

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: January 14, 2013
(Date of earliest event reported)

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

Delaware
(State or other jurisdiction
of incorporation)

000-33387
(Commission File
Number)

77-0398779
(IRS Employer
Identification Number)

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

94089
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if changed since last report)

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:

- 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 January 14, 2013, GSI Technology, Inc. (the "Company") issued a press release updating its outlook regarding revenues for the third quarter of fiscal 2013. 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

99.1 [Press Release of GSI Technology, Inc. dated January 14, 2013](#)

SIGNATURE

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.

Dated: January 14, 2013

GSI TECHNOLOGY, INC.

By: /s/ Douglas M. Schirle

Douglas M. Schirle

Chief Financial Officer

Exhibit Index

Exhibit No.

99.1

Description

Press Release of GSI Technology, Inc. dated January 14, 2013

GSI Technology Updates Outlook Regarding Third-Quarter Fiscal 2013 Revenues

Third-Quarter Conference Call Scheduled for January 31, 2013

SUNNYVALE, CA -- (Marketwire - January 14, 2013) - **GSI Technology, Inc.** (NASDAQ: GSIT) announced that, on the basis of preliminary financial results, it expects to report net revenues of approximately \$17.5 million for its third fiscal quarter ended December 31, 2012, compared to guidance of \$15.0 million to \$16.0 million that the Company provided early in the third quarter. GSI also reported that direct and indirect sales to its largest customer, Cisco Systems, are expected to be approximately \$6.5 million in the third quarter, compared to \$4.9 million in the previous quarter. In addition, shipments to military customers were up significantly compared to the prior quarter. The Company cautioned that these results are preliminary and subject to change.

The Company expects to release its third-quarter financial results after the market close on Thursday, January 31, 2013, when management will also conduct a conference call to review the Company's third quarter financial results and its current outlook for the fourth quarter.

Any investor or interested individual can listen to the teleconference, which is scheduled to begin at 1:30 p.m. Pacific (4:30 p.m. Eastern) on January 31st. To participate in the teleconference, please call toll-free 888-437-9445 approximately 10 minutes prior to the above start time and provide Conference ID 3438787. You may also listen to the teleconference live via the Internet at 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 Sunnyvale, California, GSI Technology is ISO 9001 certified and has worldwide factory and sales locations. For more information, please visit 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 third-quarter fiscal 2013 revenues 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.

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