

LANTRONIX INC  
Form 8-K  
April 26, 2012

**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): **April 26, 2012**

**LANTRONIX, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-16027  
(Commission File Number)

33-0362767  
(IRS Employer Identification Number)

**167 Technology Drive**

**Irvine, California 92618**

(Address of Principal Executive Offices)

**(949) 453-3990**

(Registrant's telephone number, including area code)

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)

£ 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))

**Item 1.01. Entry into a Material Definitive Agreement.**

The disclosure set forth in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 1.01.

**Item 8.01. Other Events.**

*Pricing of the Shares Relating to the Offering*

On April 26, 2012, the Company and Roth Capital Partners, LLC (the “Underwriter”) met to agree upon a price for the shares of common stock to be offered in the public offering and on the same day issued a press release announcing that the Company had priced the common stock to be offered in the public offering (the “Offering”). A copy of that press release is filed as Exhibit 99.1 to this Form 8-K and is hereby incorporated herein by this reference.

*Underwriting Agreement with Roth Capital Partners, LLC*

On April 26, 2012, the Company entered into a firm commitment underwriting agreement with the Underwriter (the “Underwriting Agreement”) in connection with the offer and sale by the Company of 2,200,000 shares of common stock, par value \$0.0001 per share, at a price to the public of \$2.50 per share. The Company granted the Underwriter a 30-day option to purchase up to 330,000 additional shares of the Company’s common stock to cover over-allotments. The Company expects to receive net proceeds from the offering of approximately \$4,915,000 (or \$5,682,250 if the Underwriter exercises its over-allotment option in full), after deducting underwriting discounts and commissions, and expenses. The offering is expected to close on May 1, 2012. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is hereby incorporated herein by this reference.

*Opinion of Paul Hasting LLP*

On April 26, 2012, Paul Hastings LLP issued its opinion relating to legality of the shares of common stock offered and sold by the Company pursuant to Underwriting Agreement. A copy of the opinion is filed as Exhibit 5.1 to this Form 8-K and is hereby incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.Description

- 1.1 Underwriting Agreement dated April 26, 2012 by and between Lantronix, Inc. and Roth Capital Partners, LLC.
- 5.1 Opinion of Paul Hastings LLP dated April 26, 2012 re: Legality of the Issuance of Common Stock.
- 99.1 Press Release dated April 26, 2012 relating to the Pricing of the Public Offering of Common Stock.

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**SIGNATURE**

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.

**LANTRONIX, INC.**

Date: April 26, 2012 By: /s/ Jeremy Whitaker  
Jeremy Whitaker  
Chief Financial Officer and Secretary

**Exhibit Index**

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- 5.1 Opinion of Paul Hastings LLP dated April 26, 2012 re: Legality of the Issuance of Common Stock.
- 99.1 Press Release dated April 26, 2012 relating to the Pricing of the Public Offering of Common Stock.