

O2MICRO INTERNATIONAL LTD  
Form SC 13G/A  
January 30, 2017

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G/A**

(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. 1)\***

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)

December 31, 2016  
(Date of Event which Requires Filing of this Statement)

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

o Rule 13d-1(b)

p 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/A1**

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

**NAME OF REPORTING PERSON**

**1**

Lloyd I.  
Miller, III

**CHECK THE APPROPRIATE**

**2**

**BOX IF A (a)**   
**MEMBER OF A GROUP\***

**(b)**

**3**

**SEC USE ONLY**

**4**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

**NUMBER OF SHARES**

**5 SOLE VOTING POWER**  
1,514,711 ADS

**BENEFICIALLY**

**6 SHARED VOTING POWER**  
0 ADS

**OWNED BY**

**7 SOLE DISPOSITIVE POWER**  
1,514,711 ADS

**EACH**

**REPORTING**

**PERSON**

**8 SHARED DISPOSITIVE POWER**  
0 ADS

**WITH**

**9**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
1,514,711 ADS

**CHECK BOX IF**  
**THE**  
**AGGREGATE**  
**AMOUNT IN**            0  
**ROW (9)**  
**EXCLUDES**  
**CERTAIN**  
**SHARES**  
**PERCENT OF CLASS**  
**REPRESENTED BY**  
**AMOUNT IN ROW (9)**  
5.9%<sup>1</sup>  
**TYPE OF REPORTING**  
**PERSON**  
IN-OO\*\*

\*\* See Item 4.

<sup>1</sup> The percentage reported in this Schedule 13G/A was calculated using number of outstanding ordinary shares of 1,279,624,350 according to the 6-K filed by the Issuer on November 2, 2016.

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- Item 1(a). Name of Issuer: O2Micro International Limited  
 Address of Issuers's
- Item 1(b). 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  
 Address of Principal
- Item 2(b). 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 1,514,711 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, (iii) manager of certain limited liability companies, and (iv) an individual.  
 (a) 1,514,711 ADS  
 (b) 5.9%<sup>2</sup>  
 (i) sole voting  
 (c) power: 1,514,711 AD  
 (ii) shared voting  
 power: 0 ADS  
 (iii) sole dispositive  
 power: 1,514,711 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.

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

Other than shares held directly by Lloyd I. Miller, III, 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: January 30, 2017 /s/ Lloyd I. Miller, III  
Lloyd I. Miller, III