SILICON GRAPHICS INC

Form 4

August 11, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person * LC CAPITAL MASTER FUND LTD

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

SILICON GRAPHICS INC [SGIC]

3. Date of Earliest Transaction

(Month/Day/Year) 08/07/2008

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

C/O TRIDENT FUND SERVICES (B.V.I.) LTD, PO BOX 146, WATERFRONT DR, WICKAMS

(Street)

(State)

08/07/2008

(First)

CAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

ROAD TOWN, TORTOLA, D8

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

X 10% Owner Other (specify

(Instr. 3 and 4) Code V (D) Price Amount

P 4,580 1,275,193 6.84

(A)

Common 08/07/2008 Stock

0 \$0 Α 1,275,193

 $D^{(1)}$

I

See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

P

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SEC 1474 (9-02)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
.	Director	10% Owner	Officer	Other				
LC CAPITAL MASTER FUND LTD C/O TRIDENT FUND SERVICES (B.V.I.) LTD PO BOX 146, WATERFRONT DR, WICKAMS CAY ROAD TOWN, TORTOLA, D8		X						
LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019		X						
LAMPE STEVEN C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019		X						
CONWAY RICHARD F C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019		X						
Signatures								
LC Capital Master Fund, Ltd., By: /s/ Richard F. Conway		11/2008						
**Signature of Reporting Person		Date						
Lampe, Conway & Co., LLC, By: /s/ Richard F. Conway	08/	11/2008						
**Signature of Reporting Person		Date						

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/s/ Steven G. Lampe

_**Signature of Reporting Person

Date

/s/ Richard F. Conway

08/11/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned by LC Capital Master Fund, Ltd., which is a Reporting Person.
 - These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital Master Fund, Ltd., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC and Richard F. Conway, a managing member of
- (2) Lampe, Conway & Co., LLC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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