

LANTRONIX INC  
Form 8-K  
October 19, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**October 19, 2006**

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**LANTRONIX, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other  
jurisdiction of  
incorporation)

**1-16027**  
(Commission File  
Number)

**33-0362767**  
(IRS Employer  
Identification No.)

**15353 Barranca Parkway  
Irvine, California 92618**  
(Address of principal executive offices, including zip code)

**(949) 453-3990**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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r Pre-commencement communications pursuant to Rule  
14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

r Pre-commencement communications pursuant to Rule  
13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure.**

On June 15, 2006, Lantronix, Inc. (the “Company”) issued a press release and filed a Form 8-K announcing it had entered into an agreement to sell its equity interest in Xanboo Inc. (“Xanboo”), a privately held company, for an aggregate cash consideration of \$2 million. The Company has already sold a number of its Xanboo shares for an aggregate cash consideration of \$1.3 million. On October 18, 2006, the Company reached a final agreement for the sale of the remaining 13,244 shares for an aggregate cash consideration of \$700,000.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 19, 2006

LANTRONIX, INC.,  
a Delaware corporation

By: /s/ Marc Nussbaum

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Marc Nussbaum  
President and Chief Executive Officer