

O2MICRO INTERNATIONAL LTD
Form 8-A12G/A
March 02, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to

FORM 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the

Securities Exchange Act of 1934

O2MICRO INTERNATIONAL LIMITED

(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

Grand Pavilion Commercial Centre

West Bay Road

P.O. Box 32331 SMB

George Town

Grand Cayman

Cayman Islands

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of exchange on which |
|---|--|
| to be so registered None | each class is to be registered None |

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. " "

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. x

Securities Act registration statement file number to which this Form relates: 333-12386.

Securities to be registered pursuant to Section 12(g) of the Act:

| Title of each class | Name of exchange on which |
|---|---|
| to be so registered Ordinary Shares, par value US\$0.00002 per share | each class is to be registered Nasdaq National Market* |

* Not for trading in the United States, but only in connection with the quotation on the Nasdaq National Market of American Depositary Shares. The American Depositary Shares represent the Ordinary Shares and have been registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the Ordinary Shares are exempt from registration under Section 12(g) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12g3-2(c) thereunder.

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

A description of the Ordinary Shares and American Depositary Shares is incorporated herein by reference to the sections entitled "Description of Ordinary Shares" and "Description of American Depositary Receipts" of the Registrant's Registration Statement on Form F-3 (File No. 333-129060), as amended from time to time (the "F-3 Registration Statement"), originally filed by the Registrant with the Securities and Exchange Commission on October 17, 2005 under the Securities Act of 1933, as amended.

Item 2. EXHIBITS

The documents listed below are filed as exhibits to this registration statement.

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | Amended and Restated Memorandum and Articles of Association of the Registrant* |
| 4.2 | Specimen copy of share certificate of the Registrant** |
| 4.3 | Form of Deposit Agreement among the registrant, The Bank of New York, as depository, and owners and beneficial owners of American Depositary Receipts issued thereunder |
| 4.4 | Specimen American Depositary Receipt |

* Incorporated herein by reference from Exhibit 99.2 to the Report on Form 6-K filed on October 17, 2005.

** Incorporated herein by reference from Exhibit 4.2 to Amendment No. 1 to the Registration Statement on Form 8-A filed on November 23, 2005.

Incorporated herein by reference from Exhibit 1 to the Registration Statement on Form F-6 filed on November 7, 2005.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

O2MICRO INTERNATIONAL LIMITED

March 2, 2006

By: /s/ Sterling Du
Sterling Du

Chief Executive Officer

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