

LANTRONIX INC
Form 3
March 02, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

EMPIRE CAPITAL PARTNERS LP

(Last) (First) (Middle)

C/O EMPIRE G P LLC, 1 GORHAM ISLAND

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/28/2005

3. Issuer Name and Ticker or Trading Symbol
LANTRONIX INC [LTRX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
Officer Other
(give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

6,132,100

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMPIRE CAPITAL PARTNERS LP C/O EMPIRE G P LLC 1 GORHAM ISLAND WESTPORT, CT 06880	^	^ X	^	^

Signatures

/s/ Scott Fine 03/02/2005

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares of Common Stock to which this note relates are held directly by Empire Capital Partners, L.P., a Delaware limited partnership ("Empire"), Empire Capital Partners Ltd., a Cayman Islands exempted company ("Offshore"), Empire Capital Partners II, Ltd. a Cayman Islands exempted company ("Offshore II"), Charter Oak Partners, LP a Delaware limited partnership ("Charter Oak") and Charter Oak Partners II LP a Delaware Limited Partnership ("Charter Oak II").
- (2) Empire GP, L.L.C. (the "General Partner") serves as the general partner of, and has investment discretion over the securities held by, Empire. Empire Capital Management L.L.C. (the "Investment Manager") serves as investment manager to, and has investment discretion over the securities held by, Offshore I and Offshore II and certain accounts owned by Charter Oak and Charter Oak II. Scott Fine and Peter Richards are the managing members of the General Partner and the Investment Manager.
- (3) Empire Capital, Empire GP and the Investment Manager each disclaims any beneficial ownership of any Issuer's securities to which this Form 3 relates for the purposes of the Securities Exchange Act of 1934 as amended (the "Act"), except as to such securities in which each such person may be deemed to have an indirect pecuniary interest pursuant to the Act.

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.