

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933**

**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)

**LEE-LEAN SHU  
President and Chief Executive Officer  
GSI TECHNOLOGY, INC.  
2360 Owen Street  
Santa Clara, California 95054  
(408) 980-8388**

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

**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**

**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after the effective date of this registration statement.

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.

**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.**

**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.

