

OPTI INC
Form 4
July 10, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
S. MUOIO & CO. LLC

2. Issuer Name and Ticker or Trading Symbol
OPTI INC [OPTI.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
509 MADISON AVENUE, SUITE 406

3. Date of Earliest Transaction (Month/Day/Year)
07/08/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/08/2013		P		1,500	A	\$ 0.55
					3,426,083		
Common Stock					5,913,268	I	
							See Footnote (1)
Common Stock	07/09/2013		P		1,000	A	\$ 0.55
					1,177,901		
Common Stock					5,914,268	I	
							See Footnote (1)
	07/10/2013		P		19,770	A	
					3,445,853		

SM Investors II, L.P.
 C/O S. MUOIO & CO. LLC
 509 MADISON AVENUE, SUITE 406
 NEW YORK, NY 10022 X

SM Investors, L.P.
 C/O S. MUOIO & CO. LLC
 509 MADISON AVENUE, SUITE 406
 NEW YORK, NY 10022 X

Signatures

S. Muoio & Co. LLC (+), By: /s/ Salvatore Muoio, Managing Member	07/10/2013
__Signature of Reporting Person	Date
/s/ Salvatore Muoio (+)	07/10/2013
__Signature of Reporting Person	Date
SM Investors II, L.P., By: S. Muoio & Co. LLC, its general partner, By: /s/ Salvatore Muoio, Managing Member	07/10/2013
__Signature of Reporting Person	Date
SM Investors, L.P., By: S. Muoio & Co. LLC, its general partner, By: /s/ Salvatore Muoio, Managing Member	07/10/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) These securities are held in the accounts of several investment partnerships, investment funds and other accounts (collectively, the "Investment Accounts") for which S. Muoio & Co. LLC ("SMC") serves as either general partner or investment manager. Salvatore Muoio is the managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by the Investment Accounts by virtue of SMC's position as general partner or investment manager of the Investment Accounts and Mr. Muoio's status as the managing member of SMC.
 - (2) These securities are owned by SM Investors II, L.P. ("SM Investors II"), which is a reporting person. SMC serves as the general partner of SM Investors II. Salvatore Muoio is the managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by SM Investors II by virtue of SMC's position as general partner of SM Investors II and Mr. Muoio's status as the managing member of SMC.
 - (3) These securities are owned by SM Investors, L.P. ("SM Investors"), which is a reporting person. SMC serves as the general partner of SM Investors. Salvatore Muoio is the managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by SM Investors by virtue of SMC's position as general partner of SM Investors and Mr. Muoio's status as the managing member of SMC.

Remarks:

+ Each of the Reporting Persons and the joint filers (individually, each a "Reporting Person" and collectively, the "Reporting Persons")

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.