

OPTI INC
 Form SC 13G/A
 January 21, 2003

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|---|---|--|
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| <p style="text-align: center;">UNITED STATES</p> <p style="text-align: center;">SECURITIES AND EXCHANGE COMMISSION</p> <p style="text-align: center;">Washington, D.C. 20549</p> | | <p style="text-align: center;"><u>OMB APPROVAL</u></p> <p><u>OMB</u> <u>Number:K235-0145</u></p> <p><u>Expires: October 31,</u> <u>2002</u></p> <p>Estimated average burden hours per response14.9</p> |

SCHEDULE 13G

Under the Securities Exchange Act of 1934
 (Amendment No. 2)

OPTi Inc.

—

(Name of Issuer)

Common Stock

—

(Title of Class of Securities)

683960108

—

(CUSIP Number)

December 31, 2002

—

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 (however, see the Notes).

—

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

MG Capital Management, LLC

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only _____

4. Citizenship or Place of Organization Delaware

| | |
|---|---------------------------------------|
| Number of Shares Beneficially Owned by | 5. Sole Voting Power H |
| | 6. Shared Voting Power 1,565,500 |
| | 7. Sole Dispositive Power H |
| | 8. Shared Dispositive Power 1,565,500 |

| | |
|-------------------------------|--|
| Each Reporting Person With | |
|-------------------------------|--|

9. Aggregate Amount Beneficially Owned by Each Reporting Person I,565,500

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

—

11. Percent of Class Represented by Amount in Row (9) I3.5%

—

12. Type of Reporting Person (See Instructions)

—

IA

—

—

—

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Marco L. Petroni

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b)

3. SEC Use Only

4. Citizenship or Place of Organization U.S.A.

| | |
|----------------|--------------------------------------|
| Number of | 5. Sole Voting Power K6,070 |
| Shares | 6. Shared Voting Power I,565,500 |
| Beneficially | 7. Sole Dispositive Power K6,070 |
| Owned by | 8. Shared Dispositive PowerI,565,500 |
| Each Reporting | |
| Person With | |

9. Aggregate Amount Beneficially Owned by Each Reporting PersonI,601,570

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9)I3.8%

—

12. Type of Reporting Person (See Instructions)

—

IN

—

—

—

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

MGCM Partners, L.P.

—

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) X

3. SEC Use Only _____

4. Citizenship or Place of Organization Delaware

| | |
|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. Sole Voting Power <u> H </u> |
| | 6. Shared Voting Power <u> 1,565,500 </u> |
| | 7. Sole Dispositive Power <u> H </u> |
| | 8. Shared Dispositive Power <u> 1,565,500 </u> |

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,565,500

—

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _____

—

11. Percent of Class Represented by Amount in Row (9) 13.5%

—

12. Type of Reporting Person (See Instructions)

—

 PN

—

—

Item 1.

(a) Name of Issuer

OPTi Inc.

—

(b) Address of Issuer's Principal Executive Offices

880 Maude Avenue, Suite A, Mountain View, CA 94043

—

Item 2.

(a) The names of the persons filing this statement are:

MG Capital Management, LLC ("MG Capital"), Marco L. Petroni and MGCM Partners, L.P. ("MGCM Partners").

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(collectively, the "Filers").

(b) The principal business office of the Filers is located at:

1725 Kearny Street, No. 1, San Francisco, California 94133

—

—

(c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: 683960108

Item 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E) (as to MG Capital).
- (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G) (as to Mr. Petroni).
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J) (as to Mr. Petroni and MG Capital).

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

MG Capital is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. Mr. Petroni is the controlling owner of MG Capital.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Mr. Petroni and MG Capital constitute a group as defined in Rule 13d-5(b)(1). MGCM Partners is filing this Schedule 13G jointly with the other filers, but not as a member of a group, and expressly disclaims membership in a group. In addition, the filing of this Schedule 13G on behalf of MGCM Partners should not be construed as an admission that it is, and MGCM Partners disclaims that it is, the beneficial owner of any of the Stock covered by this Schedule 13G.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or

influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated: January 20, 2003

MG CAPITAL MANAGEMENT, LLC
A Delaware Limited Liability Company

By: /s/ Marco L. Petroni

Marco L. Petroni

Manager

MGCM PARTNERS, L.P.

A Delaware Limited Partnership

By: MG Capital Management, LLC
General Partner

By: /s/ Marco L. Petroni

Marco L. Petroni

Manager

/s/ Marco L. Petroni

Marco L. Petroni

EXHIBIT A

AGREEMENT REGARDING JOINT FILING
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of securities of Walker Interactive Systems, Inc. and any other issuer, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G. For that purpose, the undersigned hereby constitute and appoint MG Capital Management, LLC, a Delaware limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the

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undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

Dated: January 26, 2001

MG CAPITAL MANAGEMENT, LLC

A Delaware Limited Liability Company

By: /s/ Marco L. Petroni

Marco L. Petroni

Manager

/s/ Marco L. Petroni

Marco L. Petroni

MGCM PARTNERS, L.P.

A Delaware Limited Partnership

By: MG Capital Management, LLC
General Partner

By: /s/ Marco L. Petroni

Marco L. Petroni

Manager