

LANTRONIX INC  
Form 8-K  
October 25, 2007

**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)

**October 21, 2007**

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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)
- 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On October 21, 2007, Thomas W. Burton, a member of the Board of Directors of Lantronix, Inc. (the “Company”) informed the Company of his intention to resign from the Board of Directors of the Company. The Company is currently in the process of searching for another independent member to sit on the Board of Directors. At the time the Company appoints another independent director in accordance with the rules of the NASDAQ Stock Market, Mr. Burton will resign from the Board of Directors of the Company.

Mr. Burton has been a member of Board of Directors of the Company since its inception in 1989. Mr. Burton is an attorney and has operated his own law office, Thomas W. Burton, PLC since June 1999.

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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: October 25, 2007

LANTRONIX, INC., a Delaware corporation

By: /s/ Reagan Y. Sakai  
Reagan Y. Sakai  
Chief Executive Officer and Chief Financial  
Officer