

Rosengard Andrew B  
 Form 3/A  
 February 24, 2010

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

OMB APPROVAL

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**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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Rosengard Andrew B			(Month/Day/Year)		NEOMAGIC CORP [NMGC]	
(Last)	(First)	(Middle)	02/22/2010		4. Relationship of Reporting Person(s) to Issuer	
2372-A QUME DRIVE					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
SAN JOSE,Â CAÂ 95131					02/23/2010	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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

Stock option (right to buy) <sup>(4)</sup>	Â <sup>(2)</sup>	02/22/2020	Common Stock	150,000	\$ 0.06 <sup>(1)</sup>	D	Â
Stock option (right to buy) <sup>(4)</sup>	Â <sup>(3)</sup>	02/18/2015	Common Stock	25,000	\$ 0.06 <sup>(1)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosengard Andrew B 2372-A QUME DRIVE SAN JOSE, CA 95131	Â X	Â	Â	Â

## Signatures

Charlotte Willson for Andrew B.  
Rosengard

02/24/2010

\_\_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).
- (1) The stock options were approved February 17, 2010 with the exercise price to be the closing fair market value of the Companys common stock on February 18, 2010, which was \$0.06.
  - (2) The options are effective February 22, 2010 and shall vest at the rate of 25% on February 22, 2011, and the remaining amount shall vest at the rate of 1/36th monthly thereafter so that the options shall be exercisable in full in the 48th month.
  - (3) The options are effective February 18, 2010 and shall vest at the rate of 1/12th each month and continuing monthly so that the options shall be exercisable in full in the 12th month.
  - (4) This amendment to Form 3 as filed on February 23, 2010 is filed for Exhibit 24 purposes.

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.