

GSI TECHNOLOGY INC  
Form 8-K  
January 27, 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): January 27, 2011**

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

|                                                     |                       |                                 |
|-----------------------------------------------------|-----------------------|---------------------------------|
| <b>Delaware</b>                                     | <b>000-33387</b>      | <b>77-0398779</b>               |
| (State or other jurisdiction of                     | (Commission File No.) | (I.R.S. Employer Identification |
| incorporation)                                      |                       | No.)                            |
| <b>1213 Elko Drive</b>                              |                       |                                 |
| <b>Sunnyvale, California 94089</b>                  |                       |                                 |
| (Address of principal executive offices)            |                       |                                 |
| Registrant's telephone number, including area code: |                       |                                 |
| <b>(408) 980-8388</b>                               |                       |                                 |

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 January 27, 2011, GSI Technology, Inc. (the “Company”) issued a press release reporting financial results for its third fiscal quarter ended December 31, 2010. A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Item 2.02, including Exhibit 99.1 attached hereto, is being furnished 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. Furthermore, 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 or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description                                                         |
|-------------|---------------------------------------------------------------------|
| 99.1        | Press release issued by GSI Technology, Inc. dated January 27, 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: January 27, 2011

GSI Technology, Inc.

By: */s/ Douglas M. Schirle*

**Douglas M. Schirle**

**Chief Financial Officer**

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**Exhibit Index**

| Exhibit No. | Description                                                         |
|-------------|---------------------------------------------------------------------|
| 99.1        | Press release issued by GSI Technology, Inc. dated January 27, 2011 |