

LANTRONIX INC
Form DEFA14A
November 19, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

LANTRONIX, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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** Fee computed on table below per Exchange Act Rules 14a-6(i) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

** Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

LANTRONIX, INC.

2015 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON NOVEMBER 19, 2015

SUPPLEMENT TO PROXY STATEMENT

November 18, 2015

The information provided in this filing is intended to supplement (this “Supplement”) the Proxy Statement (the “Proxy Statement”) of Lantronix, Inc. (the “Company”), filed with the Securities and Exchange Commission (the “SEC”) on October 7, 2015, related to the 2015 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 9:00 a.m. Pacific standard time on November 19, 2015, at the Company’s corporate headquarters, located at 7535 Irvine Center Drive, Suite 100, Irvine, California.

Withdrawal of Nominee for Election as Director

On November 18, 2015, Kurt F. Busch, the Company’s President and Chief Executive Officer, and a member of the Company’s Board of Directors (the “Board”), submitted his resignation as an officer and as a member of the Board, each effective immediately, and withdrew his name from nomination for re-election at the Annual Meeting.

The size of the Board has been reduced by one, to four directors, effective upon Mr. Busch’s resignation. At the Annual Meeting, four rather than five directors will be nominated for election to the Board. Each of the four nominees is named in the Proxy Statement.

Availability of Proxy Materials

The Proxy Statement, this Supplement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, are available on the Internet at *www.proxyvote.com*, at the SEC's website at *www.sec.gov* and through the Company's website at *www.lantronix.com*.

ANSWERS TO SOME IMPORTANT QUESTIONS

If I have already voted, do I need to resubmit my proxy?

No. If you have already submitted a proxy to vote your shares, either by returning a completed proxy card or voting instruction form or by Internet or telephone voting, you do not need to re-submit your proxy unless you wish to change your vote. Proxy votes already returned by stockholders will remain valid and will be voted at the Annual Meeting unless revoked, except that votes will not be cast for Mr. Busch because he has resigned from the Board and is no longer standing for re-election.

If you have not yet voted your shares, please do so as soon as possible. You may vote by following the instructions for voting as described in the Proxy Statement.

Can I change my vote after I submit my proxy?

Yes. Please refer to the Proxy Statement for information as to how to change your vote.

**THIS INFORMATION UPDATES INFORMATION THAT IS INCLUDED IN THE PROXY STATEMENT.
WE URGE**

YOU TO READ THIS INFORMATION AND THE PROXY STATEMENT CAREFULLY.