

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Chapman David Brian</u>  (Last) (First) (Middle) GSI TECHNOLOGY, INC. 1213 ELKO DRIVE  (Street) SUNNYVALE CA 94089  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GSI TECHNOLOGY INC [ GSIT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2013</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/12/2013		M		20,625	A	\$3.5	20,625	D	
Common Stock	08/12/2013		M		18,181	A	\$5.5	38,806	D	
Common Stock	08/12/2013		M		18,181	A	\$5.5	56,987	D	
Common Stock	08/12/2013		M		18,181	A	\$5.5	75,168	D	
Common Stock	08/12/2013		M		20,625	A	\$2.43	95,793	D	
Common Stock	08/12/2013		M		2,444	A	\$5.5	98,237	D	
Common Stock	08/12/2013		M		2,444	A	\$5.5	100,681	D	
Common Stock	08/12/2013		M		2,444	A	\$5.5	103,125	D	
Common Stock	08/12/2013		M		20,625	A	\$2.83	123,750	D	
Common Stock	08/13/2013		S		123,750	D	\$6.6376 <sup>(1)</sup>	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$3.5	08/12/2013		M			20,625	(2)	09/14/2013	Common Stock	20,625	\$0	0	D	
Stock Option (right to buy)	\$5.5	08/12/2013		M			18,181	(2)	09/14/2013	Common Stock	18,181	\$0	0	D	
Stock Option (right to buy)	\$5.5	08/12/2013		M			18,181	(2)	09/14/2013	Common Stock	18,181	\$0	0	D	
Stock Option (right to buy)	\$5.5	08/12/2013		M			18,181	(2)	09/14/2013	Common Stock	18,181	\$0	0	D	
Stock Option (right to buy)	\$2.43	08/12/2013		M			20,625	(2)	09/14/2013	Common Stock	20,625	\$0	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$5.5	08/12/2013		M			2,444	(2)	09/14/2013	Common Stock	2,444	\$0	0	D	
Stock Option (right to buy)	\$5.5	08/12/2013		M			2,444	(2)	09/14/2013	Common Stock	2,444	\$0	0	D	
Stock Option (right to buy)	\$5.5	08/12/2013		M			2,444	(2)	09/14/2013	Common Stock	2,444	\$0	0	D	
Stock Option (right to buy)	\$2.83	08/12/2013		M			20,625	(2)	09/14/2013	Common Stock	20,625	\$0	0	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$6.61 to \$6.67. The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The stock option is fully vested.

**Remarks:**

/s/ Douglas Schirle, Attorney-in-Fact      08/14/2013

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**