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O2MICRO INTERNATIONAL LTD  
Form S-8  
June 17, 2004

As filed with the Securities and Exchange Commission on June 17, 2004  
Registration No. 333-\_\_\_\_\_

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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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O2 MICRO INTERNATIONAL LIMITED  
(Exact Name of Registrant as Specified in its Charter)

Cayman Islands (State or Other Jurisdiction of Incorporation or Organization)	Not applicable (I.R.S. Employer Identification Number)
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Grand Pavilion Commercial Centre, West Bay Road  
P.O. Box 32331, SMB, George Town  
Grand Cayman, Cayman Islands  
(Address of Principal Executive Offices) (ZIP Code)

O2 Micro International Limited 1999 Stock Incentive Plan  
(Full Title of Plans)

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Sterling Du  
Chief Executive Officer  
O2 Micro International Limited  
c/o O2 Micro, Inc.  
3118 Patrick Henry Drive  
Santa Clara, California 95054  
(408) 987-5920  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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Copy to:  
Justin Bastian, Esq.  
Morrison & Foerster LLP  
755 Page Mill Road  
Palo Alto, CA 94304-1018  
(650) 813-5600

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CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT REGISTRAT FEE
Ordinary Shares, \$0.001 par value	1,000,000	\$ 15.72	\$ 15,720,000	\$ 1,991.

(1) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended. The calculation of the proposed maximum aggregate offering price has been based on (i) registration hereunder of an aggregate of 1,000,000 shares and (ii) the average of high and low sales prices, \$16.05 and \$15.39, respectively, of O2 Micro International Limited's Ordinary Shares reported on the NASDAQ National Market System on June 14, 2004.

In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

PART I

INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS

The documents containing the information specified in this Part I of Form S-8 (plan information and registrant information and employee plan annual information) will be sent or given to employees as specified by Securities and Exchange Commission Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by O2 Micro International Limited (the "Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein:

a. The contents of the Registrant's Registration Statement on Form S-8, Commission File No. 333-12672, including exhibits thereto, are hereby incorporated by reference into this Registration Statement, except as the same may be modified by the incorporation set forth herein.

b. The Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2003, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), containing audited financial statements for the Registrant's latest fiscal year.

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c. The description of the Registrant's Ordinary Shares contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on August 16, 2000, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

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ITEM 8. EXHIBITS.

- 5.1 Opinion of Maples and Calder
- 23.1 Consent of Maples and Calder (contained in Exhibit 5.1)
- 23.2 Consent of Deloitte & Touche
- 23.3 Consent of Deloitte & Touche
- 23.4 Consent of Morrison & Foerster LLP
- 24.1 Power of Attorney

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, O2 Micro International Limited, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on June 16, 2004.

O2 MICRO INTERNATIONAL LIMITED

By: /s/ Sterling Du  
-----  
Sterling Du  
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Sterling Du as his or her true and lawful attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendment to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she

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might or could do in person, hereby ratifying and confirming the said attorneys-in-fact or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Capacity -----	Date -----
/s/ Sterling Du ----- Sterling Du	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 16, 2004
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/s/ Perry Kuo ----- Perry Kuo	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	June 16, 2004
/s/ James Keim ----- James Keim	Director	June 15, 2004
/s/ Michael Austin ----- Michael Austin	Director	June 13, 2004
/s/ Lawrence Lin ----- Lawrence Lin	Director	June 14, 2004
/s/ Keisuke Yawata ----- Keisuke Yawata	Director	June 14, 2004
/s/ Geok Ling Goh ----- Geok Ling Goh	Director	June 15, 2004

### INDEX TO EXHIBITS

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