

BRUSCHA BERNHARD  
Form 5  
August 30, 2012

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
**BRUSCHA BERNHARD**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**BIESINGERSTRASSE, 27**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**06/30/2012**

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**TUEBINGEN, 2M 72072**  
  
(City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/18/2011	Â	P4	17,000	A	\$ 1.55	17,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	11/21/2011	Â	P4	116,000	A	\$ 1.769	116,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	11/22/2011	Â	P4	42,000	A	\$ 1.795	42,000	I	By TL Investment Gmbh <sup>(1)</sup>

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Common Stock	11/23/2011	Â	P4	13,000	A	\$ 1.8	13,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	11/26/2011	Â	P4	3,000	A	\$ 1.8	3,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	11/30/2011	Â	P4	50,000	A	\$ 1.9	50,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	12/08/2011	Â	P4	3,000	A	\$ 1.762	3,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	12/09/2011	Â	P4	2,000	A	\$ 1.805	2,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	12/12/2011	Â	P4	33,000	A	\$ 1.989	33,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	12/13/2011	Â	P4	1,000	A	\$ 2	1,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	12/14/2011	Â	P4	41,000	A	\$ 2.696	41,000	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	04/25/2012	Â	P4	1,605,709	A	\$ 2.8025	1,605,709	I	By TL Investment Gmbh <sup>(1)</sup>
Common Stock	05/16/2012	Â	P4	127,500	A	\$ 2.0834	127,500	I	By TL Investment Gmbh <sup>(1)</sup>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUSCHA BERNHARD BIESINGERSTRASSE, 27 TUEBINGEN, 72072	X	X		

## Signatures

/s/ Jeremy Whitaker, Attorney-in-fact for Bernhard  
Bruscha

08/29/2012

\_\_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) Bernhard Bruscha is managing director of, and wholly owns, TL Investment GmbH, a company formed under the laws of Germany and the direct owner of the subject securities.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.