
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER  
0  
REPORTING

PERSON 10 SHARED DISPOSITIVE POWER  
1,113,200  
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,113,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.6%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment 10 to Schedule 13D relates to the Common Stock, par Value \$.01 per share (the "Common Stock"), of OPTI, Inc., a California corporation (the "Company"), 888 Tasman Drive, Milpitas, CA 95035

Item 5. Interest in Securities of the Issuer.

The first paragraph of subparagraph (a) of Item 5 of the Schedule D is hereby amended by replacing said paragraph with the following paragraph:

(a) Caxton International beneficially owns 1,113,200 shares of Common Stock, representing approximately 7.6% of the total shares of Common Stock issued and outstanding. The decrease in beneficial ownership from the date of Amendment No. 9 to Schedule 13D filed February 16, 2001 is a result of an increase by the Company of its total number of outstanding shares.

Subparagraph (c) of Item 5 of the Schedule 13D is hereby amended by adding the following sentence:

(c) Caxton International Limited sold additional shares of Common Stock in a series of open market transactions effected primarily with independent brokers and, to a lesser extent, directly with market makers utilizing the NASDAQ System, during the last 60 days See Schedule A for disclosure of (1) the date, (2) the price and (3) the amount of shares sold by Caxton International during the past 60 days.

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

May 16, 2002

CAXTON INTERNATIONAL LIMITED

By:/s/Joseph Kelly  
Name: Joseph Kelly  
Title: Vice President & Treasurer

By:/s/Maxwell Quin  
Name: Maxwell Quin  
Title: Vice President & Secretary

CAXTON ASSOCIATES, L.L.C.

By:/s/Scott B. Bernstein  
Name: Scott B. Bernstein  
Title: Secretary

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/s/Bruce S. Kovner  
Bruce S. Kovner, by Scott B. Bernstein as  
Attorney-in-Fact

Schedule A

Caxton International Limited		
Trade Date	No of Shares Purchased (Sold)	Price Per Share (Excluding Commission)
15-APR-02	(500)	1.55000