O2MICRO INTERNATIONAL LTD
Form 6-K
February 28, 2006

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington D.C. 20549**

# FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the Month of February 2006**

**Commission file number: 000-30910**

# O2MICRO INTERNATIONAL LIMITED

**(Translation of registrant s name into English)**

**Grand Pavilion Commercial Centre, West Bay Road**

**P.O. Box 32331 SMB, George Town**

**Grand Cayman, Cayman Islands**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F x Form 40-F ¨

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ¨

*Note*: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ¨

*Note*: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country ), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes ¨ No x

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-____

Information furnished on this Form 6-K:

1. Other Events

On February 27, 2006, O2Micro International Limited (the Company ) issued press releases in Hong Kong and the United States announcing the dual primary listing of the Company s ordinary shares, par value $0.00002 per share, on the Main Board of The Stock Exchange of Hong Kong Limited (the SEHK ) and, pursuant to the rules of the SEHK, published a formal notice of such listing. Copies of the Company s press releases and formal notice, attached hereto as Exhibit 99.1, Exhibit 99.2 and Exhibit 99.3, respectively, are incorporated herein by reference.

2. Exhibits

(a) Exhibits:

The Exhibit Index attached hereto is hereby incorporated by reference to this Item.

(b)

**EXHIBIT INDEX**

| **Exhibit Number** | **Exhibit Title** |
|---|---|
| 99.1 | Press Release issued in Hong Kong, dated February 27, 2006 |
| 99.2 | Press Release issued in the United States, dated February 27, 2006 |
| 99.3 | Formal Notice of Listing on The Stock Exchange of Hong Kong Limited, dated February 27, 2006 |

**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.

**O2MICRO INTERNATIONAL LIMITED**

February 28, 2006

By: /s/ Sterling Du
Sterling Du

Chief Executive Officer