

Edgar Filing: LANTRONIX INC - Form SC TO-I/A

LANTRONIX INC  
Form SC TO-I/A  
January 27, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3)

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LANTRONIX, INC.  
(Name of Subject Company (issuer))

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Issuer  
(Names of Filing Persons (identifying status as offeror, issuer or other  
person))

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Options to Purchase Common Stock, Par Value \$0.0001  
(Title of Class of Securities)

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N/A\*  
(CUSIP Number of Class of Securities)

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Marc Nussbaum  
Interim Chief Executive Officer  
Lantronix, Inc.  
15353 Barranca Parkway  
Irvine, California 92618  
(949) 453-3990  
(Name, address, and telephone numbers of person authorized  
to receive notices and communications on behalf of filing persons)

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Copies to:

Jack Sheridan, Esq.	Vincent J. Roth, Esq.
John Turner, Esq.	Lantronix, Inc.
Wilson, Sonsini, Goodrich & Rosati, PC	15353 Barranca Parkway
650 Page Mill Road	Irvine, California 92618
Palo Alto, California 94304-1050	(949) 453-3990
(650) 493-9300	

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Calculation of Filing Fee

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Transaction valuation\*\*  
\$1,318,857

Amount of filing fee  
\$121.35\*\*\*

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\*\*\* Previously Paid

\*\* Set forth the amount on which the filing fee is calculated and state how it was determined.

Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 2,964,053 shares of common stock of Lantronix, Inc. having an aggregate value of \$1,318,857.00 as of December 19, 2002 will be exchanged and/or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$92 for each \$1,000,000 of the value of the transaction.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$121.35  
Form or Registration No.: Schedule TO  
Filing Party: Lantronix, Inc.  
Date Filed: December 19, 2002

[ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- [ ] third-party tender offer subject to Rule 14d-1.  
[X] issuer tender offer subject to Rule 13e-4.  
[ ] going-private transaction subject to Rule 13e-3.  
[ ] amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: [ ]

\*\* There is no trading market or CUSIP number for the options. The CUSIP number for the underlying common stock is 516548-10-4.

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Introductory Statement.

This Amendment No. 3, our final amendment to our Offer to Exchange, amends and supplements the Tender Offer Statement on Schedule TO filed by Lantronix, Inc., a Delaware corporation ("Lantronix" or the "Company") with the Securities and Exchange Commission on December 19, 2002, as amended on January 8, 2003 and January 21, 2003 (as so amended, the "Schedule TO"), relating to our Offer to Exchange certain outstanding eligible stock options to purchase shares of our Common Stock, upon the terms and subject to the conditions described in the (i) Offer to Exchange, (ii) the Election Form, and (iii) the Notice to Withdraw from the Offer.

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The Offer to Exchange, including all withdrawal rights, expired at 9:00 p.m., Pacific Time, on Friday, January 24, 2003. Pursuant to the terms and conditions of the Offer to Exchange, a total of 78 eligible optionees participated in the option replacement program. We have accepted for cancellation options to purchase 1,378,124 shares of our common stock. Subject to the terms and conditions of the Offer to Exchange, we will grant new options to purchase 1,033,593 shares of our common stock effective as of July 28, 2003 in exchange for the options surrendered and accepted pursuant to the Offer to Exchange.

SIGNATURE

After due 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.

LANTRONIX, INC.

/S/ MARC NUSSBAUM

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(Signature)

Interim Chief Executive Officer

January 27, 2003