

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

**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**

(State or other jurisdiction of  
incorporation)

**000-33387**

(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**

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))

**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

## 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

Exhibit No.

Description

99.1

Press release issued by GSI Technology, Inc. dated October 13, 2011

## GSI Technology Updates Outlook Regarding Second-Quarter Fiscal 2012 Revenues

### Second-Quarter Conference Call Scheduled

SANTA CLARA, Calif.--October 13, 2011--**GSI Technology, Inc. (Nasdaq: GSIT)** announced today, that, on the basis of preliminary financial results, the Company expects to report net revenues of approximately \$20.8 million for its second fiscal quarter ended September 30, 2011. These estimated results compare to guidance of \$22.8 million to \$23.8 million that the Company provided early in the second quarter. GSI also reported that direct and indirect sales to its largest customer, Cisco Systems, are expected to be approximately \$7.9 million, compared to \$9.6 million in the previous quarter, and that softness in demand from Asian OEM customers also contributed to weaker-than-expected second-quarter sales.

The Company cautioned that these results are preliminary and subject to change. The Company expects to release its second-quarter financial results at the market close on Thursday, October 27, 2011. Management will also conduct a conference call to review the Company's financial results and its current business outlook.

Any investor or interested individual can listen to the teleconference, which is scheduled to begin at 1:30 p.m. PDT (4:30 p.m. EDT) on October 27, 2011. To participate in the teleconference, please call toll-free 877-717-3046 (or 706-634-6364 for international calls) approximately 10 minutes prior to the above start time and provide Conference ID 18143841. You may also listen to the teleconference live via the Internet at [www.gsitechnology.com](http://www.gsitechnology.com). For those unable to attend, this web site will host an archive of the call.

### About GSI Technology

Founded in 1995, GSI Technology, Inc. is a leading provider of high-performance static random access memory, or SRAM, products primarily incorporated in networking and telecommunications equipment. Headquartered in Santa Clara, California, GSI Technology is ISO 9001 certified and has worldwide factory and sales locations. For more information, please visit [www.gsitechnology.com](http://www.gsitechnology.com).

### Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All forward-looking statements included in this press release are based upon information available to GSI Technology as of the date hereof, and GSI Technology assumes no obligation to update any such forward-looking statements. Forward-looking statements involve a variety of risks and uncertainties, which could cause actual results to differ materially from those projected. These risks include those associated with the normal quarterly financial closing process, which could result in adjustments to the preliminary second quarter financial results contained in this release. Further information regarding other risks relating to GSI Technology's business is contained in the Company's filings with the Securities and Exchange Commission, including those factors discussed under the caption "Risk Factors" in such filings.

### CONTACT:

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Chief Financial Officer

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or

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