

GSI TECHNOLOGY INC  
Form 8-K  
October 13, 2011

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**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): October 13, 2011**

**GSI Technology, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**                                      **000-33387**                                      **77-0398779**  
(State or other jurisdiction of      (Commission File No.)      (I.R.S. Employer Identification  
incorporation)                                      No.)

**1213 Elko Drive**  
**Sunnyvale, California 94089**  
(Address of principal executive offices)  
Registrant's telephone number, including area code:  
**(408) 331-8800**

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))

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**Item 2.02 Results of Operations and Financial Condition.**

On October 13, 2011, GSI Technology, Inc. (the “Company”) issued a press release updating its outlook regarding second-quarter fiscal 2012 revenues. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 2.02, including Exhibit 99.1 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by GSI Technology, Inc. dated October 13, 2011

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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: October 13, 2011

GSI Technology, Inc.

By: */s/ Douglas M. Schirle*  
**Douglas M. Schirle**  
**Chief Financial Officer**

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**Exhibit Index**

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