OPTI INC Form 4 October 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MGCM CAPITAL Issuer Symbol MANAGEMENT LLC OPTI INC [OPTI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner Director __ Other (specify Officer (give title 312 HUNTLY ROAD 10/01/2008 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LAS VEGAS, NV 89145 Person

(City)	(State) (Table Table	e I - Non-D	erivative S	Securit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securition(A) or Dis		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldi/Day/Tear)	any	Code	(Instr. 3, 4)		` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(4)		Reported	(IIISII. 4)	(111501.4)
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1) (2)	10/01/2008		S	50,000	D	\$ 1.85	1,515,500	I	See Notes (1) (2) (3)

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

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

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January 31,

2005

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Expires:

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4))	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,	(Instr. 3, 4, and 5)				
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amoun	t	
					. , , ,		Date	or		
								Number	r	
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other MGCM CAPITAL MANAGEMENT LLC X 312 HUNTLY ROAD LAS VEGAS, NV 89145

Signatures

MGCM CAPITAL MANAGEMENT, LLC, A Delaware Limited Liability Company, By: 10/02/2008 Marco L. Petroni, Manager

**Signature of Reporting Person

Date

Joint Filer Information: Marco L. Petroni, MGCM Partners, L.P.

10/02/2008

**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).

The securities reported as beneficially owned by MGCM Capital Management, LLC, d/b/a/ MG Capital Management, LLC ("MG Capital"), as this Form 4 include securities also beneficially owned by Marco L. Petroni, the controlling person of MG Capital and

- (1) MGCM Partners, L.P. ("MGCM"), an investment limited partnership of which MG Capital is the general partner and investment adviser (collectively, the "Filers"). These securities are held directly by MGCM for the benefit of its investors and indirectly by MG Capital as MGCM's investment adviser and Mr. Petroni as MG Capital's controlling person.
 - The Filers are filing this Form 4 jointly, but not as a group, and each of them expressly disclaims membership in a group within the meaning of rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended (the "1934 Act"). Each of MG Capital and Mr.
- (2) Petroni disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein. In addition, the filing of this Form 4 on behalf of MGCM should not be construed as an admission that it is, and it disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the 1934 Act, of any of the securities covered by this Form 4.
- (3) Mr. Petroni also owns directly 36,070 shares of OPTi Inc.'s Common Stock, which are not included in Column 6 of Table I.

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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