

GSI TECHNOLOGY INC  
Form 8-K  
August 27, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## 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): **August 23, 2012**

## 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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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.**

On August 23, 2012, GSI Technology, Inc., a Delaware corporation (the Company), held its annual meeting of stockholders. At the annual meeting, the matters set forth below were submitted to a vote of the Company's stockholders. The final tally of shares voted for, against or withheld, as well as the number of abstentions and broker non-votes, as to each such matter, where applicable, are set forth below.

1. The Company's stockholders elected the following five persons to serve on the Company's Board of Directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified, with the votes cast as follows:

| Director Nominees | For        | Withheld  | Broker Non-Vote |
|-------------------|------------|-----------|-----------------|
| Haydn Hsieh       | 14,738,899 | 4,050,889 | 4,528,904       |
| Ruey L. Lu        | 14,723,649 | 4,066,139 | 4,528,904       |
| Lee-Lean Shu      | 18,477,378 | 312,410   | 4,528,904       |
| Arthur O. Whipple | 14,953,690 | 3,836,098 | 4,528,904       |
| Robert Yau        | 14,445,463 | 4,344,325 | 4,528,904       |

2. The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2013, with the votes cast as follows:

|                |            |
|----------------|------------|
| Votes For:     | 23,262,902 |
| Votes Against: | 53,636     |
| Abstentions:   | 2,154      |

3. The Company's stockholders approved an advisory (non-binding) resolution regarding the compensation of the executive officers named in the Summary Compensation Table, as disclosed in the Company's proxy statement for the annual meeting, with the votes cast as follows:

|                  |            |
|------------------|------------|
| Votes For:       | 18,624,103 |
| Votes Against:   | 158,086    |
| Abstentions:     | 7,599      |
| Broker Non-Vote: | 4,528,904  |

**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: August 27, 2012

GSI Technology, Inc.

By:

/s/ Douglas M. Schirle  
**Douglas M. Schirle**  
**Chief Financial Officer**