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LANTRONIX INC
Form 425
January 16, 2003

Filed by Lantronix, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-6 under
the Securities Exchange Act of 1934

Subject Company: Lantronix, Inc.
Commission File No. 005-60979

This filing relates to a tender offer extended to US-based employees of Lantronix, Inc. (the "Company") originally filed on Schedule TO with the Commission on December 12, 2002 and amended on January 8, 2003 (collectively the "Offer"). The Offer allows employees to surrender for cancellation certain stock options and later receive new options under terms set forth in the Offer. The following is a slide added to the Power Point Presentation filed as Exhibit (a)(8) to the Schedule TO. The presentation is used to inform Lantronix employees on aspects of the Offer. This new slide was used on Wednesday afternoon, January 15, 2003 and was added to the presentation to provide a hypothetical example to employees of how an option grant would be affected if the reverse stock split were initiated.

[SLIDE]

[LANTRONIX LOGO]

Breakeven Example - If Reverse Split

	Strike Price	Number of Options	Profit at this FMV					
			\$2.00	\$6.00	\$10.00	\$14.00	\$18.00	\$20.00
Current Option	\$6.00	1000	\$ ---	\$ ---	\$4,000	\$8,000	\$12,000	\$14,000
New Option	\$1.50	750	\$375	\$3,375	\$6,375	\$9,375	\$12,375	\$13,875
if split 3:1	\$18.00	334	\$ ---	\$ ---	\$ ---	\$ ---	\$ ---	\$ 668
if split 3:1	\$4.50	250	\$ ---	\$375	\$1,375	\$2,375	\$ 3,375	\$ 3,875

There is no way of knowing what the new option strike price or the annual stock growth rate will be. This example is for illustrative purposes only.