

GSI TECHNOLOGY INC  
Form 8-K  
January 26, 2012

**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): January 26, 2012**

**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.)                            |

**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 8.01 Other Events.**

On January 26, 2012, GSI Technology, Inc. (the “Company”) issued a press release announcing that its Board of Directors had adopted a program to repurchase, at management's discretion, shares of GSI Technology's common stock having an aggregate purchase price of up to \$10 million. Combined with previously existing authority under a repurchase program adopted in November 2008, the Company now has the authority to repurchase shares having an aggregate purchase price of up to \$11.4 million. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibit is attached hereto:

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press release issued by GSI Technology, Inc. dated January 26, 2012 |

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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 26, 2012

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 26, 2012 |