

LANTRONIX INC  
Form 8-K  
July 25, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **July 25, 2006**

**LANTRONIX, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

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| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>1-16027</b><br>(Commission File Number) | <b>33-0362767</b><br>(IRS Employer Identification No.) |
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**15353 Barranca Parkway, Irvine, California 92618**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(949) 453-3990**

**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:

- Written communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 4d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**Item 2.02 Results of Operations and Financial Condition**

On July 25, 2006, Lantronix, Inc. (the "Company") issued a press release announcing its expected financial results for the fiscal quarter and year ended June 30, 2006, and other matters. The full text of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, is being "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act, except if the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates it by reference into a filing under the Securities Act or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
|--------------------|--------------------|

|      |   |
|------|---|
| 99.1 | Press Release issued by Lantronix, Inc. on July 25, 2006. |
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 25, 2006

LANTRONIX, INC.,  
a Delaware corporation

By: /S/ JAMES W. KERRIGAN  
Name: James W. Kerrigan  
Title: Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
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