SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject t	c
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	ROVAL								
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol <u>GSI TECHNOLOGY INC</u> [GSIT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>HART E THOMAS</u>				X	Director	10% Owner				
(Last) 1277 ORLEANS	Last) (First) (Middle) 1277 ORLEANS DR		3. Date of Earliest Transaction (Month/Day/Year) 03/19/2015		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Fili	ng (Check Applicable				
(Street)				Line)						
SUNNYVALE	CA	94089-1138			Form filed by One Re	porting Person				
·			_		Form filed by More the Person	an One Reporting				
(City)	(State)	(Zip)								
		Table I - Non-Der	ivative Securities Acquired, Disposed of, or Bend	eficially	Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	oction	4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$5.69	03/19/2015		A		10,000		(1)	03/19/2025	Common Stock	10,000	\$0	10,000	D	

Explanation of Responses:

1. Subject to the Reporting Person's continued service to the Issuer, the option shall vest in three annual installments, beginning one year from March 19, 2015.

Remarks:

/s/ Douglas Schirle, Attorneyin-Fact for E. Thomas Hart

03/19/2015

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.