

OPTI INC  
Form 10-Q  
August 14, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 10-Q**

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**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2007

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-21422

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**OPTi Inc.**

(Exact name of registrant as specified in Its charter)

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**CALIFORNIA**  
(State or other jurisdiction of  
  
incorporated or organization)

**77-0220697**  
(I.R.S. Employer  
  
Identification No.)

**3430 W. Bayshore Road, Suite 103 Palo Alto, California**  
(Address of principal executive office)

**94303**  
(Zip Code)

Registrant's telephone number, including area code (650) 213-8550

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Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one).

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes  No

The number of shares outstanding of the registrant's common stock as of July 31, 2007 was 11,641,903.

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**OPTi Inc.**

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**Table of Contents****PART I: FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****OPTi INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(in thousands)**

|  | <b>June 30, 2007</b><br><b>(unaudited)</b> | <b>March 31, 2007*</b> |
|--|--|------------------------|
| <b>ASSETS</b>  |  |                        |
| Current assets:  |  |                        |
| Cash and cash equivalents                                    | \$ 9,268                                   | \$ 18,173              |
| Available-for-sale investments                               | 4,000                                      | 2,000                  |
| Prepaid expenses and other current assets                    | 155  | 112                    |
| Total current assets   | 13,423                                     | 20,285                 |
| Property and equipment, at cost                              |  |                        |
| Machinery and equipment                                      | 46   | 46                     |
| Furniture and fixtures                                       | 17   | 17                     |
|  | 63   | 63                     |
| Accumulated depreciation                                     | (46)                                       | (44)                   |
|  | 17   | 19                     |
| Other assets   | 18   | 18                     |
| Total assets   | \$ 13,458                                  | \$ 20,322              |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>                   |  |                        |
| Current liabilities:   |  |                        |
| Accounts payable   | \$ 246                                     | \$ 469                 |
| Accrued expenses   | 567  | 201                    |
| Accrued dividend payable                                     |  | 5,821                  |
| Accrued employee compensation                                |  | 292                    |
| Total current liabilities                                    | 813  | 6,783                  |
| Stockholders' equity:  |  |                        |
| Preferred stock, no par value                                |  |                        |
| Authorized shares 5,000                                      |  |                        |
| No shares issued or outstanding                              |  |                        |
| Common stock   |  |                        |
| Authorized shares 50,000                                     |  |                        |
| Issued and outstanding 11,642 at June 30, and March 31, 2007 | 13,539                                     | 13,539                 |
| Accumulated deficit  | (894)                                      |                        |
| Total stockholders' equity                                   | 12,645                                     | 13,539                 |
| Total liabilities and stockholders' equity                   | \$ 13,458                                  | \$ 20,322              |

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\* The balance sheet as of March 31, 2007 has been derived from the audited financial statements.  
The accompanying notes are an integral part of the condensed consolidated financial statements.

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OPTi Inc.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

|  | <b>Three Months Ended<br/>June 30,</b> |             |
|--|--|-------------|
|  | <b>2007</b>                            | <b>2006</b> |
| License revenues   | \$                                     | \$          |
| Expenses   |  |             |
| General and administrative                                   | 1,074                                  | 2,031       |
| Total expenses   | 1,074                                  | 2,031       |
| Operating loss   | (1,074)                                | (2,031)     |
| Interest income and other                                    | 180                                    | 141         |
| Loss before provision for income taxes                       | (894)                                  | (1,890)     |
| Income tax provision (benefit)                               |  |             |
| Net loss   | \$ (894)                               | \$ (1,890)  |
| Basic and diluted net loss per share                         | \$ (0.08)                              | \$ (0.16)   |
| Shares used in computing basic and diluted per share amounts | 11,642                                 | 11,634      |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**Table of Contents****OPTi INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)****(unaudited)**

|   | <b>Three Months Ended<br/>June 30,</b> |             |
|---|--|-------------|
|   | <b>2007</b>                            | <b>2006</b> |
| <b>Cash flows from operating activities:</b>                                |  |             |
| Net loss  | \$ (894)                               | \$ (1,890)  |
| Adjustments to reconcile net loss to net cash used in operating activities: |  |             |
| Depreciation  | 2                                      | 1           |
| Changes in operating assets and liabilities:                                |  |             |
| Prepaid expenses and other assets   | (43)                                   | (43)        |
| Accounts payable  | (223)                                  | 692         |
| Accrued expenses  | 366                                    | 67          |
| Accrued employee compensation   | (292)                                  |             |
| Net cash used in operating activities                                       | (1,084)                                | (1,173)     |
| <b>Cash flows from investing activities:</b>                                |  |             |
| Purchase of available-for-sale investments                                  | (11,500)                               |             |
| Maturities of available-for-sale investments                                | 9,500                                  |             |
| Net cash used in investing activities                                       | (2,000)                                |             |
| <b>Cash flows from financing activities:</b>                                |  |             |
| Payment of dividend to shareholders   | (5,821)                                |             |
| Net cash used in financing activities                                       | (5,821)                                |             |
| Net decrease in cash and cash equivalents                                   | (8,905)                                | (1,173)     |
| Cash and cash equivalents, beginning of period                              | 18,173                                 | 12,917      |
| Cash and cash equivalents, end of period                                    | \$ 9,268                               | \$ 11,744   |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**OPTi Inc.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2007**

(Unaudited)

**1. Basis of Presentation**

The information at June 30, 2007 and for the three month periods ended June 30, 2007 and 2006, are unaudited, but include all adjustments (consisting of normal recurring adjustments) which the Company's management believes to be necessary for the fair presentation of the financial position, results of operations and cash flows for the periods presented. Interim results are not necessarily indicative of results for a full year.

The accompanying financial statements should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2007, which are included in the annual report on Form 10-K filed by the Company with the Securities and Exchange Commission.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates under different assumptions or conditions.



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## Recent Accounting Pronouncements

Effective April 1, 2007 the Company adopted Financial Standards Interpretation, or FIN, No. 48, Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109. FIN No. 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of uncertain tax positions taken or expected to be taken in a company's tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN no. 48 utilizes a two-step approach for evaluating uncertain tax positions accounted for in accordance with SFAS No. 109, Accounting for Income Taxes (SFAS No. 109). Step one, Recognition, requires a company to determine if the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including resolution of related appeals or litigation processes, if any. Step two, Measurement, is based on the largest amount of benefit, which is more likely than not to be realized on ultimate settlement. The cumulative effect of adopting FIN No. 48 on April 1, 2007 is recognized as a change in accounting principle, recorded as an adjustment to the opening balance of retained earnings on the adoption date. As a result of the implementation of FIN No. 48, the Company did not recognize a change in the liability for unrecognized tax benefits related to tax positions taken in prior periods, and thus, did not record a change in its opening retained earnings. Additionally, FIN No. 48 specifies that tax positions for which the timing of the ultimate resolution is uncertain should be recognized as long-term liabilities. The Company did not make a reclassification between current taxes payable and long-term taxes payable upon adoption of FIN No. 48. The Company's total amount of unrecognized tax benefits as of April 1, 2007 adoption date and June 30, 2007 was approximately \$1.4 million and \$1.4 million, respectively. Also, the Company had no unrecognized tax benefits that, if recognized, would affect its effective tax rate for April 1, 2007 and June 30, 2007.

Upon adoption of FIN No. 48, the Company's policy to include interest and penalties related to unrecognized tax benefits within the Company's provision for (benefit from) income taxes, did not change. As of June 30, 2007, the Company did not have any interest and penalties related to unrecognized tax benefits. For the three-months ended June 30, 2007, the Company did not recognize interest and penalties related to unrecognized tax benefits in its provision for income taxes.

The Company's major tax jurisdictions are the United States and California. The tax years 2003 through 2007 remain open and subject to examination by the appropriate governmental agencies in the US.

**2. Net Loss Per Share**

Basic net loss per share and diluted net loss per share is computed by dividing net income by the weighted average number of common shares outstanding during the period.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share amounts):

|  | <b>Three Months ended<br/>June 30,</b> |             |
|--|--|-------------|
|  | <b>2007</b>                            | <b>2006</b> |
| Net loss   | \$ (894)                               | \$ (1,890)  |
| Weighted average number of common shares outstanding | 11,642                                 | 11,634      |
| Basic and diluted net loss per share                 | \$ (0.08)                              | \$ (0.16)   |

Options to purchase 108,000 and 124,000 shares of common stock were excluded from the calculation of diluted net loss per share for the three months ended June 30, 2007 and 2006, respectively, because all were anti-dilutive for the respective periods.

**3. Taxes**

The Company recorded no tax provision for the three months ended June 30, 2007 and 2006. The Company's effective tax rate differed from the federal and state statutory rates during all periods presented due to the uncertainty of the Company returning to profitability.

Due to uncertainty associated with our prospective ability to realize the benefits of our tax assets, we have fully reserved the value of our deferred tax assets. In addition, utilization of the net operating loss and credit carryforwards may be subject to a substantial annual limitation due

to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitations may result in the expiration of net operating loss carryforwards before utilization.

**4. Comprehensive Loss**

Total comprehensive loss includes net loss and other comprehensive income or loss. There was no other comprehensive income or loss for all the periods presented. Accordingly, total comprehensive loss for the first three-months ended June 30, 2007 and 2006 was \$(0.9) million and \$(1.9) million, respectively.

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**5. Subsequent Event**

On July 3, 2007, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against eight companies for infringement of two U.S. patents. The two patents at issue in the lawsuit are U.S. Patent No. 5,944,807 and U.S. Patent No. 6,098,141, both entitled Compact ISA-Bus Interface. The complaint alleges that Advanced Micro Devices, Atmel Corporation, Broadcom Corporation, Renesas Technology America, Inc., Silicon Storage Technology, Inc., SMSC, STMicroelectronics and VIA Technologies, Inc. have infringed the patents by making, selling, and offering one or more of the following products: core logic chipsets, Super I/O devices, Trusted Platform Modules, certain flash memory devices, certain I/O controllers and other semiconductor products incorporating Compact ISA-Bus Interface technology. OPTi has requested a jury trial in this matter.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Information set forth in this report constitutes and includes forward looking information made within the meaning of Section 27A of the Security Act of 1933, as amended and Section 21E of the Securities and Exchange Act of 1934, as amended, that involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward looking statements as a result of a number of factors, including the Company's ongoing efforts to enforce its intellectual property rights including its current litigation efforts, the willingness of the parties it believes are infringing its patents to settle its claims against them, the amount of litigation costs the Company must incur in pursuing its patent infringement claims, the degree to which technology subject to the Company's intellectual property rights is used by other companies in the personal computer and semiconductor industries and our ability to obtain license revenues from them, changes in intellectual property law in such industries and in general and other matters. Readers are encouraged to refer to "Factors Affecting Earnings and Stock Price".

OPTi was founded in 1989 as an independent supplier of semiconductor products to the personal computer market. During fiscal 2003, the Company sold its product fabrication, distribution and sales operations to Opti Technologies, Inc., an unrelated third party. The Company's future revenues are expected to be generated from the licensing of the Company's intellectual property. The Company does not expect to receive additional significant revenue other than through the pursuit of its patent infringement cases and associated licensing efforts.

The Company's current strategy is to pursue licensing opportunities as a means of resolving potential infringement of its proprietary intellectual property in the core logic area. During the first quarter of fiscal 2000, the Company entered into a one-time licensing arrangement for \$13,311,000 on the core logic technology that the Company had developed during its existence. During the first quarter of fiscal 2004, the Company also entered into a one-time license arrangement for \$425,000 on its patented technology. The Company believes that there may be additional companies that may be infringing its patents and has been actively working to explore all possible arrangements to settle such infringement.

On August 3, 2006, the Company entered into a license and settlement agreements between the Company and NVIDIA. Under the agreements the Company agreed to dismiss its patent infringement lawsuit against nVidia and licensed certain patents to NVIDIA. NVIDIA made a non-refundable, non-creditable fully earned payment of \$11 million to the Company. There is no future performance obligation. In accordance with the Company's revenue recognition policy \$11 million was recorded as revenue during the quarter ended September 30, 2006 as persuasive evidence of an agreement exists, delivery has occurred and there are no future performance obligations, fees are fixed or determinable and collectibility is reasonably assured.

The agreement also provides that the Company shall receive quarterly royalty payments of \$750,000 from nVidia, so long as NVIDIA continues to use the Company's Predictive Snoop technology, commencing in February 2007 up to a maximum of 12 such payments in exchange for a license for future use of the Pre-Snoop patents. As an alternative to the quarterly payments, at any time prior to or on January 31, 2008, NVIDIA can elect to pay OPTi a lump sum of \$7,000,000 less any quarterly royalty payments already paid. Royalties will be recorded as revenue when earned and received.

On February 5, 2007 the Company announced that it had received a letter from NVIDIA Corporation stating that NVIDIA has discontinued the use of the Predictive Snooping technology that it had licensed from the Company pursuant to the terms of the license agreement between NVIDIA Corporation and OPTi Inc., dated August 3, 2006. The letter from NVIDIA also states that NVIDIA will not be remitting to the Company the quarterly royalty payment originally scheduled for February 2007.

The Company has had discussions with NVIDIA as to whether NVIDIA is entitled to omit the February and May 2007 payments and is analyzing information from NVIDIA to validate NVIDIA's claim that it has discontinued use of the Predictive Snooping technology.

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On November 15, 2006, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against Advanced Micro Devices, Inc. ( AMD ) for infringement of three U.S. patents relating to its Predictive Snooping technology. The AMD case itself is a continuing part of the Company's strategy for pursuing its patent infringement claims and its outcome will have a significant effect on the Company's ability to realize ongoing licensing revenue through its intellectual property licensing efforts.

On January 16, 2007, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against Apple Inc. ( Apple ) for infringement of three U.S. patents. The three patents at issue in the lawsuit are U.S. Patent No. 5,710,906, U.S. Patent No. 5,813,036 and U.S. Patent No. 6,405,291; all entitled Predictive Snooping of Cache Memory for Master-Initiated Accesses . The complaint alleges that Apple has infringed the patents by making, selling, and offering for sale desktop and portable computers and servers incorporating Predictive Snooping technology. OPTi has requested a jury trial in this matter.

On July 3, 2007, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against eight companies for infringement of two U.S. patents. The two patents at issue in the lawsuit are U.S. Patent No. 5,944,807 and U.S. Patent No. 6,098,141, both entitled Compact ISA-Bus Interface . The complaint alleges that Advanced Micro Devices, Atmel Corporation, Broadcom Corporation, Renesas Technology America, Inc., Silicon Storage Technology, Inc., SMSC, STMicroelectronics and VIA Technologies, Inc. have infringed the patents by making, selling, and offering one or more of the following products: core logic chipsets, Super I/O devices, Trusted Platform Modules, certain flash memory devices, certain I/O controllers and other semiconductor products incorporating Compact ISA-Bus Interface technology. OPTi has requested a jury trial in this matter.

### **Critical Accounting Policies**

Our critical accounting policies, which incorporate our more significant judgments and estimates used in the preparation of our Condensed Consolidated Financial Statements, are the same as those described in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended March 31, 2007.

The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, the results of which form our basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates under different assumptions or conditions.

### **Fiscal 2008 Compared to 2007**

#### **Revenues**

The Company had no revenue for the three-month periods ended June 30, 2007 and 2006. The Company's future revenues depend on the success of our strategy of pursuing license claims on our intellectual property position.

#### **General and Administrative**

General and administrative expenses for the three-months ended June 30, 2007 were \$1,074,000 as compared to \$2,031,000 for the quarter ended June 30, 2006. The decrease in general and administrative costs

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was mainly attributable to decreased costs relating to the nVidia litigation and settlement, offset in part, by increased costs relating to infringement analysis.

**Interest and Other Income, Net**

Net interest and other income for the three-month period ending June 30, 2007 was \$180,000 as compared to \$141,000 for the three-months ended June 30, 2006. The increase in net interest and other income was due to an increase in interest income due to larger average cash and investment balances during the period.

**Income Taxes**

The Company had no tax provision for the three months ended June 30, 2007 and 2006. The Company's effective tax rate differed from the federal and state statutory rates during all periods presented due to the uncertainty related to realization of deferred tax assets.

Due to uncertainty associated with our prospective ability to realize the benefits of our tax assets, we have fully reserved the value of our deferred tax assets. In addition, utilization of the net operating loss and credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. The Annual limitations may result in the expiration of net operating loss carryforwards before utilization.

**Liquidity and Capital Resources**

Cash and cash equivalents decreased to \$9.3 million at June 30, 2007 from \$18.2 million at March 31, 2007. The decrease in cash and cash equivalents of approximately \$8.9 million from March 31, 2007 to June 30, 2007, primarily relates to the cash dividend paid on April 9, 2007, purchase of additional available-for-sale investments, net loss for the period and a decrease in accounts payable and accrued employee compensation. Working capital as of June 30, 2007 decreased to \$12.6 million from \$13.5 million at March 31, 2007. During the three-month period ended June 30, 2007, operating activities used approximately \$1.1 million of cash. Cash used in operating activities was primarily due to the net loss during the three-month period of \$0.9 million and a decrease in accounts payable and accrued employee compensation, offset in part, by an increase in accrued expenses. The Company had investing activity of \$2.0 million for the three-month period ended June 30, 2007. This investing activity relates to the net purchase of available-for-sale investments. The Company used approximately \$5.8 million in financing activities during the three-month period ended June 30, 2007, relating to a \$0.50 per share cash dividend paid on April 9, 2007.

As of June 30, 2007, the Company's principal sources of liquidity included cash, cash equivalents and available-for-sale investments of approximately \$13.3 million and working capital of approximately \$12.6 million. The Company believes that the existing sources of liquidity will satisfy the Company's projected working capital and other cash requirements through at least the next twelve months.

The Company's current building lease agreement is scheduled to end on December 31, 2009. The total remaining commitment under the lease at June 30, 2007 is approximately \$262,000.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

**Interest Rate Sensitivity**

We maintain our cash and cash equivalents primarily in money market funds. We do not have any derivative financial instruments. As of June 30, 2007, all of our investments are auction rate securities. Accordingly, we do not believe that our investments have significant exposure to interest rate risk.

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**Item 4. Controls and Procedures**

- (a) We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to exchange Act Rules 13a-14 and 13a-15 as of the end of the Company's fiscal quarter ended June 30, 2007. Based upon that evaluation, our Chief Executive Officer along with our Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level.
  
- (b) There have been no significant changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation referenced in paragraph (a) above.

We review and evaluate the design and effectiveness of our disclosure controls and procedures on an ongoing basis and to improve our controls and procedures over time and to correct any deficiencies that we may discover in the future. Our goal is to ensure that our senior management has timely access to all material financial and non-financial information concerning our business. While we believe the present design of our disclosure controls and procedures is effective to achieve our goal, future events affecting our business may cause us to significantly modify our disclosure controls and procedures.

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**OPTi Inc.**

**Part II. Other Information**

**Item 1. Legal Proceedings**

On November 15, 2006, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against Advanced Micro Devices, Inc. ( AMD ) for infringement of three U.S. patents. The three patents at issue in the lawsuit are U.S. Patent No. 5,710,906, U.S. Patent No. 5,813,036 and U.S. Patent No. 6,405,291, all entitled Predictive Snooping of Cache Memory for Master-Initiated Accesses . The complaint alleges that AMD infringes the patents by making, selling, and offering for sale CPUs and core logic products based on and incorporating Predictive Snooping technology and inducing and contributing to the infringement of the patents by others. OPTi has requested a jury trial in this matter. The Company in its case against AMD is seeking an injunction and damages or other monetary relief, including pre-judgment interest and awarding OPTi s attorney fees.

On January 16, 2007, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against Apple Inc. ( Apple ) for infringement of three U.S. patents. The three patents at issue in the lawsuit are U.S. Patent No. 5,710,906, U.S. Patent No. 5,813,036 and U.S. Patent No. 6,405,291; all entitled Predictive Snooping of Cache Memory for Master-Initiated Accesses . The complaint alleges that Apple has infringed the patents by making, selling, and offering for sale desktop and portable computers and servers incorporating Predictive Snooping technology. OPTi has requested a jury trial in this matter.

On July 3, 2007, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against eight companies for infringement of two U.S. patents. The two patents at issue in the lawsuit are U.S. Patent No. 5,944,807 and U.S. Patent No. 6,098,141, both entitled Compact ISA-Bus Interface . The complaint alleges that Advanced Micro Devices, Atmel Corporation, Broadcom Corporation, Renesas Technology America, Inc., Silicon Storage Technology, Inc., SMSC, STMicroelectronics and VIA Technologies, Inc. have infringed the patents by making, selling, and offering one or more of the following products: core logic chipsets, Super I/O devices, Trusted Platform Modules, certain flash memory devices, certain I/O controllers and other semiconductor products incorporating Compact ISA-Bus Interface technology. OPTi has requested a jury trial in this matter.

**Item 1A. Risk Factors**

The following risk factors have been updated from the risk factors set forth in our Form 10-K for the year ended March 31, 2007 to reflect the Company s filing of the patent infringement suit on July 3, 2007.

*Trading of OPTi Common Stock on the OTC Bulletin Board*

Our common stock is currently traded over-OTC Bulletin Board. Some investors may be less likely to invest in stocks that are not traded on recognized national markets and listing services such as NASDAQ. Therefore, investors in our common stock may experience reduced liquidity when attempting to trade shares of our common stock.

*Dependence on Intellectual Property Position*

The success of the Company s current strategy of resolving potential infringement of its patented core logic technology can be affected by new developments in intellectual property law generally and with respect to semiconductor patents in particular and upon the Company s success in defending its patent position. Even though the Markman hearing in relation to the NVIDIA settlement and license agreements largely supported



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the Company's patent positions, other parties against whom OPTi may pursue infringement claims may challenge the Company's intellectual property position on other grounds and the Company may not have similar success in asserting its position with respect to other patents such as those relating to core logic chipsets, Super I/O devices, Trusted Platform Modules, certain flash memory devices, certain I/O controllers and other semiconductor products incorporating Compact ISA-Bus Interface technology which are the subject of the Company's patent infringement suit filed on July 3, 2007.

Additionally, it is difficult to predict developments and changes in intellectual property law. However, such changes could have an adverse impact on the Company's ability to pursue infringement claims on its previously developed technology.

### *Uncertain Revenue Stream*

The Company no longer receives revenues from product sales and the Company's future revenues, if any, depends on the success of our strategy of pursuing license claims to our intellectual property position.

Although the Company continues to pursue license revenues relating to the unauthorized use of its intellectual property, there can be no assurances whether or when revenues will result from the pursuit of such claims.

In addition, the Company's focus on pursuing claims related to its intellectual property position can result in one time payments that may increase revenues during a single fiscal period but may not be repeated in future periods. For example, in the fiscal quarter ended September 30, 2006, the Company reached a settlement of certain claims and with NVIDIA that included, among other things, a one-time cash payment to the Company. Consequently, settlements of these claims will cause our operating results to fluctuate from period to period and revenues that we may receive from such a settlement should not be viewed as indicative of future trends in our operating results.

### *Outcome of AMD, Apple and Compact ISA Legal Actions*

On November 15, 2006 and January 16, 2007, the Company announced that it had filed patent infringement lawsuits in the United States District Court for the Eastern District of Texas against Advanced Micro Devices, Inc. (AMD) and Apple Inc. (Apple), respectively, for infringement of three U.S. patents relating to its Predictive Snooping technology. On July 3, 2007, the Company announced that it had filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against eight companies for infringement of two U.S. patents. The two patents at issue in the lawsuit are U.S. Patent No. 5,944,807 and U.S. Patent No. 6,098,141, both entitled "Compact ISA-Bus Interface". See *Item 1 Legal Proceedings* above. The AMD, Apple and the Compact ISA cases are a continuing part of the Company's strategy for pursuing its patent infringement claims and their outcomes will have a significant effect on the Company's ability to realize ongoing licensing revenue through its intellectual property licensing efforts.

### *Outcome of Future Royalties from NVIDIA*

On August 3, 2006, the Company entered into a license and settlement agreements between the Company and NVIDIA. Under the agreements the Company agreed to dismiss its patent infringement lawsuit against NVIDIA and licensed certain patents to NVIDIA. NVIDIA made a non-refundable, non-creditable fully earned payment of \$11 million to the Company. There is no future performance obligation. In accordance with the Company's revenue recognition policy \$11 million was recorded as revenue during the quarter ended September 30, 2006 as persuasive evidence of an agreement exists, delivery has occurred and there are no future performance obligations, fees are fixed or determinable and collectibility is reasonably assured.

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The agreement also provides that the Company shall receive quarterly royalty payments of \$750,000 from NVIDIA, so long as NVIDIA continues to use the Company's Predictive Snoop technology, commencing in February 2007 up to a maximum of 12 such payments in exchange for a license for future use of the Pre-Snoop patents. As an alternative to the quarterly payments, at any time prior to or on January 31, 2008, nVidia can elect to pay OPTi a lump sum of \$7,000,000 less any quarterly royalty payments already paid. Royalties will be recorded as revenue when earned and received.

On February 5, 2007 the Company announced that it had received a letter from NVIDIA Corporation stating that NVIDIA has discontinued the use of the Predictive Snooping technology that it had licensed from the Company pursuant to the terms of the license agreement between NVIDIA Corporation and OPTi Inc., dated August 3, 2006. The letter from NVIDIA also states that NVIDIA will not be remitting to the Company the quarterly royalty payment originally scheduled for February 2007.

The Company has had discussions with NVIDIA as to whether NVIDIA is entitled to omit the February and May 2007 payments and is analyzing information from NVIDIA to validate NVIDIA's claim that it has discontinued use of the Predictive Snooping technology. If NVIDIA and the Company do not reach agreement that payments are owed to the Company, the Company will have no other current source of revenues and may incur additional legal costs to obtain payments it may believe are owed to it by NVIDIA under the settlement agreement.

### *Fluctuations in Operating Results*

The Company has experienced significant fluctuations in its operating results in the past and expects that it will experience such fluctuations in the future. In the past, these fluctuations have been caused by a variety of factors including settlement and licensing agreements and litigation expenses. In the future, the Company's operating results will largely be dependent on its ability to generate revenue from its pursuit of license and patent infringement claims.

### *Limited Trading Volume*

Daily trading volume in our shares has varied from zero to over one hundred thousand shares during the last two years. Therefore, investors in our stock may find liquidity in our shares to be limited and difficult to predict.

### *Possible Volatility of Stock Price*

There can be no assurances as to the Company's operating results in any given period. The Company expects that the trading price of its common stock will continue to be subject to significant volatility.

### *Uncertainty of Future Distributions to Shareholders*

From time to time, the Company has made distributions to its shareholders of funds that it believed unlikely to be required for the pursuit of its legal strategy. On April 9, 2007 the Company paid a dividend of \$0.50 per share of common stock to its shareholders. Its most recent previous cash distribution to shareholders occurred in 2002. The amount and frequency of future distributions to shareholders depends upon a number of factors including the Company's ability to achieve future revenues from its patent infringement claims, the amount of the Company's legal, operating and compensation costs, tax treatment of such dividends and changes to the Company's intellectual property position or strategy. Accordingly, there can be no assurance regarding the amount or frequency of future distributions or whether they may occur at all.

## **Item 2. Unregistered Sale of Equity Securities and Use of Proceeds**

Not applicable and has been omitted.

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**Item 3. Defaults Upon Senior Securities**

Not applicable and has been omitted.

**Item 4. Submission of Matters to a Vote of Shareholders**

Not applicable and has been omitted.

**Item 5. Other Information**

Not applicable and has been omitted

**Item 6. Exhibits**

31.1 and 31.2 Certification of the Chief Executive Officer and Chief Financial Officer in accordance with 8 U.S. 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 and 32.2 Certification of Chief Executive Officer and Chief Financial Officer in accordance with rule 15d-14, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

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**OPTi Inc.**

**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.

OPTi Inc.

Date: August 14, 2007

By:

/s/ Michael Mazzoni  
Michael Mazzoni  
Signed on behalf of the Registrant and as

Chief Financial Officer

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