

Edgar Filing: LANTRONIX INC - Form 10-Q/A

LANTRONIX INC  
Form 10-Q/A  
September 15, 2005

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

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FORM 10-Q/A  
Amendment No. 1 to Form 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2004

OR

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: 1-16027  
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LANTRONIX, INC.

(Exact name of registrant as specified in its charter)

Delaware  
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(State or other jurisdiction  
of incorporation)

33-0362767  
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(IRS Employer Identification No.)

15353 Barranca Parkway  
Irvine, CA  
-----

(Address of Principal Executive Offices)

92618  
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(Zip Code)

(949) 453-3990  
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(Registrant's telephone number, including area code)  
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Former name, former address and former fiscal year, if changed since last  
report: N/A

Indicate by check mark whether the registrant (1) has filed all reports  
required 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  No

Indicate by check mark whether the registrant is an accelerated filer (as  
defined by Rule 12b-2 of the Exchange Act). Yes  No .

As of January 21, 2005 58,238,149 shares of the Registrant's common stock  
were outstanding.

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PORTIONS AMENDED

The Registrant hereby amends Part II - Item 4 contained in the Registrant's Report on Form 10-Q for the quarterly period ended December 31, 2004, to provide information relating to the matters voted on by Registrant's shareholders at Registrant's annual meeting of shareholders held November 18, 2004. Except as set forth in Part II, Item 4 below, no other changes are made to Registrant's Report on Form 10-Q for the quarterly period ended December 31, 2004. As a result of this amendment, abbreviated certifications, originally filed as Exhibits 31.1 and 31.2 under Part II, Item 6, have been re-executed as of the date of this Amendment.

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The annual meeting of the Company's shareholders was held on November 18, 2004. The shareholders elected the following two Class I directors to hold office until the 2007 annual meeting and until their successors are elected and qualified:

	For	W
H.K. Desai	46,031,911	6
Howard G. Slayen	51,492,027	9

In addition, the shareholders approved the following proposals:

	For	Against	Abstain
To replenish the Lantronix, Inc. 2000 Employee Stock Purchase Plan with 750,000 shares	29,883,910	6,673,689	981,800
To declassify the board of directors	51,465,919	957,487	14,605
To ratify the appointment of Ernst & Young LLP to serve as the Company's auditors for the fiscal year ending June 30, 2005	51,777,974	348,237	311,800

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned

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thereunto duly authorized.

Date: September 14, 2005

LANTRONIX, INC.  
(Registrant)

By: /s/ Marc H. Nussbaum

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MARC H. NUSSBAUM  
CHIEF EXECUTIVE OFFICER  
(PRINCIPAL EXECUTIVE OFFICER)

By: /s/ James W. Kerrigan

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JAMES W. KERRIGAN  
CHIEF FINANCIAL OFFICER  
(PRINCIPAL FINANCIAL OFFICER)

Index to Exhibits

- 31.1 Certification of Principal Executive Officer pursuant to Securities Exchange Act Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.