#### SILICON GRAPHICS INC

Form 4

August 19, 2008

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* LC CAPITAL MASTER FUND LTD

2. Issuer Name and Ticker or Trading Symbol

SILICON GRAPHICS INC [SGIC]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O TRIDENT FUND SERVICES (BVI) LIMITED, PO BOX 146

WATERFRONT DRIVE

08/15/2008

(Month/Day/Year)

Director Officer (give title below)

X\_\_ 10% Owner Other (specify

WICKAMS CAY

(City)

Stock

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

P

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ROAD TOWN, TORTOLA, D8

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

Code V Amount Common 08/15/2008

(Zip)

or (D) Price

P 1.249 1,276,442  $D^{(1)}$ 6.2

(A)

Common 08/15/2008 Stock

0 \$0 1,276,442 Α

See Footnote I (2)

Common 08/18/2008 Stock

P 205 \$6 131,983 Α

By LC Capital /  $I^{(3)}$ Capital Z

SPV, L.P.

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or Name land	
						Exercisable	Date		Number	
				C 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address		Relationships				
<b>Fg</b>	Director	10% Owner	Officer	Other		
LC CAPITAL MASTER FUND LTD C/O TRIDENT FUND SERVICES (BVI) LIMITED PO BOX 146 WATERFRONT DRIVE WICKAMS CAY ROAD TOWN, TORTOLA, D8		X				
LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019		X				
LAMPE STEVEN C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019		X				
CONWAY RICHARD F C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019		X				
Signatures						

## Signatures

LC Capital Master Fund, Ltd., By: /s/ Richard F. Conway, Director 08/19/2008

\*\*Signature of Reporting Person Date

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Lampe, Conway & Co. Member	, LLC, By: /s/ Richard F. Conway, Managing	08/19/2008
	**Signature of Reporting Person	Date
/s/ Steven G. Lampe		08/19/2008
	**Signature of Reporting Person	Date
/s/ Richard F. Conway		08/19/2008
	**Signature of Reporting Person	Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned by LC Capital Master Fund, Ltd., which is a Reporting Person.
  - These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital Master Fund, Ltd., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC and Richard F. Conway, a managing member of
- (2) Lampe, Conway & Co., LLC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital / Capital Z SPV, L.P., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC and Richard F. Conway, a managing
- (3) member of Lampe, Conway & Co., LLC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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