OPTI INC
Form 10-Q
May 07, 2001

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

_______________

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2001

[_] 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 this charter)

| | |
|---|---|
| CALIFORNIA | 77-0220697 |
| (State or other jurisdiction of incorporated or organization) | (I.R.S. Employer Identification No.) |
| 660 Alder Drive, Milpitas, California | 95035 |
| (Address of principal executive office) | (Zip Code) |

Registrant's telephone number, including area code (408) 382-2600

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 [X] No [_]

The number of shares outstanding of the registrant's common stock as of March 31, 2001 was 11,633,903

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OPTi, Inc.

FORM 10-Q

For the Quarterly Period Ended March 31, 2001

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OPTi Inc.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | Three Months Ended March 31, | |
|---|---|---|
| | 2001 | 2000 |

| | (000's omitted, except per share data) | |
|---|---|---|
| Revenues | | |
| Net product sales | $ 2,117 | $ 2,043 |
| Net license revenues | -- | 13,311 |
| Total revenues | 2,117 | 15,354 |
| Costs and expenses: | | |
| Cost of sales | 1,174 | 1,393 |
| Research and development | 101 | 319 |
| Selling, general, and administrative | 836 | 1,310 |
| Total costs and expenses | 2,111 | 3,022 |
| Operating income (loss) | 6 | 12,332 |
| Interest and other income, net | 448 | 504 |
| Income before income tax provision | 454 | 12,836 |
| Income tax provision | 10 | 260 |
| Net income | $ 444 | $12,576 |
| Basic net income per share | $ 0.04 | $ 1.08 |
| Diluted net income per share | $ 0.04 | $ 1.08 |
| Shares used in computing basic per share amounts | 11,647 | 11,628 |
| Shares used in computing diluted per share amounts | 11,654 | 11,644 |

See accompanying notes.

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OPTi Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS

| | March 31, 2001 | December 31, 2000 |
|---|---|---|
| | (Unaudited) | (See Note 1) |
| Assets | | |

| | (000's omitted) | |
|---|---|---|
| Current assets | | |
| Cash and cash equivalents | $11,758 | $12,146 |
| Short-term investments | 33,531 | 45,980 |
| Accounts receivable, net | 1,000 | 1,131 |
| Inventories | 697 | 1,140 |
| Other current assets | 149 | 359 |
| Total current assets | 47,135 | 60,756 |
| Property and equipment, net | 180 | 157 |
| Other assets | 327 | 359 |
| Total assets | $47,642 | $61,272 |
| Liabilities and Shareholders' Equity | | |
| Current liabilities | | |
| Accounts payable | $ 445 | $ 1,365 |
| Other current liabilities | 864 | 2,441 |
| Total current liabilities | 1,309 | 3,806 |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, no par value: | | |
| Authorized shares -- 5,000 | | |
| No shares issued or outstanding | -- | -- |
| Common stock, no par value: | | |
| Authorized shares -- 50,000 | | |
| Issued and outstanding shares -- 11,634 in 2001 11,655 in 2000 | 22,567 | 22,646 |
| Accumulated other comprehensive income | 13,590 | 25,088 |
| Retained earnings | 10,176 | 9,732 |
| Total shareholders' equity | 46,333 | 57,466 |
| Total liabilities and shareholders' equity | $47,642 | $61,272 |

Note 1 - The consolidated balance sheet at December 31, 2000 has been derived from the audited financial statements.

See accompanying notes.

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OPTi Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Three months Ended March 31, 2001 | 2000 |
|---|---|---|
| | (000's omitted) | |
| Operating Activities: | | |
| Net income | $ 444 | $12,576 |
| Adjustments: | | |
| Depreciation | 44 | 144 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 131 | 653 |
| Inventories | 443 | (139 |
| Other assets | 242 | 889 |
| Accounts payable | (920) | 424 |
| Other current liabilities | (273) | (301 |
| Net cash provided by operating activities | 111 | 14,246 |
| Investing Activites: | | |
| Purchase of property and equipment | (67) | (19 |
| Sale of property and equipment | - | 49 |
| Purchase of short-term investments | (18,936) | - |
| Sale of short-term investments | 18,583 | - |
| Net cash provided by (used in) investing activities | (420) | 30 |
| Financing Activities: | | |
| Net proceeds from sale of common stock | - | 117 |
| Repurchase of common stock | (79) | - |
| Payment of long-term liabilities | - | (71 |
| Net cash provided by (used in) financing activities | (79) | 46 |
| Net increase (decrease) in cash and cash equivalents | (388) | 14,322 |
| Cash and cash equivalents beginning of period | 12,146 | 23,722 |
| Cash and cash equivalents end of period | $ 11,758 | $38,044 |

See accompanying notes.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2001

## 1. Basis of presentation

The information at March 31, 2001 and for the three month periods ended March 31, 2001 and 2000, is unaudited, but includes all adjustments (consisting of normal recurring accruals) 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 December 31, 2000.

## 2. Net income per share

Basic net income per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is calculated using the weighted average number of common and dilutive common equivalent shares outstanding during the period. Dilutive common equivalent shares consist of stock options.

The following table sets forth the computation of basic and diluted net income per share:

| | Three Months ended March 31, 2001 | Three Months ended March 31, 2000 |
|---|---|---|
| Net income | $ 444 | $ 12,576 |
| Weighted average number of common shares outstanding | 11,647 | 11,628 |
| Basic net income per share | $ 0.04 | $ 1.08 |
| Weighted average number of common shares outstanding | 11,647 | 11,628 |
| Effect of dilutive securities: | | |
| Employee stock options | 7 | 16 |
| Denominator for diluted net income per share | 11,654 | 11,644 |
| Diluted net income per share | $ 0.04 | $ 1.08 |

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## 3. Short-Term Investments

The following is a summary as of March 31, 2001:

| | Amortized Cost | Gross Unrealized Gains | Estimated Fair Value |
|---|---|---|---|
| Cash | $ 1,229 | | $ 1,229 |
| Certificates of Deposit | 10,529 | | 10,529 |
| Commercial Paper | 10,400 | | 10,400 |
| U.S. Government Bonds and Notes | 8,536 | | 8,536 |
| Investment in Tripath Technology, Inc. | 725 | 13,870 | 14,595 |
| | $ 31,419 | $13,870 | $ 45,289 |
| Reported as: | | | |
| Cash and cash Equivalents | 11,758 | | 11,758 |
| Short-term Investments | 19,661 | 13,870 | 33,531 |
| | $ 31,419 | $13,870 | $ 45,289 |

The Company had no short-term investments as of March 31, 2000.

## 4. Inventories

Inventories consist of finished goods and work in process (in thousands):

| | March 31, 2001 | December 31, 2000 |
|---|---|---|
| Finished Goods | $ 370 | $ 871 |
| Work in process | 327 | 269 |
| | $ 697 | $ 1,140 |

## 5. Segment Information

Sales of the Company's product based on customer location were as follows (in thousands):

| | Three months ended March 31, 2001 | 2000 |
|---|---|---|
| Taiwan | $ 974 | $ 719 |
| Japan | 262 | 413 |
| Other Far East | 203 | 324 |
| United States | 639 | 582 |
| Europe Other | 39 | 5 |
| Total Net Sales | $ 2,117 | $ 2,043 |

6. Concentrations
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Tripath Technology, Inc.

Tripath Technology, Inc. ("Tripath"), an investment held by the Company, became publicly traded in August 2000. This investment, with a cost of $0.7 million, is reflected in the Company's March 31, 2001 balance sheet under short term investments at a fair market value of $14.6 million. These shares were subject to lock-up agreements which restricted their transfer until January 27, 2001. Tripath to date has a limited operating history as it began to ship products in 1998 and many of its products have only recently been introduced. Tripath also has a history of losses. As of December 31, 2000, Tripath has an accumulated deficit of approximately $111 million. It incurred net losses of approximately $41 million in 2000, $32 million in 1999 and $34 million in 1998. It expects to continue to incur net losses in the future and these losses may be substantial. As of May 3, 2001, the fair market value of the Company's investment in Tripath Technologies had not changed materially from March 31, 2001.

Major Customers and Credit Risks

The Company primarily sells to PC, motherboard and add-in card manufacturers. The Company performs ongoing credit evaluations of its customers but does not require collateral. The Company maintains reserves for potential credit losses, and such losses have been within management's expectations. With the exception of sales to NCR and its subcontractors, Holystone Enterprises, a Taiwan based company and OPTi Japan, our former subsidiary no other single customer represented more than 10% of sales for the first quarter of 2001. In the first quarter of 2001, the Company sold to Holystone Enterprises approximately $0.9 million in USB controllers, representing approximately 44% of net sales for the period. Also in the first quarter of 2001, the Company sold approximately $0.3 million of its embedded core logic to NCR and its subcontractors, representing an approximate 14% of net sales for that period. The Company also sold approximately $0.3 million of core logic product to OPTi Japan representing 14% of net sales for the period.

Many of the Company's customers, particularly the motherboard manufacturers in Taiwan, operate at very low profit margins and undertake significant inventory risks. To the extent the Company provides open terms of credit to some of the larger of these customers, the Company is exposed to significant credit risks if these customers are unable to remain profitable. Approximately 47% of the Company's receivables at March 31, 2001 were with these customers.

Suppliers

The Company's reliance on independent foundries, packaging houses and test facilities involves several risks, including the absence of adequate capacity, the unavailability of or interruptions in access to certain process technologies and reduced control over delivery schedules, manufacturing yields and costs. At times during the first three quarters of 2000, the Company was unable to meet the demand for certain ot its products due to limited foundry capacity and the Company expects that it will experience other production shortfalls or difficulties in the future. Because the Company's purchase orders with its outside foundries are non-cancelable by OPTi, the Company is subject to inventory surpluses and has in the past experienced write-downs of inventories due to an unexpected reduction in demand for a certain product.

Products

The Company's product life cycles are typically very short and ramp into volume production very quickly. At any point in time, the Company may rely on a limited number of products for a significant share of the Company's revenue. In the first half of 2001, the Company will be highly dependent on continued revenue contributions from its USB controller. For the first quarter ended March 31, 2001, the Company sold approximately $1.3 million of its two port USB controller, representing approximately 60% of revenue. In

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the second half of 2001, the Company anticipated that it will rely heavily upon the successful transitions into its new four port USB controller and 1394 peripheral products. Any significant shortfall in sales for the Company's current volume products or problems with the successful transition to next generation products will have a material adverse effect upon the Company's financials.

7. Comprehensive Income

The Company's total comprehensive income as follows (in thousands):

| | Three Months Ended March 31, 2001 | Three Months Ended March 31, 2000 |
|---|---|---|
| Net Income | $ 444 | $ 12,576 |
| Other comprehensive income | 13,590 | --- |
| Comprehensive income | $ 14,034 | $ 12,576 |

Other comprehensive income includes unrealized gains on marketable securities net of taxes.

8. Litigation

In January 1997, a patent infringement claim was brought against the Company by Crystal Semiconductor, Inc. ("Crystal"), a subsidiary of Cirrus Logic, in the United States District Court for the Western District of Texas. The claim alleges that the Company and Tritech Microelectronics International, Inc. and its Singapore parent company, Tritech Microelectronics Pte, Ltd. (collectively "Tritech") infringe three patents owned by Crystal. These patents relate to the analog-to-digital coder-decoder ("codec") module that was designed by Tritech and incorporated into integrated PC audio chips formerly sold by the Company. The suit sought injunctive relief and damages.

On July 7, 2000, Crystal Semiconductor and the Company signed a settlement agreement to be effective June 24, 2000. Under the terms of the agreement, OPTi agreed to pay Crystal Semiconductor $7,000,000 over a period of time ending October 2000. Upon receipt of the final payment from OPTi, Crystal and OPTi dismissed with prejudice all claims that were brought or could have been brought in the action up to the date of the dismissal of the action.

9. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results, such as the amount that it will ultimately incur as a result of the Crystal litigation and related recoveries from Tritech, could differ from those estimates.

10. Taxes
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The Company recorded a tax provision of approximately 2% for the quarters ended March 31, 2001 and March 31, 2000. The tax provisions recorded in both of these periods relates primarily to the federal alternative minimum tax.

11. Recent Pronouncements
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In June 1998, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133). SFAS 133 provides a comprehensive and consistent standard for the recognition and measurement of derivatives and hedging activities. In June 1999, FASB issued Financial Accounting Standards No. 137 which deferred the effective date of SFAS 133 to fiscal years beginning after June 15, 2000. The adoption of SFAS 133 did not have an impact on the Company's results of operations or financial condition when adopted as the Company held no derivative financial instruments and does not currently engage in hedging activities.

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

Results of Operations

Information set forth in this report constitutes and includes forward looking information made within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities and Exchange Act of 1934, as amended, that involve 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 product mix, the Company's ability to obtain or maintain design wins, market conditions generally and in the electronics and semiconductor industries, product development schedules, competition and other matters. Readers are encouraged to refer to "Factors Affecting Earnings and Stock Price" found below in this Item 2.

The Company currently competes principally in the embedded and USB controller marketplaces. From the Company's inception through 1998, the Company's principal segments had been desktop and mobile core logic. However, with increasingly aggressive competion in this area, primarily from Intel Corporation, the Company revised its strategy and focus on market opportunities where the Company had strategic advantages. This led the Company to focus on the embedded and USB controller marketplaces where the Company has experienced some success in the past few years.

The Company's strategy, at this time is to license its core logic technology that it has developed during its history and to look for areas where the Company can either develop or acquire technology for emerging markets in the high performance PC segment, increase sales in existing global markets and strengthen its industry relationships. During the first quarter of fiscal year 2000, the Company entered into a one-time licensing arrangement for $13,311,000, on its core logic technology. In addition, the Company has continued, and is continuing, its efforts to maximize shareholder value through restructuring of the Company's business and assets.

Net revenues for the first quarter ended March 31, 2001 were $2,117,000, as compared to, net revenues of $15,354,000 for the quarter ended March 31, 2000. The first quarter revenue for 2000 included net license revenues of $13,311,000 resulting from a one-time non-exclusive licensing fee for certain OPTi patents. For the quarter ended March 31, 2000, the Company reported net product sales of $2,043,000. The increase in net product sales for the three month period ending March 31, 2001, as compared to the three month period ending March 31, 2000, was due primarily to increased sales of the Companys USB controller chip, offset in part, by a reduction in sales for the Company's core logic chipsets used in various embedded designs.

Cost of product sales for the quarter ended March 31, 2001 decreased to $1,174,000 resulting in a gross margin of approximately 44.5%, as compared to cost of sales of $1,393,000, and a product gross margin of approximately 31.8% for the quarter ended March 31, 2000. The Company's actual gross margin for the quarter ended March 31, 2000 was 90.9%, including the license revenue of $13.3 million, which had no associated cost of goods sold. The increase in product gross margin as a percentage of sales for the three-month period ended March 31, 2001 as compared to the similar period ended March 31, 2000 is primarily due to product mix and a reduction in assembly and test costs that the Company was able to negotiate during the first quarter of 2001.

Research and development costs decreased to $101,000 for the quarter ended March 31, 2001, as compared with $319,000 for the quarter ended March 31, 2000. In January 2000, the Company had a reduction in staff as it made the decision to terminate design efforts on its liquid crystal display product. As of March 31, 2001, the Company had one research and development person, who conducts virtually all of the Company's product development with the assistance of outside contractors.

Selling, general, and administrative costs were $836,000 in the quarter ended March 31, 2001 as compared with $1,310,000 in the comparable period of 2000. The decrease in selling, general, and administrative costs for the three-month period ended March 31, 2001 as compared to the three-month period ending March 31, 2000 is primarily attributable to lower headcount related expenses and lower legal expenses during the period.



Interest and other income, net was $448,000 and $504,000 for the quarters ended March 31, 2001 and 2000, respectively. The decrease in the first quarter of 2001 as compared to the first quarter of 2000 is primarily due to a lower average cash balance due to the payment of $7,000,000 during the second half of 2000 as settlement of the Crystal Semiconductor litigation.

The Company's tax provision recorded in the quarters ended March 31, 2001 and 2000, relates primarily to the federal alternative minimum tax.

Liquidity and Capital Resources

Cash, cash equivalents, and short-term investments decreased to $45,289,000 at

March 31, 2001 from $58,126,000 at December 31, 2000. The decline in cash, cash equivalents and short-term investments of approximately $12.8 million from December 31, 2000 to March 31, 2001, primarily relates to the decrease in value of the Company's investment in Tripath Technologies. The investment in Tripath Technologies decreased by approximately $12.8 million during that period. Working capital as of March 31, 2001 decreased to $45,826,000 from $56,950,000 at December 31, 2000, this decrease also relates primarily to the investment in Tripath Technologies. During the first three months of 2001, operating activities generated $0.1 million of cash. Cash generated from operating activities was primarily due to a $443,000 reduction in inventory, $444,000 of net income, a $242,000 reduction in other assets and a $131,000 reduction in accounts receivable, partially offset by, a $920,000 reduction in accounts payable and a $273,000 reduction in current liabilities. Investing activities used $0.4 million of cash during the first quarter of 2001. This use in cash was due to an increase in short term investments of $353,000 and the purchase of $67,000 of property and equipment. Financing activities for the first three months of 2001 used $0.1 million due to the stock repurchase program announced in December 2000 by the Company.

At March 31, 2001, the Company's principal sources of liquidity included cash, cash equivalents and short-term investments of approximately $45.3 million and working capital of approximately $45.8 million. The Company believes that its existing sources of liquidity will satisfy the Company's projected working capital and other cash requirements through at least the next twelve months.

Factors Affecting Earnings and Stock Price

Fluctuations in Operating Results

The Company has experienced significant fluctuations in its quarterly operating results in the past and expects that it will experience such fluctuations in the future. In the past, these fluctuations have been caused by a variety of factors including increased competition from other suppliers, price competition, ongoing rapid price declines, changes in customer demand, the timing of delivery of new products, inventory adjustments, changes in the availability of foundry capacity and changes in the mix of products sold. In the future, the Company's operating results in any given period may be adversely affected by one or more of these factors.

Price Competition

The market for the Company's products are subject to severe price competition and price declines. There can be no assurance that the Company will succeed in reducing its product costs rapidly enough to maintain or increase its gross margin level or that further substantial reduction in prices will not result in lower profitability or losses.

Changes in Customer Demand

The Company currently places non-cancelable orders to purchase products from independent foundries, while its customers generally place purchase orders with a significantly shorter lead time which may be canceled without significant penalty. In the past, the Company has experienced order cancellations and deferrals and expects that it



will experience cancellations in the future from time to time. Any such order cancellations, deferrals, or a shortfall in a receipt of orders, as compared to order levels expected by the Company, could have a significant adverse effect on the Company's operating results in any given period.

Product Transitions and the Timing and Delivery of New Products

A substantial majority of the Company's net product sales is derived from its USB controller products. The market for USB controllers is characterized by frequent transitions in which this functionality can be and is incorporated into other semiconductor devices, such as the core logic. A failure to develop products with required feature sets or performance standards or a delay as short as a few months in bringing a new product to market could significantly reduce the Company's net sales for a substantial period, which would have a material adverse effect on the Company's business, financial condition and results of operations.

Continued Sales of Current Products

The Company's ability to maintain or increase its sales levels and profitability depends directly on its ability to continue to sale its existing products at current volumes. The Company will have few, if any, new product introductions for the foreseeable future. Any inability to continue sales at the current level could have an immediate and very significant adverse effect on the trading price of the Company's stock. Investors in the Company's securities must be willing to bear the risks of such fluctuations.

Each of the product segments in which the Company offers new products are intensely competitive and the Company must compete with entrenched competitors who have established greater product breadth and distribution channels. The introduction of new products can result in a greater than expected decline and demand for existing products and create an imbalance between products ordered by customers and products which the Company has in inventory. This imbalance can result in surplus or obsolete inventory, leading to write-offs or other unanticipated costs or disruptions.

Customer Concentration

The Company primarily sells product to PC, motherboard, and add-in card manufacturers. The Company performs ongoing credit evaluations of its customers but does not require collateral. The Company maintains reserves for potential credit losses, and such losses have been within management's expectations. The Company expects that sales of its products to a relatively small group of customers will continue to account for a high percentage of its net product sales in the foreseeable future, although the Company's customers in any one period will continue to change.

However, there can be no assurance that any of these customers or any of the Company's other customers will continue to utilize the Company's products at current levels, if it all. The Company has experienced significant changes in the composition of its major customer base and expects that this variability will continue in the future. During 1999 and 1998 both Compaq and its subcontractors and Apple and its subcontractors were significant customers. At this time the Company is not shipping any products to either Compaq and its subcontractors or Apple and its subcontractors. The loss of any major customer or any reduction in orders by any such customer could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company has no long-term volume commitments from any of its major customers and generally enters into individual purchase orders with its customers. The Company has experienced cancellations of orders and fluctuations in order levels from period to period and expects it will continue to experience such cancellations and fluctuations in the future. Customer purchase orders may be cancelled and order volume levels can be changed or delayed with limited or no penalties. The replacement of cancelled, delayed or reduced purchase orders with new business cannot be assured. Moreover, the Company's business, financial condition and results of operations will depend in significant part on its ability to obtain orders from new customers, as well as on the financial condition and success of its customers. Therefore, any adverse factors affecting any of the Company's customers or their customers could have a material effect on the Company's business, financial condition and results of operation.

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Credit Risks

Many of the Company's customers, particularly the motherboard manufacturers in Taiwan, operate at very low profit margins and undertake significant inventory risks. To the extent the Company provides open terms of credit to some of the larger of these customers, the Company is exposed to significant credit risks if these customers are unable to remain profitable. Approximately 47% of the Company's receivables at March 31, 2001 were with these customers.

Dependence on Foundries and Manufacturing Capacity

Almost all of the Company's products are manufactured by outside foundries pursuant to designs provided by the Company. In most instances, the Company provides foundries with a custom-tooled design ("Custom Production"), whereby the Company receives a finished die from the foundry which it sends to a third party for cutting and packaging. This process subjects the Company to the risk of low production yields as the die moves through the production and packaging process. The Company's reliance on independent foundries, packaging houses, and test houses involves several risks, including the absence of adequate capacity, the unavailability of or interruptions in access to certain process technologies and reduced control over delivery schedules, manufacturing yields and costs. At times during the second half of 1999 and the first three quarters of 2000, the Company was unable to meet the demand for certain of its products due to limited foundry capacity and the Company expects that it will experience other production shortfalls or difficulties in the future.

Because the Company's purchase orders with its outside foundries are non-cancelable by OPTi, the Company is subject to risks of, and has in the past experienced, excess or obsolete inventory due to an unexpected reduction in demand for a particular product. The manufacture of its products is a complex process and the Company may experience short-term difficulties in obtaining timely deliveries, which could affect the Company's ability to meet customer demand for its products. Should any of its major suppliers be unable or unwilling to continue to manufacture the Company's key products in required volumes, the Company would have to identify and qualify acceptable additional foundries. This qualification process could take up to six months or longer. No assurances can be given that any additional sources of supply could be in a position to satisfy any of the Company's requirements on a timely basis. The semiconductor industry experiences cycles of under-capacity and over-capacity which have resulted in temporary shortages of products in high demand. Any such delivery problems in the future could materially and adversely affect the Company's operating results.

The Company began using Custom Production in 1993. Custom Production requires that the Company provide foundries with designs that differ from those traditionally developed by the Company in its gate array production and which are developed with specialized tools provided by the foundry. This type of design process is inherently more complicated than gate array production and there can be no assurance that the Company will not experience delays in developing designs for Custom Production or that such designs will not contain bugs. To the extent bugs are found, correcting such bugs is likely to be both expensive and time consuming. In addition, the use of Custom Production requires the Company to purchase wafers from the foundry instead of finished products. As a result, the Company is required to increase its inventories and maintain inventories of unfinished products at packaging houses. The Company is also dependent on these packaging houses and third party test houses for adequate capacity.

Dependence on Intellectual Property position

The success of the Company's current strategy of licensing its core logic technology can be affected by new developments in intellectual property law generally and with respect to semiconductor patents in particular and upon the Company's success in defending its patent position. It is difficult to predict developments and changes in intellectual property law and in advance, however such changes could have an adverse impact on the Company's ability to license its previously developed technology.

Possible Volatility of Stock Price

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There can be no assurances as to the Company's operating results in any given period. The Company expects that the trading price of its common stock will continue to be subject to significant volatility.

Item 3. Quantitative and Qualitative Disclosure 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 March 31, 2001, all of our investments mature in less than six months. Accordingly, we do not believe that our investments have significant exposure to interest rate risk.

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OPTi Inc.

Part II. Other Information

Item 1. Legal Proceedings.
See litigation footnote on page 9 of this report.

Item 2. Changes in Securities.
Not applicable and has been omitted.

Item 3. Defaults on Senior Securities.
Not applicable and has been omitted.

Item 4. Submission of Matters to a Vote of Shareholders.
Not applicable and has been omitted.

Item 6. Exhibits and Reports on Form 8-K.
(a) Exhibits:
None
(b) Reports on Form 8-K:
None.

OPTi Inc.

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.

OPTi Inc.

Date: 5/7/01

By: /s/ Michael Mazzoni

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Michael Mazzoni
Signing on behalf of the Registrant and as
Chief Financial Officer