

O2MICRO INTERNATIONAL LTD  
Form F-6  
November 07, 2005

As filed with the Securities and Exchange Commission on November 7, 2005

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM F-6**  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933  
For Depositary Shares Evidenced by American Depositary Receipts

of

**O2MICRO INTERNATIONAL LIMITED**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**CAYMAN ISLANDS**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depository as specified in its charter)

**One Wall Street, New York, N.Y. 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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**The Bank of New York**  
**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**  
**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

#### CALCULATION OF REGISTRATION FEE

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
<b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, par value \$0.00002 each, of O2 Micro International Limited.</b>	<b>100,000,000 American Depositary Shares</b>	<b>\$5.00</b>	<b>\$5,000,000</b>	<b>\$588.50</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.**

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The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6, 8 and 22

(x) Limitation upon the liability of the depositary

Articles number 14, 18, 19 and 21

3. Fees and Charges  
Item - 2.

Articles number 7 and 8

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of \_\_\_\_\_, 2005, among O2Micro International Limited, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 7, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, par value \$0.00002 each, of O2Micro International Limited

By:

The Bank of New York,  
As Depositary

By: /s/ Joanne F. DiGiovanni

Joanne F. DiGiovanni

Vice President

Pursuant to the requirements of the Securities Act of 1933, O2Micro International Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Santa Clara, State of California on November 7, 2005.

O2MICRO INTERNATIONAL LIMITED

By: /s/ Sterling Du

Name: Sterling Du

Title: Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Sterling Du and James Keim, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 7, 2005.

/s/ James Keim

Name: James Keim  
Director

/s/ Sterling Du

Name: Sterling Du  
Chief Executive Officer and Chairman

of the Board

(Principal Executive Officer)

/s/ Michael Austin

Name: Michael Austin  
Director

/s/ Chuan Chiung Kuo

Name: Chuan Chiung Kuo

Chief Financial Officer and Director  
(Principal Financial and Accounting Officer)

/s/ Lawrence Lin

Name: Lawrence Lin  
Director

/s/ Sterling Du

Name: Sterling Du

Authorized U.S. Representative

/s/ Geok Ling Goh

Name: Geok Ling Goh  
Director

/s/ Xiaolang Yan

Name: Xiaolang Yan  
Director

/s/ Keisuke Yawata  
Name: Keisuke Yawata  
Director

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
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4	Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.