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O2MICRO INTERNATIONAL LTD
Form SC 13G/A
October 14, 2009

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)

O2Micro International Limited
(Name of Issuer)

American Depositary Receipts Representing Ordinary Shares
(Title of Class of Securities)

67107W100
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 67107W100

1. Names of Reporting Person
I.R.S. Identification Nos. of above person

Trivium Capital Management, LLC
2. Check the Appropriate Box if a Member Of a Group

☐ (a)
☐ (b)
3. SEC Use Only

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4. Citizenship or Place of Organization
- Delaware, United States
5. Sole Voting Power: 0
- Number of
Shares 6. Shared Voting Power: 0
Beneficially
Owned by 7. Sole Dispositive Power: 0
Each Reporting
Person With 8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
- 0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
- 0.00%
12. Type of Reporting Person
- IA

CUSIP No. 67107W100

1. Names of Reporting Person
- I.R.S. Identification Nos. of above person
- Trivium Offshore Fund, Ltd.
2. Check the Appropriate Box if a Member of a Group
- [] (a)
- [] (b)
3. SEC Use Only
4. Citizenship or Place of Organization
- Grand Cayman, British West Indies
5. Sole Voting Power: 0
- Number of
Shares 6. Shared Voting Power: 0
Beneficially
Owned by 7. Sole Dispositive Power: 0
Each Reporting
Person With 8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
- 0

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
- 0.00%
12. Type of Reporting Person
- OO
- Item 1. (a) Issuer: O2Micro International Limited
1. Address:
Grand Pavilion Commercial Centre, West Bay Road
P.O. Box 32331 SMB, George Town
Grand Cayman, Cayman Islands
- Item 2. (a) Name of Person Filing:
- Trivium Capital Management, LLC.
Trivium Offshore Fund, Ltd.
- (b) Address of Principal Business Offices:
- Trivium Capital Management, LLC.
600 Lexington Avenue, 23rd Floor
New York, NY 10022
United States
- Trivium Offshore Fund, Ltd.
c/o Citco Fund Services (Bermuda) Limited
Washington Mall West, 2nd Floor
7 Reid Street
Hamilton HM11, Bermuda
- (c) Citizenship:
Please refer to Item 4 on each cover sheet for each filing person
- (d) Title of Class of Securities
Common stock
- (e) CUSIP Number: 67107W100
- Item 3. Trivium Capital Management, LLC. is an investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- Item 4. Ownership
- Please see Items 5 - 9 and 11 for each cover sheet for each filing separately
- Item 5. Ownership of Five Percent or Less of a Class
- Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person
- Not Applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

Date: October 14, 2009

Trivium Capital Management, LLC.

By: /s/ Ward Davis

Name: Ward Davis

Title: Principal

Trivium Offshore Fund, Ltd.

By: /s/ Ward Davis

Name: Ward Davis

Title: Principal

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A, dated October 14, 2009, (the "Schedule 13G/A"), with respect to the Common Stock of O2Micro International Limited is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all

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of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 14th day of October 2009.

Trivium Capital Management, LLC

By: /s/ Ward Davis

Name: Ward Davis

Title: Principal

Trivium Offshore Fund Ltd.

By: /s/ Ward Davis

Name: Ward Davis

Title: Principal