

OPTI INC  
Form 8-K  
May 17, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 16, 2011

OPTi, Inc.  
(Exact name of registrant as specified in its charter)

California  
(State or Other Jurisdiction of Incorporation)

0-21422                      77-0220697  
(Commission File Number)    (IRS Employer Identification Number)

3430 W Bayshore Drive, Suite 103  
Palo Alto, California 94303  
(Address of principal executive offices including zip code)

(650) 213-8550  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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TABLE OF CONTENTS

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURES

Exhibit 99.1

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Item 8.01. Other Events

The attached letter responds to a letter included in the filing by Salvatore Muoio, S. Muoio & Co. LLC, SM Investors II, L.P., and SM L/S, L.P. under Rule 13d-2(a) dated May 13, 2011.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 OPTi, Inc. letter dated May 16, 2011 to S. Muoio & Co., LLC in response to a letter included in the filing by Salvatore Muoio, S. Muoio & Co. LLC, SM Investors II, L.P., and SM L/S, L.P. under Rule 13d-2(a) dated May 13, 2011.

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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 hereunto duly authorized.

Date: May 16, 2011

OPTi Inc.  
By:/s/ Michael Mazzoni

Michael Mazzoni  
Chief Financial Officer

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