

Edgar Filing: OPTI INC - Form SC 13D/A

OPTI INC
Form SC 13D/A
October 21, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 16 - Exiting Amendment)

OPTI, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

683960108

(CUSIP Number)

Scott B. Bernstein, Esq.
Caxton Associates, L.L.C.
731 Alexander Road, Bldg. 2
Princeton, New Jersey 08540
(609) 419-1800

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 14, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f), or 13d-1 (g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.
(Continued on following pages)
(Page 1 of 6 Pages)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

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(however, see the Notes).

SCHEDULE 13D

CUSIP NO. 683960108

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Caxton International Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 577,406

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER
WITH 577,406

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
577,406

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.0%

14 TYPE OF REPORTING PERSON*
CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 683960108

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Caxton Associates, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
577,406

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
577,406

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
577,406

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 683960108

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Bruce S. Kovner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF 7 SOLE VOTING POWER
0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER
577,406

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
577,406

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
577,406

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

IN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment 16 to Schedule 13D relates to the Common Stock, no par Value per share (the "Common Stock"), of OPTI, Inc., a California corporation (the "Company"), 880 Maude Avenue, Suite A, Mountain View, CA 94043

Item 3. Source and Amount of Funds and other Consideration.

Item 3 of the Schedule 13D is hereby amended by replacing it with the following paragraphs:

"No amounts were paid (excluding commissions, if any) in the series of transactions to which Caxton International sold shares of Common Stock since the most recent filing of Schedule 13D on October 14, 2003."

Item 5. Interest in Securities of the Issuer.

Subparagraph (a) of Item 5 of the Schedule 13D is hereby amended by replacing said subparagraph with the following subparagraph:

"(a) Caxton International beneficially owns 577,406 shares of Common Stock (the "Shares"), representing approximately 4.96% of the total shares of Common Stock issued and outstanding. The decrease in beneficial ownership from the date of Amendment No. 15 to Schedule 13D filed October 14, 2003 is a result of the net sale of Shares by Caxton International being reported hereunder."

Subparagraph (c) of Item 5 of the Schedule 13D is hereby amended by replacing said subparagraph with the following subparagraph:

"(c) Caxton International sold shares of Common Stock in a series of open market transactions effected with independent brokers since the most recent filing of Schedule 13D. See Schedule A for disclosure of (1) the date, (2) the price and (3) the amount of Shares sold by Caxton International since the most recent filing of Schedule 13D on October 14, 2003."

Subparagraph (e) of Item 5 of the Schedule 13D is hereby added with the following text:

"(e) On October 14, 2003 the Reporting Persons ceased to be the beneficial owners of more than five percent of the total shares of Common Stock issued and outstanding."

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

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October 21, 2003

CAXTON INTERNATIONAL LIMITED

By:/s/Joseph Kelly
Name: Joseph Kelly
Title: Vice President & Treasurer

By:/s/Maxwell Quin
Name: Maxwell Quin
Title: Vice President & Secretary

CAXTON ASSOCIATES, L.L.C.

By:/s/Scott B. Bernstein
Name: Scott B. Bernstein
Title: Secretary

/s/Bruce S. Kovner
Bruce S. Kovner, by Scott B. Bernstein as
Attorney-in-Fact

Schedule A

| Caxton International Limited | | |
|------------------------------|----------------------------------|---|
| Trade Date | No of Shares Purchased (Sold) | Price Per Share (Excluding Commission) |
| 14-OCT-03 | (40,000) | 1.4600 |
| 14-OCT-03 | (2,000) | 1.4650 |
| 15-OCT-03 | (3,000) | 1.4673 |