

SILICON GRAPHICS INC  
Form 3  
April 18, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Last) (First) (Middle)

C/O TRIDENT FUND SERVICES (BVI) LIMITED, WATERFRONT DRIVE, WICKHAMS CAY

(Street)

TORTOLA, D8

(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
04/16/2008

3. Issuer Name and Ticker or Trading Symbol  
SILICON GRAPHICS INC [SGIC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer \_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 1,143,896 <sup>(1)</sup>                                 | D   |  |
| Common Stock                       | 1,143,896 <sup>(2)</sup>                                 | I   | By LC Capital Master Fund                                |
| Common Stock                       | 118,400 <sup>(3)</sup>                                   | I   | By LC Capital / Capital Z SPV, L.P.                      |

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

SEC 1473 (7-02)

**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 control number.**

Edgar Filing: SILICON GRAPHICS INC - Form 3

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LC CAPITAL MASTER FUND LTD<br>C/O TRIDENT FUND SERVICES (BVI) LIMITED<br>WATERFRONT DRIVE, WICKHAMS CAY<br>TORTOLA, D8 | ^             | ^ X       | ^       | ^     |
| LAMPE, CONWAY & CO. LLC<br>680 FIFTH AVENUE, SUITE 1202<br>NEW YORK, NY 10019  | ^             | ^ X       | ^       | ^     |
| LAMPE STEVEN<br>C/O LAMPE, CONWAY & CO., LLC<br>680 FIFTH AVENUE, SUITE 1202<br>NEW YORK, NY 10019                     | ^             | ^ X       | ^       | ^     |
| CONWAY RICHARD F<br>C/O LAMPE, CONWAY & CO., LLC<br>680 FIFTH AVENUE, SUITE 1202<br>NEW YORK, NY 10019                 | ^             | ^ X       | ^       | ^     |

## Signatures

|  |            |
|--|------------|
| LC Capital Master Fund, Ltd., By: /s/ Richard F. Conway, Director    | 04/18/2008 |
| **Signature of Reporting Person                                      | Date       |
| Lampe, Conway & Co., LLC, By: /s/ Richard F. Conway, Managing Member | 04/18/2008 |
| **Signature of Reporting Person                                      | Date       |
| /s/ Steven G. Lampe  | 04/18/2008 |
| **Signature of Reporting Person                                      | Date       |
| /s/ Richard F. Conway  | 04/18/2008 |
| **Signature of Reporting Person                                      | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

## Edgar Filing: SILICON GRAPHICS INC - Form 3

- (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.

These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital / Capital Z SPV, L.P., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC and Richard F. Conway, a managing

- (3) member of 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.