

GSI TECHNOLOGY INC  
Form 8-K/A  
January 27, 2012

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

**Form 8-K/A**

**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 25, 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 incorporation)	(Commission File No.)	(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))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

As previously reported, in an advisory stockholder vote on the frequency of future advisory votes regarding the compensation of our named executive officers held at the annual meeting of stockholders of GSI Technology, Inc. (the "Company") on August 24, 2011, 12,840,877 shares of the Company's common stock were voted in favor of one year, 42,644 shares in favor of two years and 700,308 shares in favor of three years, and there were 5,800,403 broker non-votes.

In light of the vote of the Company's stockholders, the Company's Board of Directors has determined to hold future advisory stockholder votes on the compensation of the Company's named executive officers on an annual basis until the next required stockholder vote on the frequency of such votes is held or until the Board of Directors otherwise determines that a different frequency for such advisory stockholder votes is in the best interests of the Company's stockholders.

**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**