OPTI INC
Form 10-Q/A
September 15, 2011

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

FORM 10-Q/A
Amendment No. 2

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2011

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from ____________to___________

Commission File Number 0-21422
OPTi Inc.
(Exact name of registrant as specified in its charter)

CALIFORNIA (State or other jurisdiction of incorporation or organization)	77-0220697 (I.R.S. Employer Identification No.)
3430 W. Bayshore Road, Suite 103, Palo Alto, California (Address of principal executive office)	94303 (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.Yes xNo o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large-accelerated filer	o		Accelerated filer	o
Non-accelerated filer	o	(Do not check if smaller reporting company)	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act).Yes o No x

The number of shares outstanding of the registrant's common stock as of July 31, 2011 was 11,645,903.

EXPLANATORY NOTE

This Amendment No. 2 on Form 10/Q-A amends our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2011 as filed with the Securities and Exchange Commission on August 15, 2011, and is being filed solely to include the XBRL exhibit to the filing.

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PART I: FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

OPTi INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands)

	June 30 , 2011 (unaudited)	March 31, 2011 (audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$23,872	$25,779
Prepaid expenses and other current assets	72	105
Income tax receivable	1,370	—
Deferred tax asset	411	556
Total current assets	25,725	26,440
Property and equipment, at cost		
Machinery and equipment	62	62
Furniture and fixtures	17	17
	79	79
Accumulated depreciation	(71)	(70)
	8	9
Other assets		
Non-current deferred tax assets	579	783
Total other assets	579	783
Total assets	$26,312	$27,232
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$120	$32
Accrued expenses	461	211
Accrued employee compensation	1	684
Total current liabilities	582	927
Other liabilities:		
Non-current taxes payable	4,098	4,098
Total liabilities	4,680	5,025
Stockholders' equity:		
Preferred stock, no par value		
Authorized shares – 5,000		
No shares issued or outstanding	—	—
Common stock		
Authorized shares – 50,000		
Issued and outstanding – 11,646 at June 30, 2011 and March 31, 2011	13,544	13,544
Retained earnings	8,088	8,663
Total stockholders' equity	21,632	22,207

Total liabilities and stockholders' equity	$26,312	$27,232

* The balance sheet as of March 31, 2011 has been derived from the audited financial statements.

The accompanying notes are an integral part of these condensed consolidated financial statements.

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OPTi Inc.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except for per share data)
(unaudited)

	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010
Sales		
License and royalties	$—	$35,125
Net sales	—	35,125
Costs and expenses		
Selling, general and administrative	873	1,862
Total costs and expenses	873	1,862
Operating income (loss)	(873)	33,263
Interest and other income, net	4	2
Income (loss) before provision for income taxes	(869)	33,265
Income tax provision (benefit)	(294)	13,475
Net income (loss)	$(575)	$19,790
Basic net income (loss) per share	$(0.05)	$1.70
Shares used in computing basic per share amounts	11,646	11,642
Diluted net income (loss) per share	$(0.05)	$1.70
Shares used in computing diluted per share amounts	11,646	11,646

The accompanying notes are an integral part of these condensed consolidated financial statements.

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OPTi INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended June 30,	
	2011	2010
Cash flows from operating activities:		
Net income (loss)	$(575)	$19,790
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	1	1
Deferred income taxes	349	11,441
Changes in operating assets and liabilities:		
Accounts receivable	—	(21,000)
Prepaid expenses and other current assets	33	(27)
Income taxes receivable	(1,370)	—
Accounts payable	88	(1,667)
Accrued expenses	250	106
Accrued employee compensation	(683)	618
Income taxes payable	—	2,034
Net cash provided by (used in) operating activities	(1,907)	11,296
Net increase (decrease) in cash and cash equivalents	(1,907)	11,296
Cash and cash equivalents, beginning of period	25,779	3,578
Cash and cash equivalents, end of period	$23,872	$14,874

The accompanying notes are an integral part of these condensed consolidated financial statements.

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OPTi Inc.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2011
(Unaudited)

1. Basis of Presentation

The information as of June 30, 2011 and for the three month periods ended June 30, 2011 and 2010, are unaudited, but include all adjustments (consisting of normal recurring adjustments) which the Company's management believes to be necessary for the fair presentation of the financial position, results of operations and cash flows for the periods presented. Interim results are not necessarily indicative of results for a full year.

The accompanying financial statements should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2011, which are included in the annual report on Form 10-K filed by the Company with the Securities and Exchange Commission.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates under different assumptions or conditions.

Summary of Significant Accounting Policies, Income Taxes

Income taxes are calculated under Accounting Standard Codification Topic 740 "Accounting for Income Taxes". Under ASC 740, the liability method is used in accounting for income taxes, which includes the effects of deferred tax assets or liabilities. Deferred tax assets or liabilities are recognized for the expected tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities using the enacted tax rates that will be in effect when these differences reverse. The Company provides a valuation allowance to reduce deferred tax assets to the amount that is expected, based on whether such assets are more likely than not to be utilized.

2. Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing net income (loss) by the average number of common shares outstanding during the period.

Diluted net income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares that would be outstanding if all convertible securities were converted into common stock.

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The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except per share amounts):

	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010
Net income (loss)	$(575)	$19,790
Weighted average number of common shares outstanding	11,646	11,642
Basic net income (loss) per share	$(0.05)	$1.70
Weighted average number of common shares outstanding	11,646	11,642
Effect of dilutive securities:		
Employee stock options	—	4
Denominator for diluted net income (loss) per share	11,646	11,646
Diluted net income (loss) per share	$(0.05)	$1.70

The Company has excluded options for the purchase of 4,000 shares of common stock from the calculation of diluted net (loss) per share for the three month period ended June 30, 2011, because such securities were anti-dilutive.

3. Taxes

As part of the process of preparing the unaudited condensed consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves estimating the current tax liability under the most recent tax laws and assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in the unaudited condensed consolidated balance sheet.

Income tax expense (benefit) for the three months ended June 30, 2011, was ($0.3) million, or 33.9% of pre-tax income, compared to $13.5 million, or 40.5% of pre-tax income for the three months ended June 30, 2010. The effective tax rate for the three months ended June 30, 2011 approximates the U.S. Federal statutory rate of 34%. The effective tax rate for the three months ended June 30, 2010 differs from the U.S. Federal statutory rate of 34% primarily due to current state income taxes.

As of June 30, 2011, the Company's total gross unrecognized tax benefit did not materially change with the balance as of March 31, 2011. The Company has recorded a liability of approximately $4.1 million representing unrecognized tax benefits relating to Federal and State R&D credits. All of this amount would impact the Company's effective tax rate, if recognized. No interest or penalties are recorded in this balance.

4. Cash and Cash Equivalents

The following is a summary as of June 30 and March 31, 2011 (in thousands):

	June 30, 2011	March 31, 2011

Cash	$100	$100
Money markets funds	23,772	25,679
	$23,872	$25,779

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The accounting standard for fair value establishes a framework for measuring fair value and requires disclosures about fair value measurements by establishing a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level I	— Observable inputs such as quoted prices in active markets;
Level II	— Inputs other than the quoted prices in active markets that are observable either directly or indirectly; and
Level III	— Unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. On a recurring basis, the Company measures its investments and marketable securities at fair value.

As of June 30, 2011and March 31, 2011, the Company had investments in money market funds of $23.8 million and $25.7 million, respectively, in cash equivalents classified as Level I of the fair market hierarchy and no Level II or Level III investments.

5. Commitments

The Company leases its facility under a non-cancelable operating lease that expires in December 2011.

Rental expense for the operating lease amounted to $29,000 and $29,000, respectively, for the three months ended June 30, 2011 and June 30, 2010.

Future minimum lease commitments by fiscal year for all facility leases are as follows:

March 31, 2012	$58,593
Total lease commitment	$58,593

6. Subsequent Events

On June 9, 2011, S. Muoio & Co. LLC (“SMC”) filed a Complaint to Determine Validity of Election of Corporate Directors and for Ancillary Injunctive Relief (the “Complaint”) in the Superior Court of the State of California for the County of Santa Clara.

The Complaint challenged the validity of the election of corporate directors conducted by OPTi at its annual meeting of shareholders held May 23, 2011 (“Annual Meeting”) in Palo Alto, CA. SMC specifically sought a determination that its proposed candidate, Robert H. Edelman, was elected by having the most votes of any candidate at the annual meeting, and related relief. The Company believes that Mr. Edelman was not properly nominated and contested the allegations in the Complaint.

On June 10, 2011, the Court set an expedited hearing as required by California Corporations Code Section 709. The hearing was held on July 18, 2011, in the Santa Clara County Superior Court.

On July 28, 2011, the Court ruled in favor of the Company. The Company will report the Court’s formal Statement of Decision when the decision has been finalized in approximately thirty to sixty days.

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The Company’s largest shareholder has recently increased its ownership from 28% to 34% of the Company’s outstanding common stock and has attempted to obtain representation on the Board of Directors. See Item 1 Legal Proceedings. Such shareholder has indicated in its public filings with the Securities and Exchange Commission that it may engage in discussions with the Company regarding the timing and characterization of cash distributions to shareholders and the potential orderly liquidation of the Company. The shareholder has also reserved the right to take any and all actions that it deems appropriate to maximize the value of its investment in the Company.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Information set forth in this report constitutes and includes forward looking information made within the meaning of Section 27A of the Security Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, which involves risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward looking statements as a result of a number of factors, including the Company's ongoing efforts to enforce its intellectual property rights including its current litigation efforts, the willingness of the parties it believes are infringing its patents to settle its claims against them, the amount of litigation costs the Company must incur in pursuing its patent infringement claims, the degree to which technology subject to the Company's intellectual property rights is used by other companies in the personal computer and semiconductor industries and our ability to obtain license revenues from them, changes in intellectual property law in such industries and in general and other matters. Readers are encouraged to refer to "Risk Factors".

OPTi was founded in 1989 as an independent supplier of semiconductor products to the personal computer market. During fiscal 2003, the Company sold its product fabrication, distribution and sales operations to Opti Technologies, Inc., an unrelated third party. As a result of this transaction all future revenues for the Company are expected to be generated from the licensing of the Company's intellectual property.

The Company's current strategy is to pursue licensing opportunities to resolve potential infringement of its proprietary intellectual property in the core logic area. During fiscal year 2011, the Company entered into several settlement and licensing agreements totaling approximately $50.6 million on the core logic technology that the Company had developed.

The Company's largest shareholder has recently increased its ownership from 28% to 34% of the Company's outstanding common stock and has attempted to obtain representation on the Board of Directors. See Item 1 Legal Proceedings. Such shareholder has indicated in its public filings with the Securities and Exchange Commission that it may engage in discussions with the Company regarding the timing and characterization of cash distributions to shareholders and the potential orderly liquidation of the Company. The shareholder has also reserved the right to take any and all actions that it deems appropriate to maximize the value of its investment in the Company.

See Part II. Item 1. "Legal Proceedings" below.

Critical Accounting Policies

General. Our discussions and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe that, of the significant accounting policies used in preparation of our consolidated financial statements (see Note 1 of Notes to Condensed Consolidated Financial Statements), the following are critical accounting policies, which may involve a higher degree of judgment and complexity.

Revenue Recognition Revenue from license arrangements is recognized when persuasive evidence of an arrangement exists, delivery has occurred and there are no future performance obligations, fees are fixed or determinable and collectability is reasonably assured.

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Litigation and Contingencies From time to time, we receive various inquiries or claims in connection with patent and other intellectual property rights. We estimate the probable outcome of these claims and accrue estimates of the amounts that we expect to pay upon resolution of such matters, if needed. Should we not be able to secure the terms we expect, these estimates may change and may result in increased accruals, resulting in decreased profits.

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Results of Operations for the Three Months Ended June 30, 2011
Compared to the Three Ended June 30, 2010

Revenues

The Company had no license revenue for the three-month period ended June 30, 2011 and $35,125,000 for the three-month period ended June 30, 2010. The license revenue for the three-month period ended June 30, 2010 relates to the Company entering into a litigation settlement license agreement with Advanced Micro Devices, Inc. ("AMD"). The Company's future revenues depend on the success of our strategy of pursuing license claims on our intellectual property position.

General and Administrative

General and administrative expenses for the quarter ended June 30, 2011 were $873,000 as compared to $1,862,000 for the quarter ended June 30, 2010. The decrease in general and administrative costs for the three-month period ended June 30, 2011, as compared to the comparable period ended June 30, 2010, was mainly attributable to a decrease in litigation costs and employee costs relating to the executive bonus plan.

Interest and Other Income, Net

Net interest and other income for the three-month period ending June 30, 2011 was $4,000 as compared to $2,000 for the three-months ended June 30, 2010. The increase in net interest and other income in the three-month period ended June 30, 2011 as compared to the comparable period in 2010 was due to higher cash balances.

Income Taxes

As part of the process of preparing the unaudited condensed consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves estimating the current tax liability under the most recent tax laws and assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in the unaudited condensed consolidated balance sheet.

Income tax expense (benefit) for the three months ended June 30, 2011, was ($0.3) million, or 33.9% of pre-tax income, compared to $13.5 million, or 40.5% of pre-tax income for the three months ended June 30, 2010. The effective tax rate for the three months ended June 30, 2011 approximates the U.S. Federal statutory rate of 34%. The effective tax rate for the three months ended June 30, 2010 differs from the U.S. Federal statutory rate of 34% primarily due to current income taxes.

As of June 30, 2011, the Company's total gross unrecognized tax benefit did not materially change with the balance as of March 31, 2011. The Company has recorded a liability of approximately $4.1 million representing unrecognized tax benefits relating to Federal and State R&D credits. All of this amount would impact the Company's effective tax rate, if recognized. No interest or penalties are recorded in this balance.

Liquidity and Capital Resources

Cash and cash equivalents decreased to $23.9 million at June 30, 2011 from $25.8 million at March 31, 2011. The decrease in cash and cash equivalents of approximately $1.9 million from March 31, 2011, to June 30, 2011, primarily relates to the net loss for the period and a decrease in accrued employee compensation

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and an increase in income taxes receivable offset, in part, by an increase in accounts payable and accrued expenses. Working capital as of June 30, 2011, decreased to $25.1 million from $25.5 million at March 31, 2011. The Company had no investing or financing activities for the three month periods ended June 30, 2011 and 2010.

As of June 30, 2011, the Company's principal sources of liquidity included cash, cash equivalents of approximately $23.9 million, and net working capital of approximately $25.1 million. The Company believes that the existing sources of liquidity will satisfy the Company's projected working capital and other cash requirements through at least the next twelve months.

The Company's current building lease agreement is scheduled to end on December 31, 2011. The total remaining commitment under the lease at June 30, 2011 is approximately $59,000.

Contractual Obligations

There was no material change as of June 30, 2011, to our contractual obligations as compared to those at March 31, 2011 as disclosed in our Annual Report on Form 10-K for the year ended March 31, 2011.

Off Balance Sheet Arrangements

None

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity

We maintain our cash and cash equivalents primarily in money market funds. We do not have any derivative financial instruments. As of June 30, 2011, all of our investments mature in less than one month. Accordingly, we do not believe that our investments have significant exposure to interest rate risk.

Item 4. Controls and Procedures

(a) We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15 as of the end of the Company's quarter ended June 30, 2011. Based upon that evaluation, our Chief Executive Officer along with our Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level.

(b) There have been no material changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation referenced in paragraph (a) above.

We intend to review and evaluate the design and effectiveness of our disclosure controls and procedures on an ongoing basis and to improve our controls and procedures over time and to correct any deficiencies that we may discover in the future. Our goal is to ensure that our senior management has timely

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access to all material financial and non-financial information concerning our business. While we believe the present design of our disclosure controls and procedures is effective to achieve our goal, future events affecting our business may cause us to significantly modify our disclosure controls and procedures.

There were no changes in our internal controls over financial reporting during our last quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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OPTi Inc.

Part II. Other Information

Item 1. Legal Proceedings

On July 30, 2010, the Company filed a patent infringement lawsuit in the United States District Court for the Eastern District of Texas against VIA and Silicon Integrated Systems Corp. ("SIS") for infringement of two U.S. patents. The two patents at issue in the lawsuit are U.S. Patent No. 5,710,906 and U.S. Patent No. 6,405,291, all entitled "Predictive Snooping of Cache Memory for Master-Initiated Accesses". The complaint alleges that VIA and SIS infringe the patents by making, selling, and offering for sale CPUs and core logic products based on and incorporating Predictive Snooping technology and inducing and contributing to the infringement of the patents by others. OPTi has requested a jury trial in this matter. The Company in its case against VIA and SIS is seeking damages or other monetary relief, including pre-judgment interest and awarding of OPTi's attorney fees.

On June 9, 2011, S. Muoio & Co. LLC ("SMC") filed a Complaint to Determine Validity of Election of Corporate Directors and for Ancillary Injunctive Relief (the "Complaint") in the Superior Court of the State of California for the County of Santa Clara.

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