

OPTI INC  
Form 4  
July 17, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
S. MUOIO & CO. LLC

(Last) (First) (Middle)

509 MADISON AVENUE, SUITE 406

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OPTI INC [OPTI.OB]

3. Date of Earliest Transaction (Month/Day/Year)  
07/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 07/15/2013                           |  | P                              |   | 13,275  | A  | \$ 0.53                           |
| Common Stock                    |                                      |  |                                |   |   |  | 3,459,128                         |
| Common Stock                    |                                      |  |                                |   |   |  | 5,953,903                         |
| Common Stock                    | 07/15/2013                           |  | P                              |   | 4,425   | A  | \$ 0.53                           |
| Common Stock                    |                                      |  |                                |   |   |  | 1,188,916                         |
| Common Stock                    |                                      |  |                                |   |   |  | 5,958,328                         |
|                                 | 07/16/2013                           |  | P                              |   | 1,000   | A  |                                   |
|                                 |                                      |  |                                |   |   |  | 3,460,128                         |

See Footnote (1)

See Footnote (1)

|              |            |  |   |        |    |      |  |  |           |   |                         |
|--------------|------------|--|---|--------|----|------|--|--|-----------|---|-------------------------|
| Common Stock |            |  |   |        | \$ |      |  |  | 0.53      |   |                         |
| Common Stock |            |  |   |        |    |      |  |  | 5,959,328 | I | See Footnote <u>(1)</u> |
| Common Stock | 07/17/2013 |  | P | 20,000 | A  | \$   |  |  | 3,480,128 | D | <u>(2)</u>              |
| Common Stock |            |  |   |        |    | 0.51 |  |  | 5,979,328 | I | See Footnote <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu...                   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                | Code  | V  | (A)   | (D)  |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| S. MUOIO & CO. LLC<br>509 MADISON AVENUE<br>SUITE 406<br>NEW YORK, NY 10022                      |               | X         |         |       |
| SALVATORE MUOIO<br>C/O S. MUOIO & CO. LLC<br>509 MADISON AVENUE, SUITE 406<br>NEW YORK, NY 10022 | X             | X         |         |       |

SM Investors II, L.P.  
 C/O S. MUOIO & CO. LLC X  
 509 MADISON AVENUE, SUITE 406  
 NEW YORK, NY 10022

SM Investors, L.P.  
 C/O S. MUOIO & CO. LLC X  
 509 MADISON AVENUE, SUITE 406  
 NEW YORK, NY 10022

## Signatures

|  |            |
|--|------------|
| S. Muoio & Co. LLC (+), By: /s/ Salvatore Muoio, Managing Member   | 07/17/2013 |
| __Signature of Reporting Person  | Date       |
| /s/ Salvatore Muoio (+)  | 07/17/2013 |
| __Signature of Reporting Person  | Date       |
| SM Investors II, L.P., By: S. Muoio & Co. LLC, its general partner, By: /s/ Salvatore Muoio, Managing Member | 07/17/2013 |
| __Signature of Reporting Person  | Date       |
| SM Investors, L.P., By: S. Muoio & Co. LLC, its general partner, By: /s/ Salvatore Muoio, Managing Member    | 07/17/2013 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) These securities are held in the accounts of several investment partnerships, investment funds and other accounts (collectively, the "Investment Accounts") for which S. Muoio & Co. LLC ("SMC") serves as either general partner or investment manager. Salvatore Muoio is the managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by the Investment Accounts by virtue of SMC's position as general partner or investment manager of the Investment Accounts and Mr. Muoio's status as the managing member of SMC.
  - (2) These securities are owned by SM Investors II, L.P. ("SM Investors II"), which is a reporting person. SMC serves as the general partner of SM Investors II. Salvatore Muoio is the managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by SM Investors II by virtue of SMC's position as general partner of SM Investors II and Mr. Muoio's status as the managing member of SMC.
  - (3) These securities are owned by SM Investors, L.P. ("SM Investors"), which is a reporting person. SMC serves as the general partner of SM Investors. Salvatore Muoio is the managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by SM Investors by virtue of SMC's position as general partner of SM Investors and Mr. Muoio's status as the managing member of SMC.

### Remarks:

(+) Each of the Reporting Persons and the joint filers (individually, each a "Reporting Person" and collectively, the "Reporting

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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