

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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ISSUER

SUMMUS INC

CIK: **1104332** | IRS No.: **650185306** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address

*434 FAYETTEVILLE STREET
TWO HANOVER SQUARE
SUITE 2120
RALEIGH NC 27601*

Business Address

*434 FAYETTEVILLE STREET
TWO HANOVER SQUARE
SUITE 2120
RALEIGH NC 27601
9198075623*

REPORTING OWNER

EMPIRE CAPITAL PARTNERS LP

CIK: **1170998** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-29625** | Film No.: **05792541**

Mailing Address

*C/O EMPIRE GP LLC
1GORHAM ISLAND
WESTPORT CT 06880*

Business Address

*C/O EMPIRE G P LLC
1GORHAM ISLAND
WESTPORT CT 06880
2034541019*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person EMPIRE CAPITAL PARTNERS LP			2. Issuer Name and Ticker or Trading Symbol SUMMUS INC [SMMU]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005					
C/O EMPIRE G P LLC, 1GORHAM ISLAND			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) WESTPORT, CT 06880								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2005		P		18,750	A	\$2.92	1,731,050	I (1)	See Note (2) (3)
Common Stock	04/29/2005		P		11,000	A	\$3.47	1,742,050	I (1)	See Note (2) (3)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The shares of Common Stock this note relates to are held directly by Empire Capital Partners, L.P. ("Empire Capital"), with respect to the 1,212,300 shares, Empire Capital Partners, Ltd. a Cayman Islands exempted company ("Offshore") as to 311,293 shares, Empire Capital Partners II, Ltd., a Cayman Islands exempted company ("Offshore II") as to 56,588 shares, Charter Oak Partners, LP a Delaware Limited Partnership ("Charter Oak") as to 147,812 shares and Charter Oak Partners II ("Charter Oak II") as to 14,057 shares of Common Stock directly owned by it.

2. Empire Capital GP, L.L.C. ("Empire GP"), serves as general partner of Empire Capital. The Empire Capital Management L.L.C. (the "Investment Manager") serves as the Investment Manager and has investment discretion over the securities held by Offshore, Offshore I, Charter Oak and Charter Oak II. Mr. Scott Fine and Peter Richards are managing members of Empire GP.
3. Empire Capital, Empire GP, the Investment Manager, Mr. Fine and Mr. Richards each disclaims any beneficial ownership of any of the Issuer's securities to which this Form 4 relates for the purposes of the Securities Exchange Act of 1934, as amended (the "Act"), except as to such securities in which each such person may be deemed to have an indirect pecuniary interest pursuant to the Act.

Signatures

EMPIRE CAPITAL PARTNERS, LP, /s/ Scott A. Fine, Member of Empire GP, L.L.C., general partner of Empire Capital Partners, L.P.

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Name: Empire GP, L.L.C.
Address: 1 Gorham Island, Westport, CT 06880
Designated Filer: Empire Capital Partners, L.P.
Issuer: Lantronix, Inc.
Date of Event Requiring Statement: 04/28/05

Signature: Empire GP, L.L.C.

By: /s/ Scott A. Fine

Name: Scott A. Fine

Title: Member

Name: Scott A. Fine
Address: 1 Gorham Island, Westport, CT 06880
Designated Filer: Empire Capital Partners, L.P.
Issuer: Lantronix, Inc.
Date of Event Requiring Statement: 04/28/05

Signature: Scott A. Fine

By: /s/ Scott A. Fine

Name: Scott A. Fine, individually