

[GSI TECHNOLOGY LETTERHEAD]

November 10, 2005

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attn: Filing Desk

Re: GSI Technology, Inc.  
Registration Statement on Form S-1 (Registration No. 333-114419)

Ladies and Gentlemen:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), GSI Technology, Inc. (the "Registrant") hereby respectfully requests that the Securities and Exchange Commission consent to the withdrawal of its Registration Statement on Form S-1 (Registration No. 333-114419), together with all exhibits and amendments thereto (the "Registration Statement"). The Registrant is requesting such withdrawal because of unfavorable market conditions that would adversely affect the offering of the shares of common stock, par value \$0.001 per share, covered by the Registration Statement. No securities were sold or will be sold under the Registration Statement.

Please address any questions you may have to David Hubb at DLA Piper Rudnick Gray Cary US LLP, 2000 University Avenue, East Palo Alto, California 94303, telephone number (650) 833-2164, facsimile number (650) 833-2001.

Thank you for your assistance with this matter.

GSI TECHNOLOGY, INC.

By: /s/ Lee-Lean Shu  
Lee-Lean Shu  
President and Chief Executive Officer

cc: *Securities and Exchange Commission*  
Peggy Fisher  
Tim Buchmiller

*DLA Piper Rudnick Gray Cary US LLP*  
Dennis C. Sullivan, Esq.  
David A. Hubb, Esq.

*Wilson Sonsini Goodrich & Rosati, Professional Corporation*  
Donna Petkanics, Esq.

---