

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

GSI Technology, Inc.  
(Name of Issuer)

Common Stock, \$0.001 par value per share  
(Title of Class of Securities)

36241U106  
(CUSIP Number)

ERIC SINGER  
VERTEX CAPITAL ADVISORS, LLC  
825 Third Avenue, 33rd Floor  
New York, New York 10022

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 18, 2015  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON  Vertex Opportunities Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  700,000
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  700,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  700,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.9%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  Vertex GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  700,000
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  700,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  700,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.9%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  Vertex Special Opportunities Fund IV, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  1,653,557
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  1,653,557
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,653,557	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.0%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  Vertex Capital Advisors, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  2,353,557
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  2,353,557
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,353,557	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.9%	
14	TYPE OF REPORTING PERSON  IA	

1	NAME OF REPORTING PERSON  Eric Singer	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  2,353,557
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  2,353,557
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,353,557	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.9%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  Stephen L. Domenik	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  Kelvin Khoo	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	



1	NAME OF REPORTING PERSON  Nicholas Mitsakos	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%	
14	TYPE OF REPORTING PERSON  IN	

The following constitutes Amendment No. 2 to Schedule 13D filed by the undersigned (the "Amendment No.1"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

- (a) This statement is filed by:
- (i) Vertex Opportunities Fund, LP, a Delaware limited partnership ("Vertex Opportunities"), with respect to the Shares directly and beneficially owned by it;
  - (ii) Vertex GP, LLC, a Delaware limited liability company ("Vertex GP"), as the general partner of Vertex Opportunities;
  - (iii) Vertex Special Opportunities Fund IV, LLC, a Delaware limited liability company ("VSO IV"), with respect to the Shares directly and beneficially owned by it;
  - (iv) Vertex Capital Advisors, LLC, a Delaware limited liability company ("Vertex Capital"), as the investment manager of each of Vertex Opportunities and VSO IV;
  - (v) Eric Singer, as the manager of VSO IV, managing member of each of Vertex GP and Vertex Capital and as an individual and a nominee for election to the Board of Directors of the Company (the "Board");
  - (vi) Stephen L. Domenik, an individual and a nominee for election to the Board;
  - (vii) Kelvin Khoo, an individual and a nominee for election to the Board; and
  - (viii) Nicholas Mitsakos, an individual and a nominee for election to the Board.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Vertex Opportunities, VSO IV, Vertex GP, Vertex Capital and Eric Singer is 825 Third Ave. 33<sup>rd</sup> Floor, New York, New York 10022. The address of the principal office of Mr. Domenik is c/o Sevin Rosen Funds, 421 Kipling Street, Palo Alto, California 94301. The address of the principal office of Mr. Khoo is 1895 Bright Willow Circle, San Jose, California 95131. The address of the principal office of Mr. Mitsakos is c/o Arcadia Holdings, Inc., One Ferry Building, Suite 255, San Francisco, California 94111.

(c) The principal business of Vertex Opportunities is investing in securities. The principal business of Vertex GP is acting as the general partner of Vertex Opportunities. The principal business of VSO IV is investing in securities. The principal business of Vertex Capital is serving as the investment manager to each of Vertex Opportunities and VSO IV. The principal occupation of Mr. Singer is serving as the managing member of each of Vertex GP and Vertex Capital. The principal occupation of Mr. Domenik is acting as general partner at Sevin Rosen Funds, a venture capital firm. The principal occupation of Mr. Khoo is managing his personal investments and serving as management advisor to several private technology companies. Mr. Khoo served as VP of business Development of NetLogic Microsystems, Inc. (acquired by Broadcom Corporation in February 2012) from June 2011 to March 2015. The principal occupation of Mr. Mitsakos is serving as Chairman and CEO of Arcadia Holdings, Inc., an investment firm focused on private equity and venture capital.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Vertex Opportunities, Vertex GP, VSO IV, and Vertex Capital is organized under the laws of the State of Delaware. Messrs. Singer, Domenik, Khoo and Mitsakos are citizens of the United States of America.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On March 18, 2015, the Reporting Persons delivered a supplement to the March 17, 2015 letter to the Issuer, adding Kelvin Khoo as a nominee and thereby nominating Eric Singer, Stephen L. Domenik, Kelvin Khoo and Nicholas Mitsakos (the "Nominees") for election to the Board at the Issuer's 2015 annual meeting of stockholders (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the "Annual Meeting"). The Reporting Persons intend to engage in discussions with management, the Board and stockholders of the Issuer regarding the nomination of directors at the Annual Meeting and the composition of the Issuer's Board generally.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) are hereby amended to add the following

G. Kelvin Khoo

(a) As of the close of business on March 17, 2015, Mr. Khoo did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: -0-
  2. Shared power to vote or direct vote: -0-
  3. Sole power to dispose or direct the disposition: -0-
  4. Shared power to dispose or direct the disposition: -0-

(c) Mr. Khoo has not entered into any transactions in the Shares during the past sixty days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On March 18, 2015, the Reporting Persons entered into Amendment No. 1 to the Joint Filing and Solicitation Agreement (the "Amendment") pursuant to which, among other things, Kelvin Khoo was added as a Nominee to the terms of the Agreement. In all other respects, the terms and conditions of the Joint and Filing Solicitation Agreement remain in full force and effect. A copy of the Amendment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to a letter agreement, Vertex Opportunities has agreed to indemnify Mr. Khoo against any and all claims of any nature arising from the Solicitation and any related transactions. A form of the indemnification letter agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- 99.1 Amendment No. 1 to the Joint Filing and Solicitation Agreement
- 99.2 Form of Indemnification Agreement, incorporated herein by reference to the Schedule 13D Amendment No. 1 filed with the Securities and Exchange Commission on March 17, 2015.
- 99.3 Power of Attorney

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 18, 2015

Vertex Opportunities Fund, LP

By: Vertex GP, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

Vertex GP, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

Vertex Special Opportunities Fund II, LP

By: Vertex Special Opportunities GP II, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

Vertex Special Opportunities GP II, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

Vertex Capital Advisors, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

/s/ Eric Singer  
ERIC SINGER, Individually and as Attorney-in-Fact for Stephen L. Domenik,  
Kelvin Khoo and Nicholas Mitsakos



**AMENDMENT NO. 1****TO****JOINT FILING AND SOLICITATION AGREEMENT**

WHEREAS, Vertex Opportunities Fund, LP, a Delaware limited partnership (the "Partnership"), Vertex GP, LLC, a Delaware limited liability company, Vertex Special Opportunities Fund IV, LLC, a Delaware limited liability company, Vertex Capital Advisors, LLC, a Delaware limited liability company, Eric Singer, Stephen L. Domenik and Nicholas Mitsakos are parties to that certain Joint Filing and Solicitation Agreement dated March 17, 2015 (the "Agreement") with respect to GSI Technology, Inc., a Delaware corporation (the "Company");

WHEREAS, the Partnership has, among other things, nominated Eric Singer, Stephen L. Domenik and Nicholas Mitsakos as nominees for election to the Board of Directors of the Company at the 2015 annual meeting of shareholders of the Company, or any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting");

WHEREAS, the Partnership has added Kelvin Khoo as an additional nominee for election at the Annual Meeting;

WHEREAS, Kelvin Khoo has agreed to be a party to the Agreement.

NOW, IT IS AGREED, as of this 18<sup>th</sup> day of March 2015, by the parties hereto:

1. The definition of "Nominees" as such term is used in the Agreement is hereby amended to constitute Eric Singer, Stephen L. Domenik, Kelvin Khoo and Nicholas Mitsakos.
2. Kelvin Khoo is hereby made a party to the Agreement.
3. Except as modified above, the terms and conditions of the Agreement are hereby confirmed and shall remain in full force and effect.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Joint Filing and Solicitation Agreement to be executed as of the day and year first above written.

VERTEX OPPORTUNITIES FUND, LP

By: Vertex GP, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VERTEX GP, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VERTEX SPECIAL OPPORTUNITIES FUND IV, LP

By: Vertex Capital Advisors, LLC  
Investment Manager

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VERTEX CAPITAL ADVISORS, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

/s/ Eric Singer  
ERIC SINGER

/s/ Stephen L. Domenik  
STEPHEN L. DOMENIK

/s/ Kelvin Khoo  
KELVIN KHOO

/s/ Nicholas Mitsakos  
NICHOLAS MITSAKOS



**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Eric Singer, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of GSI Technology, Inc., a Delaware corporation (the "Company") directly or indirectly beneficially owned by Vertex Opportunities Fund, LP, a Delaware limited partnership, Vertex GP, LLC, a Delaware limited liability company, Vertex Special Opportunities IV, LLC, a Delaware limited liability company, Vertex Capital Advisors, LLC, a Delaware limited liability company, and Eric Singer (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2015 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
4. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of March 2015.

/s/ Kelvin Khoo

KELVIN KHOO