

GSI TECHNOLOGY INC  
Form 8-K  
May 31, 2018

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of report (date of earliest event reported): **May 29, 2018**

**GSI Technology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33387**  
(Commission File No.)

**77-0398779**  
(I.R.S. Employer Identification  
No.)

**1213 Elko Drive**  
**Sunnyvale, California 94089**  
(Address of principal executive offices)

Registrant's telephone number, including area code:  
**(408) 331-8800**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 29, 2018, the Compensation Committee of the Board of Directors of GSI Technology, Inc. (the Company) adopted the Company's 2019 Variable Compensation Plan (the 2019 Plan), which is similar in structure to previous variable compensation plans for the Company's executive officers. The 2019 Plan is designed to encourage performance and retention of eligible employees by providing cash bonus awards based on the Company's performance during the fiscal year ending March 31, 2019. Each of the Company's executive officers is eligible to participate in the 2019 Plan. Certain other non-executive officers and key employees are also eligible to participate.

Under the 2019 Plan, each participant has a designated target bonus. The target bonus for Lee-Lean Shu, the Company's President, Chief Executive Officer and Chairman, is \$250,000, and the target bonus for each of the other executive officers is \$125,000. The actual bonus awards will be computed on the basis of the Company's fiscal 2019 operating results, the Company's RadHard/RadTolerant initial shipments, and the achievement of performance criteria based on the Company's Associative Processing Unit (APU) milestones, with 15% of each award based on the achievement of targeted net revenues, 25% based on the achievement of targeted operating income, as adjusted to exclude certain specified categories of expenses, 20% based on the Company's RadHard/RadTolerant initial shipments, and 40% based on the specified APU milestones. If the target performance goals are exceeded, the actual bonus awards payable to participants may be up to two times the target bonus.

Bonus awards under the 2019 Plan are subject to vesting based on the participant's continued employment with the Company, with 60% becoming vested and payable on the last business day in April 2019 and 20% becoming vested and payable on the last business day of April in each of the succeeding two years.

A copy of the 2019 Plan is filed as Exhibit 10.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                                   |
|--------------------|--|
| 10.1               | GSI Technology, Inc. 2019 Variable Compensation Plan |

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | <u>GSI Technology, Inc. 2019 Variable Compensation Plan</u> |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 31, 2018

GSI Technology, Inc.

By:

*/s/ Douglas M. Schirle*

**Douglas M. Schirle**

**Chief Financial Officer**