

LANTRONIX INC  
Form 8-K  
August 22, 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)

**August 22, 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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- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On August 17, 2006, John Warwick, the Senior Vice President of Operations of Lantronix, Inc. (the “Company”) announced his intention to resign from the Company effective August 23, 2006. The Company is currently conducting an executive search to find a suitable replacement.

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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: August 22, 2006

LANTRONIX, INC.,  
a Delaware corporation

By: /s/ James Kerrigan  
James Kerrigan  
Chief Financial Officer