

GSI TECHNOLOGY INC  
Form POS AM  
September 21, 2007

As filed with the Securities and Exchange Commission on September 21, 2007

Registration No. 333-139885

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-1**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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**GSI TECHNOLOGY, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3674**  
(Primary Standard Industrial  
Classification Code number)

**77-0398779**  
Identification No.)

**2360 Owen Street**  
**Santa Clara, California 95054**  
**(408) 980-8388**  
(Address, including zip code, and telephone  
number, including area code, of Registrant's  
principal executive offices)

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**LEE-LEAN SHU**

**President and Chief Executive Officer**

**GSI TECHNOLOGY, INC.**

**2360 Owen Street**

**Santa Clara, California 95054**

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(408) 980-8388

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**DENNIS C. SULLIVAN, ESQ.**  
**DLA Piper US LLP**  
**2000 University Avenue**  
**East Palo Alto, California 94303-2248**  
**(650) 833-2000**

*Copies to:*

**DONNA M. PETKANICS, ESQ.**  
**Wilson Sonsini Goodrich & Rosati, P.C.**  
**650 Page Mill Road**  
**Palo Alto, California 94304-9300**  
**(650) 493-9300**

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**Approximate date of commencement of proposed sale to the public:**

As soon as practicable after the effective date of this registration statement.

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If any of the securities being registered on this form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

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**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1, File No. 333-139885, is being filed with the Securities and Exchange Commission for the sole purpose of de-registering 616,084 shares of common stock not sold under the Registration Statement. GSI Technology hereby de-registers 616,084 shares of common stock.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Santa Clara, State of California, on September 21, 2007.

GSI TECHNOLOGY, INC.

By: /s/ DOUGLAS M. SCHIRLE  
Douglas M. Schirle  
*Chief Financial Officer*

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <b>Signature</b>                             | <b>Title</b>                                                                            | <b>Date</b>        |
|----------------------------------------------|-----------------------------------------------------------------------------------------|--------------------|
| /s/ LEE-LEAN SHU*<br>Lee-Lean Shu            | President, Chief Executive Officer and Chairman<br><i>(Principal Executive Officer)</i> | September 21, 2007 |
| /s/ DOUGLAS M. SCHIRLE<br>Douglas M. Schirle | Chief Financial Officer<br><i>(Principal Financial and Accounting Officer)</i>          | September 21, 2007 |
| /s/ ROBERT YAU*<br>Robert Yau                | Vice President, Engineering, Secretary and Director                                     | September 21, 2007 |
| /s/ HSIANG-WEN CHEN*<br>Hsiang-Wen Chen      | Director                                                                                | September 21, 2007 |
| /s/ RUEY L. LU*<br>Ruey L. Lu                | Director                                                                                | September 21, 2007 |
| Arthur O. Whipple                            | Director                                                                                | September , 2007   |

\*By: /s/ DOUGLAS M. SCHIRLE  
Douglas M. Schirle  
*Attorney-in-fact*  
September 21, 2007