



**Item 2.02 Results of Operations and Financial Condition.**

On October 13, 2011, GSI Technology, Inc. (the “Company”) issued a press release updating its outlook regarding second-quarter fiscal 2012 revenues. A copy of the press release is attached hereto as Exhibit 99.1.

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 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press release issued by GSI Technology, Inc. dated October 13, 2011 |

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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: October 13, 2011

GSI Technology, Inc.

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

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**Exhibit Index**

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