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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 001-33387

GSI Technology, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**77-0398779**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1213 Elko Drive
Sunnyvale, California 94089
(Address of principal executive offices, zip code)

(408) 331-8800
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, $0.001 par value	GSIT	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☒ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on September 30, 2025, as reported on the Nasdaq Global Market, was approximately $96.2 million. Shares of the registrant's common stock held by each officer and director and each person who owns 10% or more of the outstanding common stock of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. As of May 31, 2026, there were 38,246,573 shares of the registrant's common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2026 annual meeting of stockholders are incorporated by reference into Part III hereof.

GSI TECHNOLOGY, INC.

2026 FORM 10-K ANNUAL REPORT

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Forward-looking Statements

In addition to historical information, this Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements involve substantial risks, uncertainties and potentially inaccurate assumptions. Forward-looking statements are identified by words such as "will," "may," "could," "likely," "ongoing," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "assume," "target," "forecast," "guidance," "goal," "objective," "aim," "seek," "potential," "hope" and other similar expressions. In addition, any statements which refer to expectations, projections, or other characterizations of future events or circumstances are forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of factors, including those set forth in this report under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," those described elsewhere in this report, and those described in our other reports filed with the Securities and Exchange Commission ("SEC"). Such factors may include, without limitation: our ability to commercialize our APU (as defined below) roadmap, including Gemini-II and development of Plato; reliance on sales of Very Fast SRAM (as defined below); evolving artificial intelligence regulation in the U.S., EU and other jurisdictions that could increase compliance costs, delay deployment or limit use cases; U.S. export controls and sanctions and dual-use or defense classifications; dependence on U.S. government funding and related risks from appropriations lapses or shutdowns; intense competition from substantially larger and better-resourced AI hardware providers; uncertainty in our addressable market estimates; single-source wafer supply from TSMC and reliance on outsourced assembly and testing; inflationary pressures and fluctuations in wafer, assembly and test costs; long sales and evaluation cycles; talent attraction and retention constraints; cybersecurity, data protection and systems issues affecting us or our partners; international geopolitical, trade and regulatory risks; natural disasters; and liquidity and capital needs. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report, and we undertake no obligation to update these forward-looking statements after the filing of this report. You are urged to review carefully and consider our various disclosures in this report and in our other reports publicly disclosed or filed with the SEC that attempt to advise you of the risks and factors that may affect our business.

PART I

Item 1. ***Business***

Overview

GSI Technology, Inc. ("GSI" or the "Company") is a semiconductor company pursuing a two-pronged business strategy. Our growth strategy centers on the commercialization of our proprietary associative processing unit ("APU") technology, which enables high-performance, low-power, compute-in-memory processing for artificial intelligence, high-performance computing, and search applications at the edge. We fund this development through our established legacy business designing and selling high-speed synchronous static random access memory ("SRAM") products, primarily for the networking and telecommunications, test and measurement, and military/defense and aerospace markets. We operate under a fabless manufacturing model and are headquartered in Sunnyvale, California, with additional operations in Taiwan and Israel.

Our APU family of products delivers in-place associative computing capabilities in a compact, low-power form factor, making them well suited for the expanding market for physical artificial intelligence ("AI") at the edge. The APU has demonstrated industry-leading time-to-first-token performance in multi-modal vision language models ("VLMs"), a capability that is critical for real-time situational awareness in physical AI applications. We believe this performance advantage, combined with our proven low-power architecture, positions the APU for broad applicability as edge AI adoption accelerates. In addition, we have demonstrated APU use cases in synthetic aperture radar ("SAR") image processing, fast vector search of very large databases, computer vision, drug discovery, and cybersecurity. Together, these capabilities enable multi-workload processing within size, weight, and power constrained environments. Revenue from our APU line has not been material to date.

We remain committed to our established synchronous SRAM business, which generates revenue that supports our APU development. We offer what we believe is the broadest portfolio of high-density, high-performance synchronous SRAM products in the market. These products are used in test and measurement equipment, high-performance networking and telecommunications infrastructure, and military/defense and aerospace applications. We maintain long-term relationships with leading original equipment manufacturer ("OEM") customers, including KYEC, Cadence Design Systems, and Nokia. In addition, we serve the military/defense and aerospace markets with radiation-tolerant and radiation-hardened space-grade SRAMs, as well as APU-based solutions for applications such as SAR image processing.

We operate under a fabless business model, outsourcing wafer fabrication, assembly, and testing. This model allows us to focus our resources on research and development, product design, and marketing while gaining access to advanced process technologies with modest capital investment and fixed costs.

GSI's fiscal year 2026 net revenue increased by 22% compared to net revenue in fiscal year 2025, reflecting strong SRAM sales to chip design and simulation customers. GSI's gross margin increased by 5% compared to the prior fiscal year primarily reflecting a favorable mix weighted toward higher-margin SRAM products.

We have been awarded four contracts under the U.S. Department of Defense Small Business Innovation Research ("SBIR") program to develop and demonstrate applications of our APU compute-in-memory architecture for military and space customers. All milestones under these contracts were completed as of March 31, 2026, except for certain amended milestones under the Space Development Agency agreement described below and the US Army xTECH agreement described below. Aggregate payments received under these contracts totaled approximately $557,000 and $1.6 million in fiscal 2025 and 2026, respectively. While these contracts validated the performance of our APU architecture in defense applications, they have not yet resulted in follow-on production contracts or material commercial revenues from the underlying technology.

Space Development Agency — SBIR Direct to Phase II (Prototype Agreement) — $2.0 million.

Development of next-generation APU2 compute-in-memory integrated circuit for space-based edge processing, including radiation-hardened capability assessment. The agreement was originally valued at $1.25 million and was amended in September 2025 to increase the total award to $2.0 million. All original milestones were completed as of March 31, 2026. Milestone payments of $435,000, $318,000, and $496,000 were received in fiscal 2024, 2025, and 2026, respectively.

AFWERX / U.S. Air Force Research Laboratory ("AFRL") — SBIR Direct to Phase II — $1.1 million.

Development and demonstration of high-data computation use cases using the Gemini APU for AFRL, including in-aircraft search and rescue, object detection, moving target indication, change detection, and GPS-denied navigation. All milestones were completed as of March 31, 2026. Milestone payments of $157,000 and $983,000 were received in fiscal 2025 and 2026, respectively.

U.S. Army (DoD SBIR) — SBIR Phase II — Up to $250,000.

Development of edge computing AI solutions using Gemini-II, including feasibility assessment of integrating 1-bit Large Language Models for low-power, low-latency military applications. All milestones were completed as of March 31, 2026. Milestone payments of $82,000 and $165,000 were received in fiscal 2025 and 2026, respectively.

U.S. Army — xTech SBIR Phase II — $2.0 million.

Development of a ruggedized edge-processing platform based on the Gemini-II APU, with testing in representative operational environments intended to validate performance across real-time AI workloads, such as sensor data processing, object detection, and command-and-control analytics. This SBIR was awarded to GSI in April 2026.

In addition to the four SBIR’s discussed above, in January 2026, we announced a new proof-of-concept (“POC”) engagement with two government agencies. GSI is partnering with G2 Tech, an Israel Deep tech AI company, on Sentinel, a program to develop an autonomous perimeter security system that manages drones and cameras in real time for advanced monitoring, detection, and response. The project is jointly backed by the U.S. Department of War (“DoW”), formerly known as the Department of Defense (“DoD”), and a foreign government agency.

In May 2026, we announced that we were awarded Phase I of a Smart City project by a local government agency in Taiwan. The completion of Phase I will mark our first smart city deployment of the Gemini-II APU.

Our APU technology is implemented in the Gemini series of AI chips. The Gemini-I part is in full production, and the Gemini-II device is in pre-production and already in the market with sales delivery of PCIe boards and chips. There have not been substantial sales of Gemini-I parts to date. We support customers with prebuilt application program interfaces (“APIs”) and libraries to support the parallel processing capabilities of the Gemini-I and Gemini-II parts. The software stack accelerates development by providing an integrated framework environment for the compute-in-memory as well as host and management code modules. Our compiler stack framework allows customers to optimize their applications by editing APIs provided by GSI, or write their own APIs. Benchmarking on the Gemini-II has shown an industry leading capability on time-to-first-token which is being used to provide situational awareness for physical edge AI products.

In March 2025, we secured an initial production order for our radiation-hardened SRAM from a North American prime contractor, with follow-on orders expected in fiscal 2027. This sale carries a significantly higher gross margin than our traditional SRAM chips. In parallel, we are actively pursuing heritage status for this chip, which will improve our market readiness and open important new sales channels.

We were incorporated in California in 1995 under the name Giga Semiconductor, Inc. We changed our name to GSI Technology in December 2003 and reincorporated in Delaware in June 2004 under the name GSI Technology, Inc. Our principal executive offices are located at 1213 Elko Drive, Sunnyvale, California, 94089, and our telephone number is (408) 331-8800.

Recent Developments

On October 21, 2025, we entered into a securities purchase agreement (the “Purchase Agreement”) with an investor (the “Purchaser”) pursuant to which we agreed to issue and sell, in a registered direct offering (the “Registered Direct Offering”) an aggregate of (i) 1,508,462 shares (the “Shares”) of our common stock, $0.001 par value per share (the “Common Stock” or the “common stock”) at a price of $10.00 per Share and (ii) pre-funded warrants to purchase 3,491,538 shares of Common Stock (the “Pre-Funded Warrants”). Each of the Pre-Funded Warrants is exercisable for one share of Common Stock at the exercise price of $0.01 per Pre-Funded Warrant, immediately exercisable, and may be exercised at any time. The Purchaser’s ability to exercise its Pre-Funded Warrants in exchange for shares of Common Stock is subject to certain beneficial ownership limitations set forth therein. The gross proceeds to us from the Registered Direct Offering were approximately $50 million, before deducting offering expenses payable of approximately $3.1 million. The Registered Direct Offering closed on October 22, 2025. All of the Pre-Funded Warrants were exercised in October 2025.

Industry and Market Strategy

Associative Processing Unit Computing Market Overview

The markets for associative processing computing solutions are significant and growing rapidly. These markets include embedded physical AI edge products, on-premises small-medium business servers, and remote servers. The total addressable market for APU in AI, search applications, and HPC which is where GSI is focusing its APU commercialization efforts, has been determined by GSI to be approximately $247 billion in 2025, and growing at a compound annual growth rate (“CAGR”) of 27% to $708 billion by 2028. GSI has similarly determined that the Serviceable Available Market for APU in edge AI deployments in those markets is approximately $7 billion in 2025, and anticipated to grow at a CAGR of 18%-22% to $16 billion by 2030.

The growth in demand for associative processing computing solutions is being driven by the increasing market adoption and usage of graphics processing unit (“GPU”) and central processing unit (“CPU”) farms for AI processing of large data collections, including parallel computing in scientific research. However, the large-scale usage of GPU and CPU farms for AI processing of data is demonstrating the limits of GPU and CPU processing speeds and resulting in ever higher energy consumption. The amounts of data being processed, which is coming from increasing numbers of users and continuously increasing amounts of collected data, has resulted in efforts to split and store the processed data among multiple databases, through a process called sharding. Sharding can substantially increase processing costs and worsen the power consumption factors associated with processing so much data if the underlying architecture is inefficient to begin with.

The APU has been demonstrated to outperform CPUs and GPUs in the market for AI search of large data collections by providing lower latency and increased capacity in a smaller form-factor and achieve such results with lower power consumption. In addition, our compute-in-place technology has wide application. The APU has several benefits that are particularly useful to overcome the high power challenges of GPUs. First, the APU does not have the word size limitation of traditional CPU and GPU processors. Because traditional data processors move data around to various parts of a system, they need to select or duplicate resources of particular word sizes, be they 8-bit, 16-bit, 32-bit or 64-bit. The APU is based on a memory line structure, which means that it can operate on legacy instruction widths of 8 or 16-bits, or just as seamlessly operate on instructions of arbitrary widths of 1 bit, 768-bits or 2048-bits. APUs can operate on any word width at interim processing steps. This dynamic flexibility is a tremendous advantage for non-linear processing used in high performance compute workloads. Second, the APU is also an associative machine, which means that data that is resident in the device can be applied to a function only if it is deemed associated (for example, with a meta-tag) to the processing. Such processing is like a person looking for his car in a parking lot, but ignoring all cars that are not the color of his car. An additional benefit of the Gemini APU designs is that they are multi-threaded. One sensor or query input can be simultaneously applied to multiple functions or searches in the device or to sequential different functions on a single device towards a single edge solution.

Our associative computing technology utilizes in-memory associative processor structures to address the bottlenecks that limit performance and increase power consumption in CPUs, GPUs, and Field Programmable Gate Arrays ("FPGAs"). By constantly having to move operands and results in and out of devices with ever increasing processing speeds and bus speeds, current solutions are focused on memory transfers rather than addressing the basic computation problem. By changing the computational framework to parallel processing and having search functions conducted directly in a processing memory array, the APU can greatly expedite computation and response times in many "big data" applications. We are creating a new category of computing products that are expected to have substantial target markets and a large new customer base in those markets. We are seeing adoption of this direction in research by at least one hyperscaler and by researchers. Being on our second generation device and architecting our third generation device puts us in a strong position to address target markets as the methodology becomes more mainstream.

Our commercialization efforts for the APU product are focused on markets where the APU shows factors of improvement against CPU or GPU systems. The APU differentiates itself most for similarity search, multi-modal vector search, real-time very large database search, and several scientific high-performance computing-workloads processing sensor data. The APU's improved performance over CPU or GPU systems provides a paradigm-shifting ability to process data in real-time. As a result, we see applications for the APU in artificial intelligence applications, including approximate nearest neighbor searches, cryptography, and synthetic aperture radar as well as other fields whose processing can benefit from the APU's smaller footprint, superior productivity, and low system power consumption. GSI has solutions to accelerate multimodal vector search as an on-prem or SaaS solution for OpenSearch and general Fast Vector Search, and for processing large area SAR images in real-time at high resolution.

Similarity search uses a technique called distance metric learning, in which learning algorithms measure how similar related objects are to each other. The APU is well suited for very fast similarity search because its design determines distance metric at fast computation speeds with high degrees of accuracy. Our APU is further differentiated from other solutions in the market by its scalability for very large datasets. The APU has demonstrated its ability to increase the rate of computation for visual search by orders of magnitude with greater accuracy and reduced power consumption. The APU also adds multi-modal search capability to this computational performance. For instance, the ability to search on a picture of a product on an ecommerce website, with pricing and specific filters, does not impede the performance of the in-memory search versus a traditional text only search. This kind of performance has the potential to transform online retailers' capabilities to run search queries and improve customers' online shopping experience.

As we continue our efforts to simplify use of the Gemini devices in the markets discussed, we also see opportunities in the edge applications of these markets. In the edge segment the high power and small database coverage of single GPUs is not suitable. While some edge products are coming to market, they do not have the capacity to provide large database support. The APU capabilities and the larger capacity of the Gemini-II chip are well suited for this growing segment. In an attempt to address greater density in processed data, the market is working to reduce bit widths used in models. As the APU technology is ideally suited for smaller bit widths, and including even 1-bit, we are undertaking an effort to adopt several AI models to 1-bit and ternary (1.58-bit) optimization for Gemini-II application. We see this effort as furthering the density and value of our parts for the edge market.

Our commercialization efforts for the Gemini-II APU are focused on markets where low latency, deterministic response, and system efficiency provide clear advantages over conventional CPU and GPU architectures. Gemini-II extends the capabilities of the prior generation beyond high-throughput vector and similarity search into real-time inference domains, enabling fast time-to-first-token (“TTFT”) for vision-language models (“VLMs”) and vision-language-action systems. These capabilities are increasingly critical in emerging physical AI applications, where systems must interpret sensor data and respond within operationally relevant time constraints. Gemini-II delivers these capabilities in a compact, low power form factor, enabling deployment in size, weight, and power constrained environments where traditional accelerators are impractical.

Gemini-II’s architecture is optimized for memory-resident computation, allowing large models and datasets to be processed without the memory movement latency penalties associated with GPUs. This enables rapid initial inference response, or TTFT, which is a key performance metric for interactive and autonomous systems. In contrast to conventional GPU pipelines that prioritize throughput, Gemini-II is designed to minimize inference latency at the point of decision, making it well suited for edge-deployed systems requiring real-time situational awareness and control with continuously new image data. These include robotics, autonomous platforms, industrial sensing systems, and defense applications.

The device maintains strong applicability for similarity search, multi-modal vector search, and large-scale database operations, while extending these capabilities into streaming and real-time inference workflows. For example, Gemini-II can support VLM-based interpretation of video, imagery, command and control, and sensor inputs with response times enabling systems to extract semantic meaning and act on that information in near real time. Gemini-II enables both rapid feature extraction and higher-level inference for awareness-driven decisions within constrained edge environments.

As edge systems evolve toward greater autonomy, the ability to combine low-latency inference with high data locality becomes increasingly important. Gemini-II is designed to address this requirement, enabling a new class of physical AI systems that integrate perception, reasoning, and action within tight power and latency budgets.

New Markets for the APU

The APU is capable of processing large data arrays in a cost competitive solution for large database similarity search, but the mathematical capabilities of the APU also create new opportunities in real-time processing. Examples of real-time processing are SAR, Global Positioning System (“GPS”)-denied navigation, and physical AI awareness. This combination of sensor processing, image processing, and AI awareness capability at low latency and low power has the potential to bring application processing that normally requires many resources in a data center to small form-factor real-time edge applications. Examples are in-asset aircraft reconnaissance, satellite image processing, and autonomous navigation. Awareness in physical AI has the potential of significantly improving safety and efficiency of autonomous products. It can also be used in drones for location recognition, object recognition, and GPS-denied alternate routing useful product delivery or reconnaissance applications.

Furthermore, GSI’s expertise in developing radiation-tolerant components creates new opportunities in the growing market for AI products that can be used in low earth orbit and space applications, where other AI products are not able to survive the harsh environment.

For even smaller footprints or multi-function integrated chips, GSI will license the intellectual property (“IP”) underlying the APU to companies that have their own chip design capabilities to incorporate GSI’s IP into their custom products, and provide design services to help integrate the IP into new processor, FPGA, or application specific integrated circuit (“ASIC”) designs.

Next Generation APU – Plato

The processing proven by the APU, particularly Gemini-II, has provided tremendous insights into growth capabilities via evolving workload requirements. GSI is rapidly taking advantage of this insight via the design of the next generation APU internally named Plato. The AI market at large has observed that once sufficient processing efficiency is achieved, larger LLM workloads are less impacted by processing capability than by the ability to get data from external memory to the processing engines. This single physical limitation highly advantages the APU architecture more than CPU, GPU, or FPGA because the APU is a compute-in-memory structure that is far less encumbered by tighter and tighter path restrictions as the data approaches processing as seen in those other architectures. While competition in this area looks to solve the problem with higher power and faster communication links and high-cost HBM memory interfaces, GSI believes that increasing the external memory bandwidth capability of the APU and using LPDDR memory can balance the high capability APU compute with data transfer capabilities that will result in differentiated high performance LLM processing. This change will extend the market leading single chip time-to-first-token capability of the Gemini-II with higher ongoing token per second capability.

Plato will have a smaller resident internal model space, but more efficient low quantization capability. This will allow larger model support than competition due to efficient support of 1-bit and ternary quantization. This processing sizing is done to support sub-20W applications which will efficiently provide context awareness for autonomous mobile robotics such as humanoid robots, delivery vehicles, and drones. The power and compute capability of Plato is a good match to new processing interest shown for satellites, also extending the past application POCs of the APU into fielded programs. Such a small SWaP footprint also enables local remote processing at curb-edge facilities for networking and new applications such as V2X in ADAS fielding operations. Simple scaling capability without the need to add high power communications links also supports larger server card builds. The markets noted above together represent a TAM of several tens of billions of dollars, and while Gemini-II addresses these markets it is anticipated that Plato will increase addressable sales and open new avenues in the migration of AI to the autonomous edge.

While GPU's and FPGA's are less efficient for high performance edge applications for reasons noted earlier, there are a number of custom ASICs being designed and discussed in the market. Plato will be differentiated from these custom solutions along two vectors even as they also come to market in the future. First, Plato is not just an implementation of a single optimized software algorithm, but a culmination of learning from earlier actual production parts. This difference alone highly reduces implementation and production scaling risk on new hardware, which frankly, is hard. The second differentiation comes from the inherent programming flexibility of the APU. This means that as models and algorithms change, sometimes quarterly, the hardware is not orphaned to an out-of-date methodology. In fact, the 1-bit support capability of the APU technology means that Plato is intrinsically capable of supporting the direction research is taking to increase model density.

APU Board Level Product

Sales of the Gemini-II have begun with the availability of a full size double width PCIe card called Leda-E2. The Gemini-II chip is available in pre-production. The Gemini-I APU is currently in production as a full-size PCIe card and a 1U E1.L card. These are the Leda-E and Leda-S, respectively.

The Leda-S E1.L form factor enables the use of market standard SSD rack enclosures to build a dense APU compute appliance unachievable by GPU cards that require specialized connectivity for expansion. GSI has off-the-shelf server product offerings with 8 Leda-E cards in a single 2U server providing 10 POPS of Boolean operation, and a single 1U server with 16 Leda-S cards providing 15 POPs of Boolean performance.

APU Commercialization Risk

Sales of APU products continue to be in the research and academic areas and our commercialization efforts proceed through proof of concept stages that take time. Revenue from APU products has not been material to date. If we fail to materially commercialize our APU products, we may not generate sufficient revenues to offset our development costs and other expenses, which will have an adverse impact on our business including a potential impairment of intangible assets and a negative impact on our market capitalization.

High-Speed Synchronous SRAM Market Overview

High-speed synchronous SRAMs are incorporated into a range of end markets, including networking and telecommunications equipment, military/defense and aerospace systems, audio/video processing, test and measurement instruments and medical and automotive applications. Demand for high-speed synchronous SRAMs in the networking and telecommunications market has been declining, and is expected to continue to decline, as the industry embeds increasing amounts of SRAM into each successive generation of ASICs and controllers, reducing the need for external memory. As a result, growth in demand for external high-speed synchronous SRAMs is increasingly driven by military/defense and aerospace applications, which require a combination of high densities and high random transaction rates. GSI is well positioned to serve these markets as the only SRAM manufacturer to offer monolithic 288Mb densities and the highest truly random transaction rate in the industry at 1,866 million transactions per second (MT/s). To capitalize on these strengths, we have been qualifying our products for space and satellite applications to address opportunities in the rapidly expanding market for near-earth orbiting satellite mega-constellations, as well as traditional geostationary earth orbit communication platforms and national assets.

High-Speed Synchronous SRAM Products

We offer four families of high-speed synchronous SRAMs – SyncBurst™, NBT™, SigmaQuad™, and SigmaDDR™. All four families feature high density, high transaction rates, high data bandwidth, low latency, and low power consumption, and together provide the basis for approximately 10,000 individual part numbers across a variety of density, data width performance, temperature, and package configurations. Our products serve a broad range of applications, including networking and telecommunications equipment, such as routers, gateways, Ethernet switches and wireless base stations, military/defense and aerospace systems such as radar, guidance systems and satellites, test and measurement instruments such as burn-in chambers and high-speed testers, high-performance computing applications such as high-volume trading, and medical devices such as ultrasound and CAT scan equipment**.**

We have introduced and continue to market radiation-hardened, or "RadHard", and radiation-tolerant, or "RadTolerant", SRAMs for military/defense and aerospace applications, including satellite networking and missile systems. Our RadHard and RadTolerant product line includes 288 megabit, 144 megabit, and 72 megabit devices from the SigmaQuad-II+ family, as well as 144 megabit, 72 megabit, and 32 megabit SyncBurst and NBT RadTolerant products designed to support the avionics and other space platforms that have historically relied on smaller asynchronous devices. RadHard products are available in two package options: a hermetically sealed ceramic column grid array, and standard plastic packaging. These devices undergo a specialized fabrication process that mitigates the adverse effects of high-radiation environments.

SRAM Leadership in the High Performance Memory Market

We seek to address the full lifecycle needs of our SRAM customers, both satisfying their current requirements for the latest generation, highest performance networking memory products and providing long-term support throughout the operational lives of the systems incorporating our products. The key elements of our SRAM solution include:

- *Product Performance Leadership*. We develop high-performance SRAM products that offer superior speed and low power consumption, utilizing advanced architectures, design methodologies and silicon process technologies that enable optimized yields, lower manufacturing costs and improve quality.

- *Product Innovation*. We believe we have established a leadership position as a technology leader in the design and development of Very Fast SRAMs. Our SigmaQuad-II + is believed to be the industry's highest-density RadHard SRAM, exemplifying our commitment to product innovation.
- *Broad and Readily Available Product Portfolio*. We have what we believe is the broadest catalog of Very Fast SRAM products.

- *Master Die Methodology*. Our master die methodology enables multiple product families, and variations thereof, to be manufactured from a single mask set so that we are able to maintain a common pool of wafers that incorporate all available master die, allowing rapid fulfillment of customer orders and reducing costs.

- *Customer Responsiveness*. We work closely with leading networking and telecommunications OEMs and their chipset suppliers to anticipate their requirements and rapidly develop solutions that enable them to meet their product performance objectives.

Business Transformation Strategy

Our objective is to market and sell transformative new products utilizing our cutting-edge in-place associative computing technology in high growth markets, while continuing to profitably increase our share of the external SRAM market. Our strategy includes the following key elements:

- *Complete productization of our In-place Associative Computing products*. Our principal operations objective is the completion of productization efforts for our in-place associative computing products.

- *Identifying and developing new long tail markets where the APU is differentiated*. Realization of this goal will require additional development and marketing efforts in calendar 2025. Our initial focus is in the markets for artificial intelligence and high-performance computing, including natural language processing, computer vision and cyber security with a focus in this area being for similarity search applications including facial recognition, drug discovery and drug toxicity, signal and object detection and cryptography.

- *Identify opportunities and rapidly increase sales of RadHard and RadTolerant SRAMs*. We continue to aggressively target the military/defense and aerospace markets with our RadHard and RadTolerant devices. We plan to continue expansion into the military/defense and aerospace markets with our APU platform that has shown design robustness.

- *Exploit opportunities to expand the market for our SRAM products*. We are continuing the expansion of sales of our high-performance SRAM products in the military, industrial, test and measurement, and medical markets and intend to continue penetrating these and other new markets with similar needs for high-performance SRAM technologies.

- *Collaborate with wafer foundry to leverage advanced process technologies*. We will continue to utilize complementary metal-oxide semiconductor fabrication process technologies from Taiwan Semiconductor Manufacturing Company ("TSMC") to design our products.

- *Seek new market opportunities*. We intend to supplement our internal development activities by seeking additional opportunities to acquire other businesses, product lines or technologies, or enter into strategic partnerships, that would complement our current product lines, expand the breadth of our markets, enhance our technical capabilities, or otherwise provide growth opportunities.

Customers

For our compute-in-memory associative computing solutions, we are focusing sales and marketing efforts in the markets for artificial intelligence and high-performance computing, with leading applications in natural language processing, computer vision and synthetic aperture radar. Our focus in this area being for similarity search acceleration in fast vector search applications and real-time mobile applications in aerospace and defense.

With the SRAM market, we are focusing our sales on network/telecom OEMs, test equipment and military/defense and aerospace with our radiation hardened and radiation tolerant product offerings.

The following is a representative list of our OEM customers that directly or indirectly purchased more than $500,000 of our SRAM products in the fiscal year ended March 31, 2026:

BAE Systems	Cadence Design Systems	General Dynamics
IBM	KYEC	Nokia
	Rockwell	

Many of our OEM customers use contract manufacturers to assemble their equipment. Accordingly, a significant percentage of our net revenues has been derived from sales to these contract manufacturers. In addition, we sell our products to OEM customers indirectly through domestic and international distributors.

In the case of sales of our products to distributors, the decision to purchase our products is typically made by the OEM customers. In the case of contract manufacturers, OEM customers typically provide a list of approved products to the contract manufacturer, which then has discretion whether or not to purchase our products from that list.

Direct sales to contract manufacturers accounted for 4.9%, 7.9% and 20.5% of our net revenues for fiscal 2026, 2025 and 2024, respectively. Sales to foreign and domestic distributors accounted for 93.3%, 91.7% and 76.3% of our net revenues for fiscal 2026, 2025 and 2024, respectively.

The following direct customers accounted for 10% or more of our net revenues in one or more of the following periods:

	Fiscal Year Ended March 31,		
	2026	**2025**	**2024**
Contract manufacturer:			
Flextronics Technology	2.3 %	2.7 %	13.5 %
Distributors:			
Avnet Logistics	63.7	49.6	50.6
Holystone	14.2	22.6	2.5
Nexcomm	8.9	9.8	9.3

KYEC was our largest end user customer in fiscal 2026 and 2025. Nokia was our largest end user customer in fiscal 2024. KYEC purchases product through contract manufacturers and distributors. Based on information provided to us by KYEC's contract manufacturers and distributors, purchases by KYEC represented approximately 14%, 23% and 3% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Nokia purchases products directly from us and through contract manufacturers and distributors. Based on information provided to us by its contract manufacturers and our distributors, purchases by Nokia represented approximately 6%, 12% and 21% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Cadence Design Systems purchases products through contract manufacturers and distributors. Based on information provided to us by its contract manufacturers and our distributors, purchases by Cadence Design Systems represented approximately 12%, 8% and 8% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Our revenues have been substantially impacted by significant fluctuations in sales to Nokia, KYEC and Cadence Design Systems, and we expect that future direct and indirect sales to Nokia, KYEC and Cadence Design Systems will continue to fluctuate substantially on a quarterly basis and that such fluctuations may significantly affect our operating results in future periods. To our knowledge, none of our other OEM customers accounted for more than 10% of our net revenues in fiscal 2026, 2025 or 2024.

Certain of our OEM customers may elect to develop in-house alternatives to the systems they currently build that incorporate our SRAMs, that may use a different memory solution. If an OEM customer makes these changes, that customer could reduce or eliminate its purchases from us. We believe this trend is occurring with Nokia, which appears to be incorporating internally developed memory solutions into certain of its next-generation products in place of our SRAM products that were included in prior versions of such products. The decline in purchases by Nokia from approximately 21% of our net revenues in fiscal 2024 to approximately 6% in fiscal 2026 may be attributable, in part, to this transition. If other OEM customers similarly choose to develop in-house solutions, our revenues could be further adversely affected.

Sales, Marketing and Technical Support

We sell our products primarily through our worldwide network of independent sales representatives and distributors. As of March 31, 2026, we employed 11 sales and marketing personnel and were supported by over 200 independent sales representatives. We believe these independent sales representatives will enable us to address an expanded customer base with the continuing introduction of our associative computing products in fiscal 2027. We believe that our relationship with our U.S. distributors, Avnet, Mouser and Digi-Key, put us in a strong position to continue to address the Very Fast SRAM memory market in the United States. We currently have regional sales offices located in Hong Kong, Israel and the United States. We believe this international coverage allows us to better serve our distributors and OEM customers by providing them with coordinated support. We believe that our customers' purchasing decisions are based primarily on product performance, low power consumption, availability, features, quality, reliability, price, manufacturing flexibility and service. Many of our OEM customers have had long-term relationships with us based on our success in meeting these criteria.

Our sales are generally made pursuant to purchase orders received between one and twelve months prior to the scheduled delivery date. Because industry practice allows customers to reschedule or cancel orders on relatively short notice, these orders are not firm and hence we believe that backlog is not a good indicator of our future sales. We typically provide a warranty of up to 36 months on our products. Liability for a stated warranty period is usually limited to replacement of defective products.

Our marketing efforts are, first and foremost, focused on ensuring that the products we develop meet or exceed our customers' needs. Our marketing efforts are currently focused on marketing our in-place associative computing solutions and our radiation-tolerant and radiation-hardened space grade SRAMs. Previously, those efforts were focused on defining our high-performance SRAM product roadmap. We work closely with key customers to understand their roadmaps and to ensure that the products we develop meet their requirements (primary aspects of which include functionality, performance, electrical interfaces, power, and schedule). Our marketing group also provides technical, strategic and tactical sales support to our direct sales personnel, sales representatives and distributors. This support includes in-depth product presentations, datasheets, application notes, simulation models, sales tools, marketing communications, marketing research, trademark administration and other support functions. We also engage in various marketing activities to increase brand awareness.

We emphasize customer service and technical support in an effort to provide our OEM customers with the knowledge and resources necessary to successfully use our products in their designs. Our customer service organization includes a technical team of applications engineers, technical marketing personnel and, when required, product design engineers. We provide customer support throughout the qualification and sales process and continue providing follow-up service after the sale of our products and on an ongoing basis. In addition, we provide our OEM customers with comprehensive datasheets, application notes and reference designs and access to our FPGA controller IP for use in their product development.

Manufacturing

We outsource our wafer fabrication, assembly and wafer sort testing, which enables us to focus on our design strengths, minimize fixed costs and capital expenditures and gain access to advanced manufacturing technologies.

Our engineers work closely with our outsource partners to increase yields, reduce manufacturing costs, and help assure the quality of our products.

Currently, all of our SRAM and APU wafers are manufactured by TSMC under individually negotiated purchase orders. We do not currently have a long-term supply contract with our foundry, and, therefore, TSMC is not obligated to manufacture products for us for any specified period, in any specified quantity or at any specified price, except as may be provided in a particular purchase order. Our future success depends in part on our ability to secure sufficient capacity at TSMC or other independent foundries to supply us with the wafers we require.

Our APU products are manufactured at TSMC using 28 nanometer and 16 nanometer process technology. The majority of our current SRAM products are manufactured using 0.13 micron, 90 nanometer, 65 nanometer and 40 nanometer process technologies on 300 millimeter wafers at TSMC.

Our master die methodology enables multiple product families, and variations thereof, to be manufactured from a single mask set. As a result, based upon the way available die from a wafer are metalized, wire bonded, packaged and tested, we can create a number of different products. The manufacturing process consists of two phases, the first of which takes approximately thirteen to fifteen weeks and results in wafers that have the potential to yield multiple products within a given product family. After the completion of this phase, the wafers are stored pending customer orders. Once we receive orders for a particular product, we perform the second phase, consisting of final wafer processing, assembly, burn-in and test, which takes approximately eight to ten weeks to complete. Substrates are required in the second phase before the assembly process can begin for many of our products. This two-step manufacturing process enables us to significantly shorten our product lead times, providing flexibility for customization and to increase the availability of our products.

All of our manufactured wafers, including wafers for our APU products, are tested for electrical compliance and most are packaged at Advanced Semiconductor Engineering ("ASE") which is located in Taiwan. Wistron Neweb Corporation in Taiwan manufactures the boards for our APU product line. Our test procedures require that all of our products be subjected to accelerated burn-in and extensive functional electrical testing which is performed at our Taiwan and U.S. test facilities. Our radiation-hardened products are assembled and tested at Silicon Turnkey Solutions Inc., located near our Sunnyvale, California headquarters facility.

Research and Development

We have devoted substantial resources in the last ten years on the development of our APU products. Our research and development staff includes engineering professionals with extensive experience in the areas of high-speed circuit design, including APU design, as well as SRAM design and systems level networking and telecommunications equipment design. Additionally, we have assembled a team of software development experts in Israel needed for the development of the various levels of software required in the use of our APU products. The design process for our products is complex. As a result, we have made substantial investments in computer-aided design and engineering resources to manage our design process.

Competition

Our existing and potential competitors include many large domestic and international companies, some of which have substantially greater resources, offer other types of memory and/or non-memory technologies and may have longer standing relationships with OEM customers than we do. Unlike us, some of our principal competitors maintain their own semiconductor fabs, which may, at times, provide them with capacity, cost and technical advantages.

Our principal competitors include NVIDIA Corporation and new well-funded entrants for our in-place associative computing solutions and Infineon Technologies AG, Integrated Silicon Solution and Renesas Electronics

Corporation for our SRAM products. We expect additional competitors to enter the associative computing market as well. While some of our competitors offer a broader array of products and offer some of their products at lower prices than we do, we believe that our focus on performance leadership provides us with key competitive advantages.

We believe that our ability to compete successfully in the rapidly evolving markets for "big data" and memory products for the networking and telecommunications markets depends on a number of factors, including:

- product performance, features, including low power consumption, quality, reliability and price;
- manufacturing flexibility, product availability and customer service throughout the lifetime of the product;
- the availability of software tools, such as compilers and libraries that enable customers to easily design products for their specific needs;
- the timing and success of new product introductions by us, our customers and our competitors; and
- our ability to anticipate and conform to new industry standards.

We believe we compete favorably with our competitors based on these factors. However, we may not be able to compete successfully in the future with respect to any of these factors. Our failure to compete successfully in these or other areas could harm our business.

The market for networking memory products is competitive and is characterized by technological change and product obsolescence. Competition could increase in the future from existing competitors and from other companies that may enter our existing or future markets with solutions that may be less costly or provide higher performance or more desirable features than our products. This increased competition may result in price reductions, reduced profit margins and loss of market share.

As our customers' internal design capabilities evolve, they may choose to create proprietary versions of the networking memory products or other components that they have historically sourced from us and replace our products with these in-house solutions. For example, we believe that Nokia, which has been one of our largest end user customers, is incorporating internally developed alternative memory solutions into certain of its next-generation products in place of the Company's SRAM products that were included in prior versions of such products. This trend, if it continues or expands to other customers, could result in a reduction in demand for our products and could have a material adverse effect on our business and results of operations.

In addition, we are vulnerable to advances in technology by competitors, including new SRAM architectures as well as new forms of Dynamic Random Access Memory ("DRAM") and other new memory technologies. Because we have limited experience developing integrated circuit products other than Very Fast SRAMs, any efforts by us to introduce new products based on new technology, including our new in-place associative computing products, may not be successful and, as a result, our business may suffer.

Intellectual Property

Our ability to compete successfully depends, in part, upon our ability to protect our proprietary technology and information. We rely on a combination of patents, copyrights, trademarks, trade secret laws, non-disclosure and other contractual arrangements and technical measures to protect our intellectual property. We believe that it is important to maintain a large patent portfolio to protect our innovations. We currently hold 147 United States patents, including 59 memory patents and 88 associative computing patents, and have in excess of a dozen patent applications pending. We cannot assure you that any patents will be issued as a result of our pending applications. We believe that factors such as the technological and creative skills of our personnel and the success of our ongoing product development efforts are also important in maintaining our competitive position. We generally enter into confidentiality or license agreements with our employees, distributors, customers and potential customers and limit access to our proprietary information. Our intellectual property rights, if challenged, may not be upheld as valid, may not be adequate to prevent misappropriation of our technology or may not prevent the development of competitive products. Additionally, we may not be able to obtain patents or other intellectual property protection in the future. Furthermore, the laws of certain foreign countries in which our products are or may be developed, manufactured or sold, including various countries in Asia, may not protect our products or intellectual property rights to the same extent as do the laws of the United States and thus make the possibility of piracy of our technology and products more likely in these countries.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights, which have resulted in significant and often protracted and expensive litigation. We or our foundry from time to time are notified of claims that we may be infringing patents or other intellectual property rights owned by third parties. We have been involved in patent infringement litigation in the past. We have been subject to other intellectual property claims in the past and we may be subject to additional claims and litigation in the future. Litigation by or against us relating to allegations of patent infringement or other intellectual property matters could result in significant expense to us and divert the efforts of our technical and management personnel, whether or not such litigation results in a determination favorable to us. In the event of an adverse result in any such litigation, we could be required to pay substantial damages, cease the manufacture, use and sale of infringing products, expend significant resources to develop non-infringing technology, discontinue the use of certain processes or obtain licenses to the infringing technology. Licenses may not be offered or the terms of any offered licenses may not be acceptable to us. If we fail to obtain a license from a third party for technology used by us, we could incur substantial liabilities and be required to suspend the manufacture of products or the use by our foundry of certain processes.

Government Regulation

We are subject to U.S. export controls and economic sanctions laws and regulations, and certain of our offerings may be classified as dual-use technologies under the Export Administration Regulations or, depending on application, the International Traffic in Arms Regulations. Complying with these regimes may require licenses or other authorizations for specific sales, can delay or prevent transactions, and increases our compliance costs; violations can result in penalties.

Governments in the United States, the European Union and other jurisdictions are developing new and evolving regulations governing artificial intelligence. To the extent applicable to our APU products, particularly in defense, autonomous systems and other sensitive use cases, these frameworks may impose requirements that increase development and compliance costs, delay product deployment, limit certain applications or markets, or require product modifications.

We also perform development under U.S. government-funded agreements. Related data rights, export control classifications and other requirements can affect how and when we commercialize technology developed under such awards and may add administrative complexity to our operations.

Human Capital Resources

As of March 31, 2026, we had 125 full-time employees, including 90 engineers, of which 56 are engaged in research and development and 40 have PhD or MS degrees, 11 employees in sales and marketing, 9 employees in general and administrative capacities and 49 employees in manufacturing. Of these employees, 38 are based in our Sunnyvale facility, 44 are based in our Taiwan facility and 36 are based in our Israel facility. We believe that our future success will depend in large part on our ability to attract and retain highly-skilled, engineering, managerial, sales and marketing personnel. Our employees are not represented by any collective bargaining unit, and we have never experienced a work stoppage. We believe that our employee relations are good.

Compensation and benefits

Our goal is to attract, motivate and retain talent with a focus on encouraging performance, promoting accountability and adhering to our company values. The future growth and success of our company largely depends on our ability to attract, train and retain qualified professionals. As part of our effort to do so, we strive to offer competitive compensation and benefit programs including a 401(k) Plan, stock options for all employees, flexible spending accounts and paid time off. We understand that effective compensation and benefits programs are important in retaining high-performing and qualified individuals. We continue to assess our healthcare and retirement benefits each year in order to provide competitive benefits to our employees.

Inclusion and belonging

We are committed to our continued efforts to foster an inclusive work environment that supports the global workforce and the communities we serve. We strive to recruit the best people for the job regardless of gender, ethnicity or other protected traits and it is our policy to fully comply with all laws applicable to discrimination in the workplace. Our equity and inclusion principles are also reflected in our employee training and policies. We continue to evaluate our equity and inclusion policies and assess whether enhancements are needed, with guidance from our executive leadership team.

Ethics & Corporate Responsibility

We are committed to ensuring ethical organizational governance, embracing inclusion in the board room and throughout the organization and are committed to observing fair, transparent, and accountable operating practices. We seek to create and foster a healthy, balanced, and ethical work environment for everyone in our organization. To this end, we promote an ethical organizational culture and encourage all employees to raise questions or concerns about actual or potential ethical issues and company policies and to offer suggestions about how we can make our organization better. These practices are set forth in our Code of Business Conduct and Ethics, which is periodically reviewed by all of our employees and is available on our website under “Corporate Governance.”

Health and safety

We are committed to maintaining a safe and healthy workplace for our employees. Our policies and practices are intended to protect our employees.

Investor Information

You can access financial and other information in the Investor Relations section of our website at *www.gsitechnology.com*. We make available, on our website, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the SEC.

The charters of our Audit Committee, our Compensation Committee, and our Nominating and Governance Committee, our code of conduct (including code of ethics provisions that apply to our principal executive officer, principal financial officer, controller, and senior financial officers) and our corporate governance guidelines are also available at our website under “Corporate Governance.” These items are also available to any stockholder who requests them by calling (408) 331-8800. The contents of our website are not incorporated by reference in this report.

The SEC maintains an Internet site that contains reports, proxy statements and other information regarding issuers that file electronically with the SEC at *www.sec.gov*.

Information About Our Executive Officers

The following table sets forth certain information concerning our executive officers as of June 1, 2026:

Name	Age	Title
Lee-Lean Shu	71	President, Chief Executive Officer and Chairman
Avidan Akerib	70	Vice President, Associative Computing
Patrick Chuang	76	Senior Vice President, Memory Design
Didier Lasserre	61	Vice President, Sales
Douglas Schirle	71	Chief Financial Officer
Bor-Tay Wu	74	Vice President, Taiwan Operations
Ping Wu	69	Vice President, U.S. Operations

Lee-Lean Shu co-founded our company in March 1995 and has served as our President and Chief Executive Officer and as a member of our Board of Directors since inception. Since October 2000, Mr. Shu has also served as Chairman of our Board. From January 1995 to March 1995, Mr. Shu was Director, SRAM Design at Sony Microelectronics Corporation, a semiconductor company and a subsidiary of Sony Corporation, and from July 1990 to January 1995, he was a design manager at Sony Microelectronics Corporation.

Avidan Akerib has served as our Vice President, Associative Computing since MikaMonu Group Ltd. was acquired in November 2015. From July 2011 to November 2015, Dr. Akerib served as co-founder and chief technologist of MikaMonu Group Ltd, a developer of computer in-memory and storage technologies. From July 2008 to March 2011, Dr. Akerib served as chief scientist of ZikBit Ltd., a developer of DRAM computing technologies. From Jan 2001 to July 2007, Dr. Akerib was the General Manager of NeoMagic Israel, a supplier of low-power audio and video integrated circuits for mobile use. Dr. Akerib has a PhD in applied mathematics and computer science from the Weizmann Institute of Science, Israel, and an MSc and BSc in electrical engineering from Tel Aviv University and Ben Gurion University, respectively. Dr. Akerib is the inventor of more than 50 patents related to parallel and In Memory Associative Computing.

Patrick Chuang has served as our Senior Vice President, Memory Design since we acquired substantially all of the assets related to the SRAM memory device product line of Sony Corporation in July 2009. From July 1990 to July 2009, Mr. Chuang served as the Senior Vice President, Memory Design at Sony Microelectronics Corporation, a semiconductor company and a subsidiary of Sony Corporation. From 1980 to 1990, Mr. Chuang served as Design Director of NMOS DRAM at Advanced Micro Devices, a semiconductor manufacturing company.

Didier Lasserre has served as our Vice President, Sales since July 2002. From November 1997 to July 2002, Mr. Lasserre served as our Director of Sales for the Western United States and Europe. From July 1996 to October 1997, Mr. Lasserre was an account manager at Solectron Corporation, a provider of electronics manufacturing services. From June 1988 to July 1996, Mr. Lasserre was a field sales engineer at Cypress Semiconductor Corporation, a semiconductor company.

Douglas Schirle has served as our Chief Financial Officer since August 2000. From June 1999 to August 2000, Mr. Schirle served as our Corporate Controller. From March 1997 to June 1999, Mr. Schirle was the Corporate Controller at Pericom Semiconductor Corporation, a provider of digital and mixed signal integrated circuits. From November 1996 to February 1997, Mr. Schirle was Vice President, Finance for Paradigm Technology, a manufacturer of SRAMs, and from December 1993 to October 1996, he was the Controller for Paradigm Technology. Mr. Schirle was formerly a certified public accountant.

Bor-Tay Wu has served as our Vice President, Taiwan Operations since January 1997. From January 1995 to December 1996, Mr. Wu was a design manager at Atalent, an IC design company in Taiwan.

Ping Wu has served as our Vice President, U.S. Operations since September 2006. He served in the same capacity from February 2004 to April 2006. From April 2006 to August 2006, Mr. Wu was Vice President of Operations at QPixel Technology, a semiconductor company. From July 1999 to January 2004, Mr. Wu served as our Director of Operations. From July 1997 to June 1999, Mr. Wu served as Vice President of Operations at Scan Vision, a semiconductor manufacturer.

Item 1A. *Risk Factors*

Our future performance is subject to a variety of risks. If any of the following risks actually occur, our business, financial condition and results of operations could suffer and the trading price of our common stock could decline. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business operations. You should also refer to other information contained in this report, including our consolidated financial statements and related notes.

Risk Factor Summary

Our business is subject to numerous risks and uncertainties, which are more fully described in the Risk Factors below. These risks include, but are not limited to:

Risks Related to Our Business and Financial Condition

- Unpredictable fluctuations in our operating results could cause our stock price to decline.
- KYEC, Nokia and Cadence Design Systems account for a significant percentage of our net revenues. If these customers, or any of our other major customers, reduce the amount they purchase, stop purchasing our products or fail to pay us, our financial position and operating results will suffer.
- We are reliant on U.S. government funding and government shutdowns may materially adversely affect our business and results of operations.
- We depend upon the sale of our Very Fast SRAMs for most of our revenues while we transform the focus of our business to the sale of in-place associative computing products and services, and a downturn in demand for Very Fast SRAM products or our inability to achieve our revenue goals for our new in-place associative computing products and services may cause us to experience cash shortfalls that would harm our business and our future prospects.
- Our future success is substantially dependent on the successful introduction of new in-place associative computing products which entails significant risks.
- Worldwide inflationary pressures, increased or new tariffs, export controls and other trade barriers, trade disputes and increasing geopolitical tensions, the military conflicts in Ukraine and the Middle East, and the challenging global economic environment may adversely affect our revenues, results of operations and financial condition.
- We have incurred significant losses and may incur losses in the future.
- If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.
- If we determine that our goodwill and intangible assets have become impaired, we may incur impairment charges, which would negatively impact our operating results.
- We are dependent on a number of single source suppliers.

- If we do not successfully develop new products to respond to rapid market changes due to changing technology and evolving industry standards, our business will be harmed.
- If we are unable to offset increased wafer fabrication and assembly costs, our gross margins will suffer.
- We rely heavily on distributors and our business will be negatively impacted if we are unable to develop and manage distribution channels and accurately forecast future sales through our distributors.
- We are substantially dependent on the continued services of our senior management and other key personnel. If we are unable to recruit or retain qualified personnel, our business could be harmed.
- The successful commercialization of our Gemini-II product and development of our Plato product depends on our ability to attract and retain software engineering talent.
- We may need additional funding to complete the commercialization and development of Gemini-II and Plato.
- Our use of artificial intelligence in our research and development activities may expose us to risks, including inaccurate outputs, intellectual property concerns and regulatory uncertainty.
- Systems issues, data protection and cyber-attacks could disrupt our internal operations or the operations of our business partners, and any such disruption could harm our business.
- Demand for our products may decrease if our OEM customers experience difficulty manufacturing, marketing or selling their products.
- Our products have lengthy sales cycles that make it difficult to plan our expenses and forecast results.
- Our business could be negatively affected as a result of actions of activist stockholders or others.
- Our acquisition of companies or technologies could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results.
- Our business will suffer if we are unable to protect our intellectual property or if there are claims that we infringe third party intellectual property rights.
- Any significant order cancellations or order deferrals could adversely affect our operating results.
- If our business grows, such growth may place a significant strain on our management and operations.
- Our estimates of the total addressable market and serviceable available market for our APU products are based on publicly available analyst assumptions and internal assumptions and may prove to be materially inaccurate.
- Evolving government regulation of artificial intelligence may increase our compliance costs, delay or restrict the deployment of our products, or otherwise adversely affect our business.
- Technology developed under government-funded contracts may be subject to restrictions that limit our ability to commercialize such technology in civilian markets.
- We face intense competition from significantly larger and better-resourced companies in the AI hardware market, which could limit our ability to commercialize our APU products.

Risks Related to Manufacturing and Product Development

- We may experience difficulties in transitioning our manufacturing process technologies, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.
- Manufacturing process technologies are subject to rapid change and require significant expenditures.

- Our products may contain defects, which could reduce revenues or result in claims against us.

Risks Related to Our International Business and Operations

- The international political, social and economic environment, including the imposition of tariffs and resulting consequences and the risks for escalating military conflicts, particularly in Taiwan given the recent deterioration of relations between the governments of the Peoples Republic of China and Taiwan, may affect our business performance.
- Governmental export and import controls could impair our ability to compete in international markets or subject us to liability if we violate the controls.
- Global trade policy changes, including the imposition of tariffs and the resulting consequences, may adversely impact our business, results of operations and financial condition.
- Certain of our independent suppliers and OEM customers have operations in the Pacific Rim, an area subject to significant risk of natural disasters and outbreak of contagious diseases.
- The United States could materially modify certain international trade agreements, or change tax provisions related to the global manufacturing and sales of our products.
- Some of our products are incorporated into advanced military electronics, and changes in international geopolitical circumstances and domestic budget considerations may hurt our business.

Risks Relating to Our Common Stock and the Securities Market

- The trading price of our common stock is subject to fluctuation and is likely to be volatile.
- We may need to raise additional capital in the future, which may not be available on favorable terms or at all, and which may cause dilution to existing stockholders.
- Our executive officers, directors and their affiliates hold a substantial percentage of our common stock.
- The provisions of our charter documents might inhibit potential acquisition bids that a stockholder might believe are desirable, and the market price of our common stock could be lower as a result.

Risks Related to Our Business and Financial Condition

Unpredictable fluctuations in our operating results could cause our stock price to decline.

Our quarterly and annual revenues, expenses and operating results have varied significantly and are likely to vary in the future. For example, in the twelve fiscal quarters ended March 31, 2026, we recorded net revenues of as much as $6.4 million and as little as $4.6 million, and in eleven of those quarters, operating losses from $2.2 million to $6.9 million. We therefore believe that period-to-period comparisons of our operating results are not a good indication of our future performance, and you should not rely on them to predict our future performance or the future performance of our stock price. Furthermore, if our operating expenses exceed our expectations, our financial performance could be adversely affected. Factors that may affect periodic operating results in the future include:

- commercial acceptance of our associative computing products, including Gemini-II and Plato;
- commercial acceptance of our RadHard and RadTolerant products;
- changes in our customers' inventory management practices;
- unpredictability of the timing and size of customer orders, since most of our customers purchase our products on a purchase order basis rather than pursuant to a long-term contract;

- changes in our product pricing policies, including those made in response to new product announcements, pricing changes of our competitors and price increases by our foundry and suppliers;
- continued funding from U.S. government programs, including SBIR grants, to support our research and development activities;
- our ability to anticipate and conform to new industry standards;
- fluctuations in availability and costs associated with materials and manufacturing services needed to satisfy customer requirements caused by supply constraints;
- restructuring, asset and goodwill impairment and related charges, as well as other accounting changes or adjustments;
- manufacturing defects, which could cause us to incur significant warranty, support and repair costs, lose potential sales, harm our relationships with customers and result in write-downs;
- our ability to address technology issues as they arise, improve our products' functionality and expand our product offerings; and
- we may need additional funding to complete the commercialization and development of Gemini-II and Plato.

Our expenses are, to a large extent, fixed, and we expect that these expenses will increase in the future. We may not be able to adjust our spending quickly if our revenues fall short of our expectations. If this were to occur, our operating results would be harmed. If our operating results in future quarters fall below the expectations of market analysts and investors, the price of our common stock could fall.

Worldwide inflationary pressures, increased or new tariffs, export controls and other trade barriers, trade disputes and increasing geopolitical tensions, the military conflicts in Ukraine and the Middle East, and the challenging global economic environment have caused increased stock market volatility and uncertainty in customer demand and the worldwide economy in general, and we may continue to experience decreased sales and revenues in the future. We expect such impact will in particular affect our SRAM sales and has also impacted the launch of our APU products to some degree and the adoption of RadHard and RadTolerant SRAM products by aerospace and military customers. However, the magnitude of such impact on our business and its duration is highly uncertain.

KYEC, Nokia and Cadence Design Systems account for a significant percentage of our net revenues. If these customers, or any of our other major customers, reduce the amount they purchase or stop purchasing our products, our operating results will suffer.

KYEC purchases products through contract manufacturers and distributors. Based on information provided to us by KYEC's contract manufacturers and distributors, purchases by KYEC represented approximately 14%, 23% and 3% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Nokia purchases our products directly from us and through contract manufacturers and distributors. Based on information provided to us by Nokia's contract manufacturers and distributors, purchases by Nokia represented approximately 6%, 12% and 21% of our net revenues in fiscal 2026, 2025 and 2024, respectively. The significant decline in Nokia's purchases is due in part to Nokia's decision to incorporate alternative solutions to the use of SRAMs into certain of its next-generation products in place of our SRAM products that were included in prior versions of such products. If Nokia continues to expand its use of these alternative solutions across additional product lines, our sales to Nokia could decline further or be eliminated entirely. Cadence Design Systems purchases products through contract manufacturers and distributors. Based on information provided to us by Cadence Design Systems contract manufacturers and distributors, purchases by Cadence Design Systems represented approximately 12%, 8% and 8% of our net revenues in fiscal 2026, 2025 and 2024, respectively. We expect that our operating results in any given period will continue to depend significantly on orders from our key OEM customers, particularly KYEC, Nokia and Cadence Design Systems, and our future success is dependent to a large degree on the business success of these customers over which we have no control. We do not have long-term contracts with KYEC, Nokia and Cadence Design Systems or any of our other major OEM customers, distributors or contract manufacturers that obligate them to purchase our products. In addition, our customer concentration risk is compounded by the fact that our key customers operate in distinct end markets with differing demand dynamics. For example, KYEC is a leading provider in the test and measurement market, which is subject to capital expenditure cycles and technology upgrade patterns that differ from those of the networking and telecommunications market served by Nokia. A downturn in a single end market, such as the test and measurement market, could disproportionately affect our revenues if we are significantly concentrated in that market through a single customer relationship. Our increasing dependence on the test and measurement market through KYEC, combined with the ongoing decline in the networking and telecommunications market, may reduce the diversification of our revenue base and amplify the impact of adverse conditions in any one application vertical on our overall operating results. We expect that future direct and indirect sales to KYEC, Nokia and Cadence Design Systems and our other key OEM customers will continue to fluctuate significantly on a quarterly basis and that such fluctuations may substantially affect our operating results in future periods. If we fail to continue to sell to our key OEM customers, distributors or contract manufacturers in sufficient quantities, our business could be harmed. Additionally, a small number of customers have historically accounted for a substantial portion of our accounts receivable at period end, and delays or non-payment by any such customer could materially affect our cash flows and liquidity.

We are reliant on U.S. government funding, and government shutdowns may materially adversely affect our business and results of operations.

We rely on funding from U.S. government programs, including SBIR grants, to support our research and development activities. Our ability to obtain, execute, and receive payment under SBIR awards depends on the timely operation and funding of the federal agencies that administer these programs. Any lapse in appropriations, government shutdown, continuing resolution, or other disruption to government operations may result in delays to award decisions, the suspension of work, the issuance of stop-work orders, the deferral or reduction of payments, slower invoice processing, and the postponement of new solicitations. Prolonged or repeated shutdowns could materially adversely affect our revenues, cash flows, and the timing of our research and development milestones, and may require us to curtail or reprioritize programs. Even after a shutdown ends, backlogs and administrative delays can persist, causing extended uncertainty around award timing and payment. If SBIR or related agency budgets are reduced, reallocated, or subject to sequestration, we may experience decreased funding availability that could materially impact our operations, financial condition, and prospects.

While we currently depend upon the sale of our Very Fast SRAMs for most of our revenues, we are in the process of transforming the focus of our business to the sale of in-place associative computing products and services, and if there is a downturn in demand for Very Fast SRAMs or we are unable to achieve our revenue goals for our new in-place associative computing products and services, we may experience cash shortfalls that would harm our business and our future prospects.

We currently derive most of our revenues from the sale of Very Fast SRAMs, and we expect that sales of these products will represent a significant majority of our revenues for the next several years. We are in the process of transforming the focus of our business to the sale of in-place associative computing products and services instead of Very Fast SRAMs. Our financial results and cash flow depend in large part upon continued demand for our Very Fast SRAM products in the markets we currently serve. Our future financial results and cash flow will increasingly depend upon our ability to generate revenues from the sale of in-place associative computing products and services. Market adoption of our in-place associative computing products and services will be dependent upon our ability to increase customer awareness of the benefits of those products and services. We may not be able to sustain our revenues from sales of our SRAM products or increase our revenues from our in-place associative computing products and services, particularly if the networking and telecommunications markets experience a significant downturn, or we are unable to obtain market traction for our in-place associative computing products and services. Any decrease in revenues from sales of our Very Fast SRAM products or failure to achieve the revenue goals for our in-place associative computing products and services could result in revenue shortfalls that would leave our business with inadequate cash to finance operations.

Our future success is substantially dependent on the successful introduction of new in-place associative computing products, including Gemini-II and Plato, which entails significant risks.

Since 2015, our principal strategic objective has been the development of our in-place associative computing products. We have devoted, and will continue to devote, substantial efforts and resources to the development of our new family of in-place associative computing products, including Gemini-II and Plato. This ongoing project includes achieving the commercialization of Gemini-II and development of new, cutting-edge technology for Plato, and will require a continuing substantial effort during fiscal 2027 and will be subject to significant risks. In addition to the typical risks associated with the development of technologically advanced products, the achievement of the commercialization of Gemini-II and development of Plato will be subject to enhanced risks of technological problems related to the development of this entirely new category of products, substantial risks of delays or unanticipated costs that may be encountered, and risks associated with the establishment of entirely new markets and customer and partner relationships. The establishment of new customer and partner relationships and selling our in-place associative computing products to such new customers is a significant undertaking that requires us to invest heavily in our sales team, enter into new channel partner relationships, expand our marketing activities and change the focus of our business and operations. Our inability to successfully establish a market for the product that we have developed will have a material adverse effect on our future financial and business success, including our prospects for increased revenues. To date, sales of our APU products have been limited primarily to research and academic institutions and government-funded proof-of-concept engagements, and there can be no assurance that these engagements will result in broader commercial adoption or production-volume orders. The extended duration of our proof-of-concept sales cycles, combined with the nascent stage of market acceptance for our associative computing architecture, creates a risk that our APU products may not progress beyond limited evaluation-stage deployments, which would prevent us from recovering the substantial research and development investment we have made in this technology. If our APU products fail to achieve meaningful commercial traction within a reasonable period, we may be required to reassess the scope and pace of our investment in associative computing, which could result in impairment charges, reduced market confidence in our technology, and a material adverse effect on our business and the price of our common stock. Additionally, if we are unable to meet the expectations of market analysts and investors with respect to this major product introduction effort, then the price of our common stock could fall.

Increased or new tariffs, export controls and other trade barriers, trade disputes and increasing geopolitical tensions, worldwide inflationary pressures, the military conflicts in Ukraine and the Middle East, and the resulting challenging global economic environment are expected to adversely affect our revenues, results of operations and financial condition.

Our business is expected to be materially adversely affected by increased or new tariffs, export controls and other trade barriers, trade disputes and increasing geopolitical tensions, worldwide inflationary pressures and the military conflicts in Ukraine and the Middle East, all of which are contributing to a challenging global economic environment.

We expect that an increase in interest rates, increased or new tariffs, export controls and other trade barriers, trade disputes and increasing geopolitical tensions, worldwide inflationary pressures, continued uncertainties in the business climate caused by the military conflicts in Ukraine and the Middle East will adversely impact demand for new and existing products, and to impact the mindset of potential commercial partners to launch new products using our technology. The resulting challenging global economic environment is expected to have an adverse impact on our business and financial condition.

Disruptions in the capital and financial markets as a result of increased or new tariffs, export controls and other trade barriers, trade disputes and increasing geopolitical tensions, worldwide inflationary pressures, the military conflicts in Ukraine and the Middle East, and the challenging global economic environment may also adversely affect our ability to obtain additional liquidity should the impacts of a challenging global economic environment continue for a prolonged period.

We have incurred significant losses and may incur losses in the future.

We have incurred significant losses. We incurred net losses of $13.2 million, $10.6 million and $20.1 million during fiscal 2026, 2025 and 2024. There can be no assurance that our Very Fast SRAMs will continue to receive broad market acceptance, that our new product development initiatives will be successful or that we will be able to achieve sustained revenue growth or profitability.

If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.

Effective internal control over financial reporting is necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing by us conducted in connection with Section 404(a) of the Sarbanes-Oxley Act, or any testing by our independent registered public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inferior internal control over financial reporting could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

If a material weakness in our internal control over financial reporting is identified, there can be no assurance that measures to remedy such material weakness would be successful or that such remedial measures would prevent other control deficiencies or material weaknesses in our control over financial reporting in the future.

We are a non-accelerated filer. For so long as we remain a non-accelerated filer, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act. An independent assessment of the effectiveness of our internal control over financial reporting could detect problems that our management's assessment might not. Undetected material weaknesses in our internal control over financial reporting could lead to financial statement restatements and require us to incur the expense of remediation.

If we determine that our goodwill and intangible assets have become impaired, we may incur impairment charges, which would negatively impact our operating results.

Goodwill represents the difference between the purchase price and the estimated fair value of the identifiable assets acquired and liabilities assumed in a business combination, such as our acquisition of MikaMonu Group Ltd. in fiscal 2016. We test for goodwill impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset is more likely than not impaired. If the carrying value of a material asset is determined to be impaired, it will be written down to fair value by a charge to operating earnings. As of March 31, 2026 and 2025, we had a goodwill balance of $8.0 million and intangible assets of $1.1 million and $1.3 million at March 31, 2026 and 2025, respectively, from the MikaMonu acquisition. An adverse change in market conditions, including a sustained decline in our stock price, loss of significant customers, or a weakened demand for our products could be considered to be an impairment triggering event. If such change has the effect of changing one of our critical assumptions or estimates, a change to the estimation of fair value could result in an impairment charge to our goodwill or intangible assets, which would negatively impact our operating results and harm our business. There were no impairment indicators at March 31, 2026 or 2025.

We are dependent on a number of single source suppliers, and if we fail to obtain adequate supplies, our business will be harmed and our prospects for growth will be curtailed.

We currently purchase several key components used in the manufacture of our products from single sources and are dependent upon supply from these sources to meet our needs. If any of these suppliers cannot provide components on a timely basis, at the same price or at all, our ability to manufacture our products will be constrained and our business will suffer. Most significantly, we obtain wafers for our Very Fast SRAM and APU products from a single foundry, TSMC, and most of them are packaged at ASE. If we are unable to obtain an adequate supply of wafers from TSMC or find alternative sources in a timely manner, we will be unable to fulfill our customer orders and our operating results will be harmed. We do not have supply agreements with TSMC, ASE or any of our other independent assembly and test suppliers, and instead obtain manufacturing services and products from these suppliers on a purchase-order basis. Our suppliers, including TSMC, have no obligation to supply products or services to us for any specific product, in any specific quantity, at any specific price or for any specific time period. As a result, the loss or failure to perform by any of these suppliers, including decisions to allocate capacity to larger, higher volume, or better capitalized customers, could extend lead times, increase prices, or otherwise adversely affect our business and operating results.

Should any of our single source suppliers experience manufacturing failures or yield shortfalls, be disrupted by natural disaster, military action or political instability, choose to prioritize capacity or inventory for other uses or reduce or eliminate deliveries to us for any other reason, we likely will not be able to enforce fulfillment of any delivery commitments and we would have to identify and qualify acceptable replacements from alternative sources of supply. In particular, if TSMC is unable to supply us with sufficient quantities of wafers to meet all of our requirements, we would have to allocate our products among our customers, which would constrain our growth and might cause some of them to seek alternative sources of supply. Since the manufacturing of wafers and other components is extremely complex, the process of qualifying new foundries and suppliers is a lengthy process and there is no assurance that we would be able to find and qualify another supplier without materially adversely affecting our business, financial condition and results of operations.

If we do not successfully develop new products to respond to rapid market changes due to changing technology and evolving industry standards, our business will be harmed.

If we fail to offer technologically advanced products and respond to technological advances and emerging standards, we may not generate sufficient revenues to offset our development costs and other expenses, which will hurt our business. The development of new or enhanced products is a complex and uncertain process that requires the accurate anticipation of technological and market trends. We are vulnerable to advances in technology by competitors, including new SRAM architectures, new forms of DRAM and the emergence of new memory technologies that could enable the development of products that feature higher performance or lower cost. In addition, the trend toward incorporating SRAM into other chips in the networking and telecommunications markets has the potential to reduce future demand for Very Fast SRAM products. We may experience development, marketing and other technological difficulties that may delay or limit our ability to respond to technological changes, evolving industry standards, competitive developments or end-user requirements. For example, because we have limited experience developing integrated circuits, or IC, products other than Very Fast SRAMs, our efforts to introduce new products may not be successful and our business may suffer. Other challenges that we face include:

- our products may become obsolete upon the introduction of alternative technologies;

- we may incur substantial costs if we need to modify our products to respond to these alternative technologies;
- we may not have sufficient resources to develop or acquire new technologies or to introduce new products capable of competing with future technologies;
- new products that we develop may not successfully integrate with our end-users' products into which they are incorporated;
- we may be unable to develop new products that incorporate emerging industry standards;
- we may be unable to develop or acquire the rights to use the intellectual property necessary to implement new technologies; and
- when introducing new or enhanced products, we may be unable to effectively manage the transition from older products.

If we are unable to offset increased wafer fabrication and assembly costs by increasing the average selling prices of our products, our gross margins will suffer.

If there is a significant upturn in the demand for the manufacturing and assembly of semiconductor products as occurred in fiscal 2022, the available supply of wafers and packaging services may be limited. As a result, we could be required to obtain additional manufacturing and assembly capacity in order to meet increased demand. Securing additional manufacturing and assembly capacity may cause our wafer fabrication and assembly costs to increase. Additionally, increased demand for semiconductor manufacturing capacity driven by AI applications may result in longer lead times, allocation constraints, and increased costs for wafer fabrication and assembly services, which could adversely affect our ability to fulfill customer orders in time. Inflationary pressures may also cause our wafer fabrication costs to increase. If we are unable to offset these increased costs by increasing the average selling prices of our products, our gross margins will decline.

The market for Very Fast SRAMs is highly competitive.

The market for Very Fast SRAMs, which are used primarily in networking and telecommunications equipment, is characterized by price erosion, rapid technological change, cyclical market patterns and intense foreign and domestic competition. Several of our competitors offer a broad array of memory products and have greater financial, technical, marketing, distribution and other resources than we have. Some of our competitors maintain their own semiconductor fabrication facilities, which may provide them with capacity, cost and technical advantages over us. We cannot assure you that we will be able to compete successfully against any of these competitors. Our ability to compete successfully in this market depends on factors both within and outside of our control, including:

- real or perceived imbalances in supply and demand of Very Fast SRAMs;
- the rate at which OEMs incorporate our products into their systems;
- the success of our customers' products;
- the price of our competitors' products relative to the price of our products;
- our ability to develop and market new products; and
- the supply and cost of wafers.

Inflationary pressures are expected to result in price increases in our wafer fabrication costs, which may require us to further increase the cost of our products. Our customers may decide to purchase products from our competitors rather than accept these price increases and our business may suffer. There can be no assurance that we will be able to compete successfully in the future. Our failure to compete successfully in these or other areas could harm our business.

In addition, the rapid growth in demand for AI-related semiconductor products has placed significant pressure on semiconductor manufacturing capacity. This increased demand may result in longer lead times for wafer fabrication and assembly services, allocation constraints at our primary foundry TSMC, and increased costs that could adversely affect our ability to fulfill customer orders on a timely basis and at expected margins.

We rely heavily on distributors and our success depends on our ability to develop and manage our indirect distribution channels.

A significant percentage of our sales are made to distributors and to contract manufacturers who incorporate our products into end products for OEMs. For example, in fiscal 2026, 2025 and 2024, our largest distributor Avnet Logistics accounted for 63.7%, 49.6% and 50.6%, respectively, of our net revenues. Avnet Logistics and our other existing distributors may choose to devote greater resources to marketing and supporting the products of other companies. Since we sell through multiple channels and distribution networks, we may have to resolve potential conflicts between these channels. For example, these conflicts may result from the different discount levels offered by multiple channel distributors to their customers or, potentially, from our direct sales force targeting the same equipment manufacturer accounts as our indirect channel distributors. These conflicts may harm our business or reputation.

The average selling prices of our products could decline, and if we are unable to offset these declines, our operating results will suffer.

Historically, the average unit selling prices of our products have declined substantially over the lives of the products. A reduction in overall average selling prices of our products could result in reduced revenues and lower gross margins. Our ability to increase our net revenues and maintain our gross margins despite a decline in the average selling prices of our products will depend on a variety of factors, including our ability to introduce lower cost versions of our existing products, increase unit sales volumes of these products, and introduce new products with higher prices and greater margins. If we fail to accomplish any of these objectives, our business will suffer. To reduce our costs, we may be required to implement design changes that lower our manufacturing costs, negotiate reduced purchase prices from our independent foundries and our independent assembly and test vendors, and successfully manage our manufacturing and subcontractor relationships. Because we do not operate our own wafer foundry or assembly facilities, we may not be able to reduce our costs as rapidly as companies that operate their own foundries or facilities. Additionally, our inventories face the risk of obsolescence. If demand falls below our forecasts, if average selling prices decline, or if customer orders are cancelled or deferred due to product obsolescence or otherwise, we may be required to record additional inventory write-downs, which could be material and adversely affect our gross margins and results of operations

We are substantially dependent on the continued services and performance of our senior management and other key personnel.

Our future success is substantially dependent on the continued services and continuing contributions of our senior management who must work together effectively in order to design our products, expand our business, increase our revenues and improve our operating results. Members of our senior management team have long-standing and important relationships with our key customers and suppliers. The loss of services, whether as a result of illness, resignation, retirement or death, of Lee-Lean Shu, our President and Chief Executive Officer, Dr. Avidan Akerib, our Vice President of Associative Computing, any other executive officer or other key employee could significantly delay or prevent the achievement of our development and strategic objectives. We do not have employment contracts with, nor maintain key person insurance on, any of our executive officers or other key employees.

The successful commercialization of our Gemini-II product and development of our Plato product depends on our ability to attract and retain software engineering talent.

Our success depends heavily on our ability to attract, hire, develop, and retain highly qualified software engineers and other technical personnel, including those with specialized expertise necessary for the commercialization of our Gemini-II product and for ongoing development of our Plato product. The market for skilled software engineers—particularly those with experience in distributed systems, AI/ML, cloud-native architectures, security, and full-stack development—is intensely competitive, and larger, better-capitalized technology companies and high-growth private companies often have significantly greater resources, brand recognition, compensation flexibility, and equity value propositions than we do. As a small public company, we face particular challenges in recruiting and retaining top talent, including constraints on cash compensation, benefits, and training budgets; volatility in our stock price that may diminish the perceived value of equity awards; and concerns among candidates regarding our scale, financial resources, and long-term prospects.

If we are unable to attract and retain the engineering talent required to meet our product milestones, we could experience delays in Gemini-II commercialization, including failure to complete critical features, integrations, performance optimizations, reliability enhancements, and compliance or certification requirements necessary for market launch and adoption. Similarly, insufficient staffing or turnover within our research and development function could slow or derail the Plato product roadmap, reduce the pace of innovation, and impair our ability to validate core technologies, generate defensible intellectual property, and respond to evolving market and customer requirements. Any material delay or shortfall in engineering capacity could increase development costs, force us to reduce scope or quality, or require greater reliance on third-party contractors or offshore vendors, which may introduce coordination challenges, security risks, IP ownership or confidentiality concerns, and variability in deliverable quality and timelines.

Failure to attract and retain the requisite engineering talent could have a material adverse effect on our business, financial condition, operating results, and prospects. It could lead to missed commercialization windows for Gemini-II, reduced customer satisfaction and adoption, inability to achieve expected performance or compliance standards, slower progress on Plato's research and development objectives, loss of competitive advantage, and ultimately reduced revenue growth. Persistent talent gaps could also necessitate changes to our product strategy, impair the value of our technology assets, and increase the risk that we will not achieve our planned milestones or that we will need to raise additional capital on unfavorable terms, any of which could adversely affect our business.

System security risks, data protection, cyber-attacks and systems integration issues could disrupt our internal operations or the operations of our business partners, and any such disruption could harm our reputation or cause a reduction in our expected revenue, increase our expenses, negatively impact our results of operation or otherwise adversely affect our stock price.

Security breaches, computer malware and cyber-attacks have become more prevalent and sophisticated and may increase in the future and the potential for retaliatory cyber-attacks as a result of global geopolitical conditions and military conflicts. Experienced computer programmers and hackers may be able to penetrate our network security or the network security of our business partners, and misappropriate or compromise our confidential and proprietary information, create system disruptions or cause shutdowns. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions and delays that may impede our sales, manufacturing, distribution or other critical functions.

We manage and store various proprietary information and sensitive or confidential data relating to our business on the cloud. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or confidential data about us, including the potential loss or disclosure of such information or data as a result of fraud, trickery or other forms of deception, could expose us to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our reputation or otherwise harm our business. In addition, the cost and operational consequences of implementing further data protection measures could be significant.

Portions of our IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time consuming, disruptive and resource-intensive than originally anticipated. Such disruptions could adversely impact our ability to attract and retain customers, fulfill orders and interrupt other processes and could adversely affect our business, financial results, stock price and reputation.

We may be unable to accurately forecast future sales through our distributors, which could harm our ability to efficiently manage our resources to match market demand.

Our financial results, quarterly product sales, trends and comparisons are affected by fluctuations in the buying patterns of the OEMs that purchase our products from our distributors. While we attempt to assist our distributors in maintaining targeted stocking levels of our products, we may not consistently be accurate or successful. This process involves the exercise of judgment and use of assumptions as to future uncertainties, including end user demand. Inventory levels of our products held by our distributors may exceed or fall below the levels we consider desirable on a going-forward basis. This could result in distributors returning unsold inventory to us, or in us not having sufficient inventory to meet the demand for our products. If we are not able to accurately forecast sales through our distributors or effectively manage our relationships with our distributors, our business and financial results will suffer.

A small number of customers generally account for a significant portion of our accounts receivable in any period, and if any one of them fails to pay us, our financial position and operating results will suffer.

At March 31, 2026, two customers accounted for 52% and 34% of our accounts receivable, respectively. If any of these customers do not pay us, our financial position and operating results will be harmed. Generally, we do not require collateral from our customers.

Demand for our products may decrease if our OEM customers experience difficulty manufacturing, marketing or selling their products.

Our products are used as components in our OEM customers’ products, including test and measurement equipment, routers, switches and other networking and telecommunications products. Accordingly, demand for our products is subject to factors affecting the ability of our OEM customers to successfully introduce and market their products, including:

- capital spending by telecommunication and network service providers and other end-users who purchase our OEM customers’ products;
- the competition our OEM customers face, particularly in the networking and telecommunications industries;
- the technical, manufacturing, sales and marketing and management capabilities of our OEM customers;

- the financial and other resources of our OEM customers; and
- the inability of our OEM customers to sell their products if they infringe third-party intellectual property rights.

As a result, if OEM customers reduce their purchases of our products, our business will suffer.

Our products have lengthy sales cycles that make it difficult to plan our expenses and forecast results.

Our products are generally incorporated in our OEM customers' products at the design stage. However, their decisions to use our products often require significant expenditures by us without any assurance of success, and often precede volume sales, if any, by a year or more. If an OEM customer decides at the design stage not to incorporate our products into their products, we will not have another opportunity for a design win with respect to that customer's product for many months or years, if at all. Our sales cycle can take up to 24 months to complete, and because of this lengthy sales cycle, we may experience a delay between increasing expenses for research and development and our sales and marketing efforts and the generation of volume production revenues, if any, from these expenditures. Moreover, the value of any design win will largely depend on the commercial success of our OEM customers' products. There can be no assurance that we will continue to achieve design wins or that any design win will result in future revenues.

We are developing a subscription business model for certain of our new APU products, which will take time to implement and will be subject to execution risks. The sales cycle for subscription products is different from our hardware sales business and we will need to implement strategies to manage customer retention, which may be more volatile than the hardware sales to OEM customers. We anticipate that there will be quarterly fluctuations in the revenue and expenses associated with this new license-based business as we optimize the sales process for our target customers. Furthermore, because of the time it takes to build a meaningful subscription business, we expect to incur significant expenses relating to the subscription business before generating revenue from that new business.

Our business could be negatively affected as a result of actions of activist stockholders or others.

We may be subject to actions or proposals from stockholders or others that may not align with our business strategies or the interests of our other stockholders. Responding to such actions can be costly and time-consuming, disrupt our business and operations, and divert the attention of our board of directors, management, and employees from the pursuit of our business strategies. Such activities could interfere with our ability to execute our strategic plan. Activist stockholders or others may create perceived uncertainties as to the future direction of our business or strategy which may be exploited by our competitors and may make it more difficult to attract and retain qualified personnel and potential customers, and may affect our relationships with current customers, vendors, investors, and other third parties. In addition, a proxy contest for the election of directors at our annual meeting would require us to incur significant legal fees and proxy solicitation expenses and require significant time and attention by management and our board of directors. The perceived uncertainties as to our future direction also could affect the market price and volatility of our securities.

Our acquisition of companies or technologies could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results.

In November 2015, we acquired all of the outstanding capital stock of privately held MikaMonu Group Ltd., a development-stage, Israel-based company that specializes in in-place associative computing for markets including big data, computer vision and cyber security. We also acquired substantially all of the assets related to the SRAM memory device product line of Sony Corporation in 2009. We intend to supplement our internal development activities by seeking opportunities to make additional acquisitions or investments in companies, assets or technologies that we believe are complementary or strategic. Other than the MikaMonu and Sony acquisitions, we have not made any such acquisitions or investments, and therefore our experience as an organization in making such acquisitions and investments is limited. In connection with the MikaMonu acquisition, we are subject to risks related to potential problems, delays or unanticipated costs that may be encountered in the development of products based on the MikaMonu technology and the establishment of new markets and customer relationships for the potential new products. In addition, in connection with any future acquisitions or investments we may make, we face numerous other risks, including:

- difficulties in integrating operations, technologies, products and personnel;
- diversion of financial and managerial resources from existing operations;
- risk of overpaying for or misjudging the strategic fit of an acquired company, asset or technology;
- problems or liabilities stemming from defects of an acquired product or intellectual property litigation that may result from offering the acquired product in our markets;
- challenges in retaining key employees to maximize the value of the acquisition or investment;
- inability to generate sufficient return on investment;
- incurrence of significant one-time write-offs; and
- delays in customer purchases due to uncertainty.

If we proceed with additional acquisitions or investments, we may be required to use a considerable amount of our cash, or to finance the transaction through debt or equity securities offerings, which may decrease our financial liquidity or dilute our stockholders and affect the market price of our stock. As a result, if we fail to properly evaluate and execute acquisitions or investments, our business and prospects may be harmed.

If we are unable to recruit or retain qualified personnel, our business and product development efforts could be harmed.

We must continue to identify, recruit, hire, train, retain and motivate highly skilled technical, managerial, sales and marketing and administrative personnel. Competition for these individuals is intense, and we may not be able to successfully recruit, assimilate or retain sufficiently qualified personnel. We may encounter difficulties in recruiting and retaining a sufficient number of qualified engineers, including those needed for the development and commercialization of our Gemini-II and Plato products. Any difficulties recruiting and retaining engineers could harm our ability to develop new products such as Gemini-II and Plato and adversely impact our relationships with existing and future end-users at a critical stage of development. The failure to recruit and retain necessary technical, managerial, sales, marketing and administrative personnel could harm our business and our ability to obtain new customers and develop new products.

Claims that we infringe third party intellectual property rights could seriously harm our business and require us to incur significant costs.

There has been significant litigation in the semiconductor industry involving patents and other intellectual property rights. We were previously involved in protracted patent infringement litigation, and we could become subject to additional claims or litigation in the future as a result of allegations that we infringe others' intellectual property rights or that our use of intellectual property otherwise violates the law. Claims that our products infringe the proprietary rights of others would force us to defend ourselves and possibly our customers, distributors or manufacturers against the alleged infringement. Any such litigation regarding intellectual property could result in substantial costs and diversion of resources and could have a material adverse effect on our business, financial condition and results of operations. Similarly, changing our products or processes to avoid infringing the rights of others may be costly or impractical. If any claims received in the future were to be upheld, the consequences to us could require us to:

- stop selling our products that incorporate the challenged intellectual property;
- obtain a license to sell or use the relevant technology, which license may not be available on reasonable terms or at all;
- pay damages; or
- redesign those products that use the disputed technology.

Although patent disputes in the semiconductor industry have often been settled through cross-licensing arrangements, we may not be able in any or every instance to settle an alleged patent infringement claim through a cross-licensing arrangement in part because we have a more limited patent portfolio than many of our competitors. If a successful claim is made against us or any of our customers and a license is not made available to us on commercially reasonable terms or we are required to pay substantial damages or awards, our business, financial condition and results of operations would be materially adversely affected.

Our business will suffer if we are unable to protect our intellectual property.

Our success and ability to compete depends in large part upon protecting our proprietary technology. We rely on a combination of patent, trade secret, copyright and trademark laws and non-disclosure and other contractual agreements to protect our proprietary rights. These agreements and measures may not be sufficient to protect our technology from third-party infringement. Monitoring unauthorized use of our intellectual property is difficult and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. Our attempts to enforce our intellectual property rights could be time consuming and costly. In the past, we have been involved in litigation to enforce our intellectual property rights and to protect our trade secrets. Additional litigation of this type may be necessary in the future. Any such litigation could result in substantial costs and diversion of resources. If competitors are able to use our technology without our approval or compensation, our ability to compete effectively could be harmed.

Any significant order cancellations or order deferrals could adversely affect our operating results.

We typically sell products pursuant to purchase orders that customers can generally cancel or defer on short notice without incurring a significant penalty. Any significant cancellations or deferrals in the future could materially and adversely affect our business, financial condition and results of operations. Cancellations or deferrals could cause us to hold excess inventory, which could reduce our profit margins, increase product obsolescence and restrict our ability to fund our operations. We generally recognize revenue upon shipment of products to a customer. If a customer refuses to accept shipped products or does not pay for these products, we could miss future revenue projections or incur significant charges against our income, which could materially and adversely affect our operating results.

If our business grows, such growth may place a significant strain on our management and operations and, as a result, our business may suffer.

We are endeavoring to expand our business, and any growth that we are successful in achieving could place a significant strain on our management systems, infrastructure and other resources. To manage the potential growth of our operations and resulting increases in the number of our personnel, we will need to invest the necessary capital to continue to improve our operational, financial and management controls and our reporting systems and procedures. Our controls, systems and procedures may prove to be inadequate should we experience significant growth. In addition, we may not have sufficient administrative staff to support our operations. For example, we currently have only four employees in our finance department in the United States, including our Chief Financial Officer. Furthermore, our officers have limited experience in managing large or rapidly growing businesses. If our management fails to respond effectively to changes in our business, our business may suffer.

Our estimates of the total addressable market and serviceable available market for our APU products are based on a number of internal assumptions and may prove to be materially inaccurate.

We have estimated the total addressable market for our APU products in the markets for AI, search applications and high-performance computing to be approximately $247 billion in 2025, growing to approximately $708 billion by 2028, and the serviceable available market for APU in edge AI deployments to be approximately $7 billion in 2025, growing to approximately $16 billion by 2030. The total addressable market estimate is based on publicly available research reports. The serviceable available market estimate is based on our own internal analysis. The estimates are based on assumptions and judgment, including assumptions about the pace of market adoption of edge AI and associative computing technologies, the continued growth of AI workloads at the edge, and the applicability of our APU architecture to a broad range of use cases. These estimates have not been independently verified by any third party, and the methodologies used to derive them involve significant uncertainty. The actual size of our addressable market may be materially smaller than we have estimated if our assumptions about market growth rates, customer adoption patterns, or the competitive landscape prove incorrect. In particular, the AI hardware market is evolving rapidly, and new architectures, competing technologies, or shifts in industry standards could reduce the portion of the market that is addressable by our APU products. If the markets for our products are smaller than we have estimated, or if we are unable to capture a meaningful share of those markets, our growth prospects, revenue potential and business could be materially adversely affected, and the market price of our common stock could decline.

Evolving government regulation of artificial intelligence may increase our compliance costs, delay or restrict the deployment of our products, or otherwise adversely affect our business.

Governments in the United States, the European Union and other jurisdictions are actively developing and enacting new laws, regulations and standards governing the development, deployment and use of artificial intelligence. These include, among others, the European Union's Artificial Intelligence Act, various U.S. state and federal legislative proposals addressing AI safety, algorithmic accountability and automated decision-making, and sector-specific regulations that may apply to AI-enabled products used in defense, autonomous systems, and critical infrastructure. Our APU products are designed for use in AI applications including military edge computing, autonomous navigation, real-time situational awareness for physical AI, and other use cases that may be subject to heightened regulatory scrutiny. New or evolving AI regulations could impose requirements relating to transparency, explainability, testing and validation, human oversight, data governance, or risk classification that could increase our product development and compliance costs, delay our ability to bring products to market, limit the applications for which our products may be used, or require us to modify or restrict the functionality of our products. In addition, differing and potentially conflicting AI regulatory frameworks across jurisdictions could create complexity for our global commercialization efforts and increase our legal and compliance expenses. If we are unable to comply with applicable AI regulations, or if compliance proves to be significantly more costly or burdensome than anticipated, our business, financial condition and results of operations could be materially adversely affected.

Technology developed under government-funded contracts may be subject to restrictions that limit our ability to commercialize such technology in civilian markets.

We have developed and continue to develop technology under contracts funded by U.S. government agencies, including through SBIR awards from the Space Development Agency, the U.S. Air Force and the U.S. Army. Our APU products are designed for both military and commercial applications, and certain of these products may be classified as dual-use items subject to the Export Administration Regulations administered by the Bureau of Industry and Security or, depending on their application, the International Traffic in Arms Regulations administered by the Directorate of Defense Trade Controls. Compliance with applicable export control regulations may require us to obtain licenses or other authorizations before selling our products to certain customers or in certain markets, which could delay or prevent sales. Changes in export control classifications, sanctions programs, or other regulatory requirements applicable to dual-use technologies could further restrict our ability to sell our products internationally, increase our compliance costs, or subject us to penalties if we fail to comply. The interplay between government data rights, export controls and our commercial objectives creates legal and operational complexity that could adversely affect our ability to realize the full commercial potential of our technology investments and could have a material adverse effect on our business, financial condition and results of operations.

We face intense competition from significantly larger and better-resourced companies in the AI hardware market, which could limit our ability to commercialize our APU products.

The market for AI hardware and edge computing solutions is intensely competitive and dominated by companies with substantially greater financial, technical, manufacturing, marketing and other resources than we possess. Our principal competitors for our in-place associative computing solutions include NVIDIA Corporation and new well funded entrants in the market-which may have significantly greater name recognition, broader product portfolios, larger installed customer bases, more extensive research and development capabilities, and substantially greater financial resources than we do. NVIDIA has established a dominant position in the AI hardware ecosystem through its GPU architecture and its widely adopted CUDA software platform, which creates significant switching costs and ecosystem lock-in for developers and customers. Our APU architecture represents a fundamentally different approach to AI computation, and we must convince potential customers to adopt an unfamiliar technology from a comparatively small company while established competitors continue to improve the performance, efficiency and capabilities of their own products. Our competitors may respond to our market entry by reducing prices, accelerating product development, acquiring competing technologies or companies, or leveraging their existing customer relationships and distribution channels to exclude us from key markets. In addition, new competitors, including well-funded startups and large technology companies, may enter the edge AI market with solutions that compete directly with our APU products. We cannot assure you that we will be able to compete successfully against current or future competitors, and the failure to do so could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Manufacturing and Product Development

We may experience difficulties in transitioning to smaller geometry process technologies and other more advanced manufacturing process technologies, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.

In order to remain competitive, we expect to continue to transition the manufacture of our products to smaller geometry process technologies. This transition will require us to migrate to new manufacturing processes for our products and redesign certain products. The manufacture and design of our products is complex, and we may experience difficulty in transitioning to smaller geometry process technologies or new manufacturing processes. These difficulties could result in reduced manufacturing yields, delays in product deliveries and increased expenses. We are dependent on our relationships with TSMC to transition successfully to smaller geometry process technologies and to more advanced manufacturing processes. If we or TSMC experience significant delays in this transition or fail to implement these transitions, our business, financial condition and results of operations could be materially and adversely affected.

Manufacturing process technologies are subject to rapid change and require significant expenditures for research and development.

We continuously evaluate the benefits of migrating to smaller geometry process technologies in order to improve performance and reduce costs. Historically, these migrations to new manufacturing processes have resulted in significant initial design and development costs associated with pre-production mask sets for the manufacture of new products with smaller geometry process technologies. For example, in the third quarter of fiscal 2024, we incurred approximately $2.4 million in research and development expense associated with a pre-production mask set that will not be used in production as part of the transition to our new 16 nanometer SRAM process technology for our APU2 product. We incurred charges of $3.2 million for intellectual property rights that we purchased for our Plato project in the third quarter of fiscal 2026. We will incur similar expenses in the future as we continue to transition our products to smaller geometry processes. The costs inherent in the transition to new manufacturing process technologies will adversely affect our operating results and our gross margin.

Our products are complex to design and manufacture and could contain defects, which could reduce revenues or result in claims against us.

We develop complex products. Despite testing by us and our OEM customers, design or manufacturing errors may be found in existing or new products. These defects could result in a delay in recognition or loss of revenues, loss of market share or failure to achieve market acceptance. These defects may also cause us to incur significant warranty, support and repair costs, divert the attention of our engineering personnel from our product development efforts, result in a loss of market acceptance of our products and harm our relationships with our OEM customers. Our OEM customers could also seek and obtain damages from us for their losses. A product liability claim brought against us, even if unsuccessful, would likely be time consuming and costly to defend. Defects in wafers and other components used in our products and arising from the manufacturing of these products may not be fully recoverable from TSMC or our other suppliers.

Risks Related to Our International Business and Operations

We are subject to governmental export and import controls that could impair our ability to compete in international markets or subject us to liability if we violate the controls.

Our offerings are subject to export controls and economic sanctions laws and regulations that prohibit the delivery of certain solutions and services without the required export authorizations or export to locations, governments, and persons targeted by applicable sanctions. While we have processes to prevent our offerings from being exported in violation of these laws, including obtaining authorizations as appropriate and screening against U.S. government and international lists of restricted and prohibited persons, we cannot guarantee that these processes will prevent all violations of export control and sanctions laws.

If our channel distributors fail to obtain appropriate import, export, or re-export licenses or permits, we may also be adversely affected, through reputational harm as well as other negative consequences including government investigations and penalties. We presently incorporate export control and sanctions compliance requirements in our channel distributor agreements. Complying with export control and sanctions regulations for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities. Violations of applicable sanctions or export control laws can result in fines or penalties.

Changes in trade policy in the United States and other countries, including the imposition of new or additional tariffs and the resulting consequences, may adversely impact our business, results of operations and financial condition.

International trade disputes, geopolitical tensions, and military conflicts have led, and continue to lead, to new and increasing export restrictions, trade barriers, new or additional tariffs, and other trade measures that can increase our manufacturing and transportation costs, limit our ability to sell to certain customers or markets, impede or slow the movement of our goods across borders, or otherwise restrict our ability to conduct operations. Increasing protectionism, economic nationalism, and national security concerns may also lead to further changes in trade policy. We cannot predict what actions may be taken with respect to export regulations, tariffs or other trade regulations between the United States and other countries, what products or companies may be subject to such actions, or what actions may be taken by other countries in retaliation. If any of these actions were to occur, they could result in the loss of customers and harm to our revenue, market share, competitive position and operating performance.

Changes in Taiwan's political, social and economic environment may affect our business performance.

Because much of the manufacturing and testing of our products is conducted in Taiwan, our business performance may be affected by changes in Taiwan's political, social and economic environment. For example, political instability or restrictions on transportation logistics for our products resulting from changes in the relationship among the United States, Taiwan and the People's Republic of China could negatively impact our business. There has been a recent deterioration of the relationship between the People's Republic of China and Taiwan. Any significant armed conflict related to this matter would be expected to materially and adversely damage our business. Moreover, the role of the Taiwanese government in the Taiwanese economy is significant. Taiwanese policies toward economic liberalization, and laws and policies affecting technology companies, foreign investment, currency exchange rates, taxes and other matters could change, resulting in greater restrictions on our ability and our suppliers' ability to do business and operate facilities in Taiwan. If any of these changes were to occur, our business could be harmed, and our stock price could decline.

Our international business exposes us to additional risks.

Products shipped to destinations outside of the United States accounted for 51.1%, 60.3% and 47.3% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Moreover, a substantial portion of our products are manufactured and tested in Taiwan and the software development for our associative computing products occurs in Israel where there is an evolving military conflict. We intend to continue expanding our international business in the future. Conducting business outside of the United States subjects us to additional risks and challenges, including:

- uncertainties regarding taxes, tariffs, quotas, export controls and license requirements, trade wars, policies that favor domestic companies over nondomestic companies, including government efforts to provide for the development and growth of local competitors, and other trade barriers;
- potential political and economic instability in, or armed conflicts that involve or affect, the countries in which we, our customers and our suppliers are located;
- heightened price sensitivity from customers in emerging markets;
- compliance with a wide variety of foreign laws and regulations and unexpected changes in these laws and regulations;
- fluctuations in freight rates and transportation disruptions;

- difficulties and costs of staffing and managing personnel, distributors and representatives across different geographic areas and cultures, including assuring compliance with the U.S. Foreign Corrupt Practices Act and other U.S. and foreign anti-corruption laws;
- difficulties in collecting accounts receivable and longer accounts receivable payment cycles; and
- limited protection for intellectual property rights in some countries.

Moreover, our reporting currency is the U.S. dollar. However, a portion of our cost of revenues and our operating expenses is denominated in currencies other than the U.S. dollar, primarily the New Taiwanese dollar and Israeli Shekel. As a result, appreciation or depreciation of other currencies in relation to the U.S. dollar could result in transaction gains or losses that could impact our operating results. We do not currently engage in currency hedging activities to reduce the risk of financial exposure from fluctuations in foreign exchange rates.

The United States could materially modify certain international trade agreements, or change tax provisions related to the global manufacturing and sales of our products.

A portion of our business activities are conducted in foreign countries, including Taiwan and Israel. Our business benefits from free trade agreements, and we also rely on various U.S. corporate tax provisions related to international commerce as we develop, manufacture, market and sell our products globally. Any action to materially modify international trade agreements, change corporate tax policy related to international commerce or mandate domestic production of goods, could adversely affect our business, financial condition and results of operations.

Some of our products are incorporated into advanced military electronics, and changes in international geopolitical circumstances, domestic budget considerations and government shutdowns may hurt our business.

Some of our products are incorporated into advanced military electronics such as radar and guidance systems. Military expenditures and appropriations for such purchases rose significantly in recent years. However, if current U.S. military operations around the world are scaled back, demand for our products for use in military applications may decrease, and our operating results could suffer. Domestic budget considerations and government shutdowns may also adversely affect our operating results. For example, if governmental appropriations for military purchases of electronic devices that include our products are reduced or delayed due to shutdowns, our revenues will likely decline.

TSMC, as well as our other independent suppliers and many of our OEM customers, have operations in the Pacific Rim, an area subject to significant risk of earthquakes, typhoons and other natural disasters and adverse consequences related to the outbreak of contagious diseases.

The foundry that manufactures our Fast SRAM and APU products, TSMC, and all of the principal independent suppliers that assemble and test our products are located in Taiwan. Many of our customers are also located in the Pacific Rim. The risk of an earthquake in these Pacific Rim locations is significant. The occurrence of an earthquake, typhoon or other natural disaster near the fabrication facilities of TSMC or our other independent suppliers could result in damage, power outages and other disruptions that impair their production and assembly capacity. Any disruption resulting from such events could cause significant delays in the production or shipment of our products until we are able to shift our manufacturing, assembling, packaging or production testing from the affected contractor to another third-party vendor. In such an event, we may not be able to obtain alternate foundry capacity on favorable terms, or at all.

The COVID-19 global pandemic, along with the previous outbreaks of SARS, H1N1 and the Avian Flu, curtailed travel between and within countries, including in the Asia-Pacific region. Outbreaks of new contagious diseases or the resurgence of existing diseases that significantly affect the Asia-Pacific region could disrupt the operations of our key suppliers and manufacturing partners. In addition, our business could be harmed if such an outbreak resulted in travel being restricted, the implementation of stay-at-home or shelter-in-place orders or if it adversely affected the operations of our OEM customers or the demand for our products or our OEM customers' products.

We do not maintain sufficient business interruption and other insurance policies to compensate us for all losses that may occur. Any losses or damages incurred by us as a result of a catastrophic event or any other significant uninsured loss in excess of our insurance policy limits could have a material adverse effect on our business.

Risks Relating to Our Common Stock and the Securities Market

The trading price of our common stock is subject to fluctuation and is likely to be volatile.

The trading price of our common stock may fluctuate significantly in response to a number of factors, some of which are beyond our control, including:

- the establishment of a market for our new associative computing products;
- announcements by us or our competitors of financial results, new products, significant technological innovations, contracts, acquisitions, strategic relationships, joint ventures, capital commitments or other events;
- actual or anticipated declines in operating results;
- the institution of legal proceedings against us or significant developments in such proceedings;
- changes in industry estimates of demand for Very Fast SRAM, RadHard and RadTolerant products;
- the gain or loss of significant orders or customers;
- recruitment or departure of key personnel;
- changes in financial estimates or recommendations by securities analysts; and
- market conditions in our industry, the industries of our customers and the economy as a whole.

In recent years, the stock market in general, and the market for technology stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. The market price of our common stock might experience significant fluctuations in the future, including fluctuations unrelated to our performance. These fluctuations could materially adversely affect our business relationships, our ability to obtain future financing on favorable terms or otherwise harm our business. In addition, in the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. This risk is especially acute for us because the extreme volatility of market prices of technology companies has resulted in a larger number of securities class action claims against them. Due to the potential volatility of our stock price, we may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources. This could harm our business and cause the value of our stock to decline.

We may need to raise additional capital in the future, which may not be available on favorable terms or at all, and which may cause dilution to existing stockholders.

While we recently raised approximately $50 million in gross proceeds through a registered direct offering, we may need to seek additional funding in the future. We do not know if we will be able to obtain additional financing on favorable terms, if at all. If we cannot raise funds on acceptable terms, if and when needed, we may not be able to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements, and we may be required to reduce operating costs, which could seriously harm our business. In addition, if we issue equity securities, our stockholders may experience dilution or the new equity securities may have rights, preferences or privileges senior to those of our common stock.

Our executive officers, directors and entities affiliated with them hold a substantial percentage of our common stock.

As of May 31, 2026**,** our executive officers, directors and entities affiliated with them beneficially owned approximately 18% of our outstanding common stock. As a result, these stockholders will be able to exercise substantial influence over, and may be able to effectively control, matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, which could have the effect of delaying or preventing a third party from acquiring control over or merging with us.

The provisions of our charter documents might inhibit potential acquisition bids that a stockholder might believe are desirable, and the market price of our common stock could be lower as a result.

Our Board of Directors has the authority to issue up to 5,000,000 shares of preferred stock. Our Board of Directors can fix the price, rights, preferences, privileges and restrictions of the preferred stock without any further vote or action by our stockholders. The issuance of shares of preferred stock might delay or prevent a change in control transaction. As a result, the market price of our common stock and the voting and other rights of our stockholders might be adversely affected. The issuance of preferred stock might result in the loss of voting control to other stockholders. We have no current plans to issue any shares of preferred stock. Our charter documents also contain other provisions, which might discourage, delay or prevent a merger or acquisition, including:

- our stockholders have no right to act by written consent;
- our stockholders have no right to call a special meeting of stockholders; and
- our stockholders must comply with advance notice requirements to nominate directors or submit proposals for consideration at stockholder meetings.

These provisions could also have the effect of discouraging others from making tender offers for our common stock. As a result, these provisions might prevent the market price of our common stock from increasing substantially in response to actual or rumored takeover attempts. These provisions might also prevent changes in our management.

Item 1B. ***Unresolved Staff Comments***

None.

Item 1C. ***Cybersecurity***

Cybersecurity Risk Management and Strategy:

We recognize the importance of assessing, identifying, and managing material risks associated with cybersecurity threats, as such term is defined in Item 106(a) of Regulation S-K. These risks include, among other things, internal operational risks; system security risks; data protection; risks to proprietary business information; intellectual property theft; fraud; extortion; harm to employees, partners, or customers; violation of privacy or security laws and other litigation and legal risk; and reputational risks. We have implemented several cybersecurity processes, technologies, and controls to aid in our efforts to identify, assess, and manage such material risks.

To aid in identifying and assessing material risks from cybersecurity threats, our Enterprise Risk Management program considers cybersecurity risks alongside other significant company risks as part of our overall risk assessment process. We employ a range of tools and services, including regular network and endpoint monitoring and vulnerability assessments to inform our professionals' risk identification and assessment.

We manage these known risks by using internal security controls designed to align with standards set by the International Organization for Standardization ("ISO"). In connection with the identification, assessment and management of material risks and cybersecurity threats, we also conduct the following activities at various intervals during the year:

- monitor emerging data protection laws and implement changes from time-to-time to our processes designed to comply with such laws;
- undertake regular reviews of our customer facing policies and statements related to cybersecurity;
- run exercises to simulate a response to a cybersecurity incident and use the findings to improve our processes and technologies;
- run exercises to simulate a response to a cybersecurity incident to provide training to our cyber incident response team;
- conduct a variety of information security and privacy trainings, including new employee training, job-specific security training, specialized training for IT and security personnel, and phishing simulations; and
- carry information security risk insurance to help defray potential losses that might arise from a cybersecurity incident.

Our cybersecurity incident response plan was developed to respond to the threat of security breaches, the threat of cyberattacks, and to protect and preserve the confidentiality, integrity, and continued availability of information owned by, or in the care of, the Company. Our incident response plan coordinates the activities that we take to prepare for, detect, respond to, and recover from cybersecurity incidents, which include processes to triage, assess severity for, escalate material cybersecurity incidents to our global crisis management plan, contain, investigate, and remediate the incident.

We regularly engage with auditors to review our cybersecurity program to help identify areas for continued focus, improvement and compliance.

In our risk factors, we describe how potential risks from cybersecurity threats may affect us, including our business strategy, results of operations, or financial condition. See our risk factor disclosures at Item 1A of this Annual Report on Form 10-K. For the fiscal year ended March 31, 2026, we are not aware of any cybersecurity incidents that have materially affected or are reasonably likely to materially affect the Company, including our business strategy, results of operations, or financial condition.

Cybersecurity Governance:

Cybersecurity is an important part of our risk management processes and an area of focus for our Board of Directors and management. The Board has oversight responsibility for the Company's Enterprise Risk Management framework. The Board as a whole and through the various Board committees oversees the Company's management of material enterprise level risk, focusing on four areas of risk: strategic, compliance, operational, and financial. To fulfill its oversight responsibility, the Board also regularly reviews, consults, and discusses with management on strategic direction, challenges, and risks faced by the Company. Board members, including members of the Audit Committee, have expertise and/or operational experience in cybersecurity matters. We are committed to maintaining robust governance and oversight of these risks and to implementing mechanisms, controls, technologies, and processes designed to help us assess, identify, and manage these risks.

As part of our entire Board’s operational risk management responsibilities, it has oversight of risks from cybersecurity threats. The Audit Committee has been designated with the responsibility to regularly review the Company’s processes and procedures around managing cybersecurity threat risks and cybersecurity incidents. As discussed below, members of management report to the Audit Committee which reports to the entire Board about cybersecurity threat risks, among other cybersecurity related matters, at least annually.

In support of the Board's oversight of the Company's cybersecurity risk management program, the Audit Committee receives quarterly cybersecurity updates from members of management. These updates include topics, such as threat risk management updates, the results of exercises and response readiness assessments, our incident response plan, and steps management has taken to respond to such threat risks, if any. Day-to-day cybersecurity risk management is led by our Senior Management Information Systems manager, who has over 10 years of information security and risk management experience.

In fiscal 2026, the Board adopted a Responsible Artificial Intelligence Policy establishing a governance framework for the ethical and secure use of AI across the organization, including a set of responsible AI principles, an approved list of AI tools, and a risk-based use case approval and inventory process overseen by management. The Board also adopted Guidelines for Responsible Use of Generative AI, which provide employees with practical guidance on the appropriate use of generative AI tools, including safeguards for the protection of confidential information, intellectual property, and personal data.

Members of the Board and Audit Committee are also encouraged to regularly engage in ad hoc conversations with management on cybersecurity-related news events and discuss any updates to our cybersecurity risk management and strategy programs**.**

Item 2. ***Properties***

Our executive offices, our principal administration, marketing and sales operations and a portion of our research and development operations are located in a 44,277 square foot facility in Sunnyvale, California under a lease expiring in May 2034. We occupy approximately 25,250 square feet in a facility located in Hsin Chu, Taiwan under a lease expiring in August 2026. This facility supports our outsourced manufacturing activities. We believe that our Sunnyvale and Taiwan facilities are adequate for our needs for the foreseeable future. Our Taiwan lease is scheduled to expire in August 2026, and we are currently evaluating our options with respect to such facility. We also lease space in the United States in the states of Georgia and Texas and in Israel. The aggregate annual gross rent for our leased facilities was approximately $2.2 million in fiscal 2026.

Item 3. ***Legal Proceedings***

None.

Item 4. ***Mine Safety Disclosures***

Not applicable.

PART II

Item 5. *Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Market Information, Holders of Common Stock and Dividends

Our common stock is traded on the Nasdaq Global Market under the symbol “GSIT”.

On May 31, 2026, there were approximately 17 holders of record of our common stock. Because many of such shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial holders of our common stock represented by these record holders.

We have never declared or paid cash dividends on our common stock, and we do not anticipate declaring or paying any cash dividends in the foreseeable future.

Issuer Purchases of Equity Securities

Our Board of Directors has authorized us to repurchase, at management’s discretion, shares of our common stock. Under the repurchase program, we may repurchase shares from time to time on the open market or in private transactions. The specific timing and amount of the repurchases will be dependent on market conditions, securities law limitations and other factors. The repurchase program may be suspended or terminated at any time without prior notice. During the quarter ended March 31, 2026, we did not repurchase any of our shares under the repurchase program.

Item 6. *Reserved*

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ substantially from those anticipated in these forward-looking statements as a result of many factors, including those set forth under "Forward Looking Statements", "Risk Factors" and elsewhere in this report. The following discussion should be read together with our consolidated financial statements and the related notes included elsewhere in this report.

This discussion and analysis generally covers our financial condition and results of operations for the fiscal year ended March 31, 2026, including year-over-year comparisons versus the fiscal year ended March 31, 2025. Our Annual Report on Form 10-K for the fiscal year ended March 31, 2025 includes year-over-year comparisons versus the fiscal year ended March 31, 2024 in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Overview

We are a provider of high-performance semiconductor memory solutions for in-place associative computing applications in high growth markets such as artificial intelligence and high-performance computing, including natural language processing and computer vision. Our initial APU products are focused on applications using similarity search, but have not resulted in material revenues to date. Similarity search is used in visual search queries for ecommerce, computer vision, drug discovery, cybersecurity and service markets such as NoSQL, Elasticsearch, and OpenSearch. We have solutions to accelerate multimodal vector search for OpenSearch and general Fast Vector Search, and for processing large area SAR images in real-time at high resolution. Our revenue is currently generated from the design, development and marketing of static random access memories, or SRAMs, that operate at speeds of less than 10 nanoseconds, which we refer to as Very Fast SRAMs, primarily for the networking and telecommunications, test equipment and the military/defense and aerospace markets. We are subject to the highly cyclical nature of the semiconductor industry, which has experienced significant fluctuations, often in connection with fluctuations in demand for the products in which semiconductor devices are used. Our revenues have been substantially impacted by significant fluctuations in sales to our largest end user customers, Nokia, KYEC and Cadence Design Systems. We expect that future direct and indirect sales to Nokia, KYEC and Cadence Design Systems will continue to fluctuate significantly on a quarterly basis. The networking and telecommunications market has accounted for a significant portion of our net revenues in the past and has declined during the past several years and is expected to continue to decline. In anticipation of the decline of the networking and telecommunications market, we have been using the revenue generated by the sales of high-speed synchronous SRAM products to finance the development of our new in-place associative computing solutions and the marketing and sale of new types of SRAM products such as radiation-hardened and radiation-tolerant SRAMs.

As of March 31, 2026, we had cash and cash equivalents of $67.2 million, with no debt. We have a team in-place with tremendous depth and breadth of experience and knowledge, with a legacy business that is providing an ongoing source of funding for the development of new product lines. Our balance sheet and liquidity position was strengthened by the sale of our Sunnyvale, California property in June 2024. In addition, between May and August 2025, we sold 4,508,350 shares of common stock pursuant to an At-the-Market offering, at an average price of $3.29 for net proceeds of $14.3 million. On October 21, 2025, we entered into a securities purchase agreement with an institutional investor pursuant to which we agreed to issue and sell, in a registered direct offering (the "Registered Direct Offering") an aggregate of (i) 1,508,462 shares of our common stock, $0.001 par value per share, at a price of $10.00 per share and (ii) Pre-Funded Warrants to purchase 3,491,538 shares of Common Stock. Each of the Pre-Funded Warrants is exercisable for one share of Common Stock at the exercise price of $0.01 per Pre-Funded Warrant, immediately exercisable, and may be exercised at any time. The Purchaser's ability to exercise its Pre-Funded Warrants in exchange for shares of Common Stock is subject to certain beneficial ownership limitations set forth therein. The gross proceeds to the Company from the Registered Direct Offering were $50.0 million, before deducting the placement agents' fees and other offering expenses payable by the Company of $3.1 million. The Registered Direct Offering closed on October 22, 2025. All of the Pre-Funded Warrants were exercised in October 2025.

Revenues. Substantially all of our revenues are derived from sales of our Very Fast SRAM products. Sales to networking and telecommunications OEMs accounted for 16% to 34% of our net revenues during our last three fiscal years. We also sell our products to OEMs that manufacture products for military and aerospace applications such as radar and guidance systems and satellites, for test and measurement applications such as high-speed testers, for automotive applications such as smart cruise control, and for medical applications such as ultrasound and CAT scan equipment**.**

The average selling price of our products has increased or remained unchanged in recent years. However, as is typical in the semiconductor industry, the selling prices of our products has historically declined over the life of the product. If prices decline, our ability to increase net revenues, therefore, is dependent upon our ability to increase unit sales volumes of existing products and to introduce and sell new products with higher average selling prices in quantities sufficient to compensate for the anticipated declines in selling prices of our more mature products. Our ability to increase unit sales volumes is dependent primarily upon increases in customer demand but, particularly in periods of increasing demand, can also be affected by our ability to increase production through the availability of increased wafer fabrication capacity from TSMC, our wafer supplier, and our ability to increase the number of good integrated circuit die produced from each wafer through die size reductions and yield enhancement activities.

We may experience fluctuations in quarterly net revenues for a number of reasons. Historically, orders on hand at the beginning of each quarter are insufficient to meet our revenue objectives for that quarter and are generally cancelable up to 30 days prior to scheduled delivery. Accordingly, we depend on obtaining and shipping orders in the same quarter to achieve our revenue objectives. In addition, the timing of product releases, purchase orders and product availability could result in significant product shipments at the end of a quarter. Failure to ship these products by the end of the quarter may adversely affect our operating results. Furthermore, our customers may delay scheduled delivery dates and/or cancel orders within specified timeframes without significant penalty.

We sell our products through our direct sales force, international and domestic sales representatives and distributors. Our customer contracts, which may be in the form of purchase orders, contracts or purchase agreements, contain performance obligations for delivery of agreed upon products. Delivery of all performance obligations contained within a contract with a customer typically occurs at the same time (or within the same accounting period). Transfer of control occurs at the time of shipment, title and the risks and rewards of ownership have passed to the customer, and we have a right to payment. Thus, we will recognize revenue upon shipment of the product for direct sales and sales to our distributors.

Historically, a small number of OEM customers have accounted for a substantial portion of our net revenues, and we expect that significant customer concentration will continue for the foreseeable future. Many of our OEMs use contract manufacturers to manufacture their equipment. Accordingly, a significant percentage of our net revenues is derived from sales to these contract manufacturers. In addition, a significant portion of our sales are made to foreign and domestic distributors who resell our products to OEMs, as well as their contract manufacturers. Direct sales to contract manufacturers accounted for 4.9%, 7.9% and 20.5% of our net revenues for fiscal 2026, 2025 and 2024, respectively. Sales to foreign and domestic distributors accounted for 93.3%, 91.7% and 76.4% of our net revenues for fiscal 2026, 2025 and 2024, respectively. The following direct customers accounted for 10% or more of our net revenues in one or more of the following periods:

	Fiscal Year Ended March 31,		
	2026	2025	2024
Contract manufacturer:			
Flextronics Technology	2.3 %	2.7 %	13.5 %
Distributors:			
Avnet Logistics	63.7	49.6	50.6
Holystone	14.2	22.6	2.5
Nexcomm	8.9	9.8	9.3

KYEC was our largest end user customer in fiscal 2026 and 2025. Nokia was our largest end user customer in fiscal 2024. KYEC purchases product through contract manufacturers and distributors. Based on information provided to us by KYEC's contract manufacturers and distributors, purchases by KYEC represented approximately 14%, 23% and 3% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Nokia purchases products directly from us and through contract manufacturers and distributors. Based on information provided to us by its contract manufacturers and our distributors, purchases by Nokia represented approximately 6%, 12% and 21% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Cadence Design Systems purchases products through contract manufacturers and distributors. Based on information provided to us by its contract manufacturers and our distributors, purchases by Cadence Design Systems represented approximately 12%, 8% and 8% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Our revenues have been substantially impacted by significant fluctuations in sales to Nokia, KYEC and Cadence Design Systems, and we expect that future direct and indirect sales to Nokia, KYEC and Cadence Design Systems will continue to fluctuate substantially on a quarterly basis and that such fluctuations may significantly affect our operating results in future periods. To our knowledge, none of our other OEM customers accounted for more than 10% of our net revenues in fiscal 2026, 2025 or 2024.

Cost of Revenues. Our cost of revenues consists primarily of wafer fabrication costs, wafer sort, assembly, test and burn-in expenses, the amortized cost of production mask sets, stock-based compensation and the cost of materials and overhead from operations. All of our wafer manufacturing and assembly operations, and a significant portion of our wafer sort testing operations, are outsourced. Accordingly, most of our cost of revenues consists of payments to TSMC and independent assembly and test houses. Because we do not have long-term, fixed-price supply contracts, our wafer fabrication, assembly and other outsourced manufacturing costs are subject to the cyclical fluctuations in demand for semiconductors. In recent years we have experienced increased costs as a result of supply chain constraints for wafers and outsourced assembly, burn-in and test operations. We review our manufacturing costs on a regular basis and pass on any cost increases to our customers when it makes sense to do so. Cost of revenues also includes expenses related to supply chain management, quality assurance, and final product testing and documentation control activities conducted at our headquarters in Sunnyvale, California and our branch operations in Taiwan.

Gross Profit. Our gross profit margins vary among our products and are generally greater on our radiation hardened and radiation tolerant SRAMs, on our higher density products and, within a particular density, greater on our higher speed and industrial temperature products. We expect that our overall gross margins will fluctuate from period to period as a result of shifts in product mix, changes in average selling prices and our ability to control our cost of revenues, including costs associated with outsourced wafer fabrication and product assembly and testing.

Research and Development Expenses. Research and development expenses consist primarily of salaries and related expenses for design engineers and other technical personnel, the cost of developing prototypes, stock-based compensation and fees paid to consultants. We charge all research and development expenses to operations as incurred. We charge mask costs used in production to cost of revenues over a 12-month period. However, we charge costs related to pre-production mask sets, which are not used in production, to research and development expenses at the time they are incurred. These charges often arise as we transition to new process technologies and, accordingly, can cause research and development expenses to fluctuate on a quarterly basis. We incurred charges of $2.4 million for a pre-production mask set for our APU2 during the quarter ended December 31, 2023. We incurred charges of $3.2 million for intellectual property rights that we purchased for our Plato project during the quarter ended December 31, 2025. We believe that continued investment in research and development is critical to our long-term success, and we expect to continue to devote significant resources to product development activities. In particular, we are devoting substantial resources to the development of our in-place associative computing products. Accordingly, we expect that our research and development expenses will continue to be substantial in future periods and may lead to operating losses in some periods. Such expenses as a percentage of net revenues may fluctuate from period to period.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of commissions paid to independent sales representatives, salaries, stock-based compensation and related expenses for personnel engaged in sales, marketing, administrative, finance and human resources activities, professional fees, costs associated with the promotion of our products and other corporate expenses. We expect that our sales and marketing expenses will increase in absolute dollars in future periods if we are able to grow and expand our sales force but that, to the extent our revenues increase in future periods, these expenses will generally decline as a percentage of net revenues. We also expect that, in support of any future growth that we are able to achieve, general and administrative expenses will generally increase in absolute dollars.

Acquisition

On November 23, 2015, we acquired all of the outstanding capital stock of privately held MikaMonu Group Ltd. ("MikaMonu"), a development-stage, Israel-based company that specialized in in-place associative computing for markets including big data, computer vision and cyber security. MikaMonu, located in Tel Aviv, held 12 United States patents and had a number of pending patent applications.

The allocation of the purchase price to acquired identifiable intangible assets and goodwill was based on their estimated fair values at the date of acquisition. The fair value allocated to patents was $3.5 million and the residual value allocated to goodwill was $8.0 million.

The acquisition agreement provided for potential "earnout" payments to the former MikaMonu shareholders in cash or shares of GSI Technology's common stock, at our discretion, during a period of up to ten years following the closing of the acquisition if certain revenue targets for products based on MikaMonu technology were achieved. December 31, 2025 was the final date during which revenues from the sale of qualifying products were measured for purposes of calculating earnout consideration under the acquisition agreement. None of the revenue targets have been achieved, the amount of revenues recognized during the measurement period was not sufficient to create an earnout payment obligation, and no revenue-based earnout payments have been paid.

Results of Operations

The following table sets forth statement of operations data as a percentage of net revenues for the periods indicated:

	Year Ended March 31,	
	2026	2025
Net revenues	100.0 %	100.0 %
Cost of revenues	45.5	50.6
Gross profit	54.5	49.4
Operating expenses:		
Research and development	79.4	78.0
Selling, general and administrative	44.7	52.5
Gain from sale of assets	—	(28.2)
Total operating expenses	124.1	102.3
Loss from operations	(69.6)	(52.9)
Interest and other income, net	16.3	1.6
Loss before income taxes	(53.3)	(51.3)
Provision (benefit) for income taxes	(0.6)	0.6
Net loss	(52.7)	(51.9)

Fiscal Year Ended March 31, 2026 Compared to Fiscal Year Ended March 31, 2025

Net Revenues. Net revenues increased by 22.4% from $20.5 million in fiscal 2025 to $25.1 million in fiscal 2026. The overall average selling price of all units shipped in fiscal 2026 increased by 16.3% in fiscal 2026 compared to the prior fiscal year. Units shipped increased by 5.7% in fiscal 2026 compared to fiscal 2025. KYEC, which is a leading provider in the test and measurement market, was our largest end user customer in fiscal 2026 and 2025. Direct and indirect sales to KYEC decreased by $1.0 million from $4.6 million in fiscal 2025 to $3.6 million fiscal 2026. Direct and indirect sales to Nokia decreased by $1.0 million from $2.5 million in fiscal 2025 to $1.5 million fiscal 2026. Direct and indirect sales to Cadence Design Systems increased by $1.5 million from $1.6 million in fiscal 2025 to $3.1 million in fiscal 2026. The decrease in Nokia's purchases in the past several fiscal years is due in part to Nokia's decision to replace SRAM with alternative memory solutions. The test and measurement markets represented 38% and 32% of shipments in fiscal 2026 and in fiscal 2025, respectively. The networking and telecommunications markets represented 16% and 19% of shipments in fiscal 2026 and in fiscal 2025, respectively. Shipments to KYEC, Nokia and Cadence Design Systems will continue to fluctuate on a quarterly basis as a result of demand and shipments to their end customers. While recent customer order patterns have been particularly variable, these fluctuations are related to economic and external factors, which include worldwide inflationary pressures, increased or new tariffs, export controls and other trade barriers and trade disputes, increasing geopolitical tensions and the challenging global economic environment.

Cost of Revenues. Cost of revenues increased by 10.1% from $10.4 million in fiscal 2025 to $11.4 million in fiscal 2026. The increase in cost of revenues was primarily related to the increase in net revenues in fiscal 2026 compared to fiscal 2025 and changes in the mix of products and customers. Cost of revenues included a provision for excess and obsolete inventories of $301,000 and $305,000 in fiscal 2026 and in fiscal 2025, respectively. Cost of revenues included stock-based compensation expense of $231,000 and $199,000, respectively, in fiscal 2026 and fiscal 2025. Cost of revenues in fiscal 2025 includes $204,000 in severance related payments related to our August 2024 cost reduction initiative.

Gross Profit. Gross profit increased by 35.1% from $10.1 million in fiscal 2025 to $13.7 million in fiscal 2026. Gross margin increased from 49.4% in fiscal 2025 to 54.5% in fiscal 2026. The change in gross profit is primarily related to the change in net revenues discussed above. The increase in gross margin was primarily related to change in the mix of products and customers and also reflects the impact of fixed overhead on higher shipment levels compared to the prior year. Gross margin in fiscal 2025 was also impacted by the severance related payments related to our August 2024 cost reduction initiative discussed above.

Research and Development Expenses. Research and development expenses increased 24.6% from $16.0 million in fiscal 2025 to $19.9 million in fiscal 2026. The increase in research and development spending was primarily related to charges of $3.2 million for intellectual property rights that we purchased for our Plato project during the quarter ended December 31, 2025, increases in outside consulting expenses, also related to our Plato project and lesser increases in payroll related expenses, partially offset by a lesser decrease in software maintenance expenses. Research and development expenses in fiscal 2026 and fiscal 2025 were also offset by $1.0 million and $1.2 million, respectively, of funding received under the government contracts. Research and development expenses included stock-based compensation expense of $1.0 million and $945,000 in fiscal 2026 and fiscal 2025, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased 4.3% from $10.8 million in fiscal 2025 to $11.2 million in fiscal 2026. Increases of $574,000 stock-based compensation expense and $573,000 in facility related expenses were partially offset by a decrease of $465,000 in professional fees and a lesser decrease in payroll related expenses. In fiscal 2025, the value of contingent consideration liability resulting from our prior acquisition of the MikaMonu Group Ltd. decreased by $160,000. Selling, general and administrative expenses included stock-based compensation expense of $1.6 million and $1.1 million in fiscal 2026 and fiscal 2025, respectively.

Gain from Sale of Assets. Gain from sale of assets includes the gain from the sale of our headquarters building located at 1213 Elko Drive in Sunnyvale, California. The sale and leaseback transaction was completed on June 6, 2024. For further discussion of the sale and leaseback transaction, see Note - 8 Leases to the consolidated financial statements contained elsewhere in this report.

Interest Income and Other (Expense), Net. Interest income and other (expense), net increased from income of $326,000 in fiscal 2025 to income of $4.1 million in fiscal 2026. Interest income increased by $481,000 primarily due to higher cash balances invested in money market funds. The foreign currency exchange loss increased from ($119,000) in fiscal 2025 to ($206,000) in fiscal 2026. The exchange loss in each period was primarily related to our Taiwan branch operations and operations in Israel. Other income in fiscal 2026 included a gain on the change in the fair value of warrants of $6.2 million and costs associated with the Registered Direct Offering of $2.8 million.

Provision (benefit) for Income Taxes. The provision (benefit) for income taxes was $130,000 in fiscal 2025 to ($132,000) in fiscal 2026. Because we recorded a cumulative three-year loss on a U.S. tax basis for the year ended March 31, 2026 and the realization of our deferred tax assets is questionable, we recorded a tax provision reflecting a valuation allowance of $25.4 million in net deferred tax assets in fiscal 2026. Reductions in uncertain tax benefits due to lapses in the statute of limitations were $767,000 in fiscal 2025 and were not significant in fiscal 2026.

Net Loss. Net loss was $10.6 million in fiscal 2025 compared to a net loss of $13.2 million in fiscal 2026. This increase in net loss was primarily due to the changes in net revenues, gross profit and operating expenses discussed above.

Liquidity and Capital Resources

As of March 31, 2026, our principal sources of liquidity were cash and cash equivalents of $67.2 million compared to $13.4 million of cash, cash equivalents and short-term investments as of March 31, 2025. Cash and cash equivalents totaling $16.0 million were held in foreign locations as of March 31, 2026.

Net cash used in operating activities was $15.9 million and $13.0 million for fiscal 2026 and fiscal 2025, respectively. Cash from operations in fiscal 2026 was adjusted for the non-cash gain on the change in fair value of warrants in the amount of $6.2 million. The primary uses of cash in fiscal 2026 were the net loss of $13.2 million and increases of $1.5 million in accrued expenses and other liabilities, $1.2 million in accounts receivable and $1.0 million in prepaid expenses and other assets. The primary source of cash in fiscal 2026 was an increase in accounts payable of $2.6 million. The uses of cash in fiscal 2026 were offset by non-cash items including stock-based compensation of $2.8 million and depreciation and amortization expenses of $628,000.

The primary uses of cash in fiscal 2025 were the net loss of $10.6 million and an increase of $1.1 million in prepaid expenses and other assets. The increase in prepaid expenses and other assets was primarily related to a production mask set for our APU2. The primary source of cash in fiscal 2025 was a reduction in inventories of $781,000. Cash from operations in fiscal 2025 was adjusted for the non-cash gain on the sale of assets in the amount of $5.8 million. The uses of cash in fiscal 2025 were offset by non-cash items including stock-based compensation of $2.3 million and depreciation and amortization expenses of $665,000.

Net cash used by investing activities was $486,000 in fiscal 2026 and net cash provided by investing activities was $11.3 million in fiscal 2025. Investment activities in fiscal 2026 consisted of the purchase of property and equipment of $486,000. Investment activities in fiscal 2025 primarily consisted of the net proceeds of $11.4 million from a sale and leaseback transaction, partially offset by the purchase of property and equipment of $45,000.

Cash provided by financing activities was $70.2 million and $633,000 in fiscal 2026 and fiscal 2025, respectively. Cash provided by financing activities in fiscal 2026 primarily consisted of the proceeds from the issuance of common stock and warrants of $49.7 million, proceeds from the sale of common stock pursuant to an At-the-Market offering of $14.3 million and the proceeds from the sale of common stock pursuant to our employee stock plans of $6.2 million. Net cash provided by financing activities in fiscal 2025 consisted of the proceeds from the sale of common stock pursuant to our employee stock plans of $633,000.

At March 31, 2026, we had total minimum lease obligations of approximately $10.9 million from April 1, 2025 through May 30, 2034, under non-cancelable operating leases for our facilities.

While higher interest rates, worldwide inflationary pressures, tariffs and trade disputes, increasing geopolitical tensions and the decline in the global economic environment have created significant uncertainty as to general economic and capital market conditions for fiscal 2027 and beyond, we believe that our existing balances of cash and cash equivalents, and cash flow expected to be generated from our future operations will be sufficient to meet our cash needs for working capital and capital expenditures for at least the next 12 months. Our future capital requirements will depend on many factors, including revenue growth, if any, that we experience, any additional manufacturing cost increases resulting from supply constraints and the continuation of the impact of higher interest rates and inflation may have on our business, the extent to which we utilize subcontractors, the levels of inventory and accounts receivable that we maintain, the timing and extent of spending to support our product development efforts as well as potentially additional funding to complete the commercialization and development of Gemini-II and Plato, and the expansion of our sales and marketing team. Additional capital may also be required for the consummation of any acquisition of businesses, products or technologies that we may undertake. On June 28, 2023, we filed a registration statement on Form S-3, which was declared effective by the SEC on July 19, 2023. On August 1, 2023, we commenced a registered securities offering pursuant to a Sales Agreement (the “Sales

Agreement") with Needham & Company, LLC ("Needham"). The Sales Agreement provides that we may offer and sell our common stock having an aggregate offering price of up to $25.0 million from time to time (the "Offering") through Needham, acting as our sales agent. We sold 133,000 shares pursuant to the Offering at an average price of $4.20 for proceeds of $542,000, less offering costs of $389,000 during the quarter ended September 30, 2023. In May and June 2025, we sold 3,380,773 shares pursuant to the Offering at an average price of $3.32 for proceeds of $11.2 million, less offering costs of $411,000. We cannot assure that additional equity or debt financing, if required, will be available on terms that are acceptable or at all.

On October 21, 2025, we entered into the Purchase Agreement with the Purchaser pursuant to which we agreed to issue and sell, in the Registered Direct Offering an aggregate of (i) 1,508,462 Shares of our Common Stock at a price of $10.00 per Share and (ii) the Pre-Funded Warrants to purchase 3,491,538 shares of Common Stock. Each of the Pre-Funded Warrants is exercisable for one share of Common Stock at the exercise price of $0.01 per Pre-Funded Warrant, immediately exercisable, and may be exercised at any time. The Purchaser's ability to exercise its Pre-Funded Warrants in exchange for shares of Common Stock is subject to certain beneficial ownership limitations set forth therein. The gross proceeds to us from the Registered Direct Offering were approximately $50 million, before deducting offering expenses payable of approximately $3.1 million. The Registered Direct Offering closed on October 22, 2025. All of the Pre-Funded Warrants were exercised in October 2025.

As of March 31, 2026, we had $18.5 million in purchase obligations for facility leases, wafers, software maintenance and chip design service purchase obligations that are binding commitments, of which $9.1 million are payable in the next twelve months and $9.4 million are committed in the long term.

Critical Accounting Estimates

The preparation of our consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates are inherent in the preparation of the consolidated financial statements and include estimates affecting obsolete and excess inventory. We believe that we consistently apply these judgments and estimates and that our financial statements and accompanying notes fairly represent our financial results for all periods presented. However, any errors in these judgments and estimates may have a material impact on our balance sheet and statement of operations. Critical accounting estimates, as defined by the Securities and Exchange Commission, are those that are most important to the portrayal of our financial condition and results of operations and require our most difficult and subjective judgments and estimates of matters that are inherently uncertain. Our critical accounting estimates include those regarding the valuation of inventories.

Valuation of Inventories. Inventories are stated at the lower of cost or net realizable value, cost being determined on a weighted average basis. Our inventory write-down allowance is established when conditions indicate that the selling price of our products could be less than cost due to physical deterioration, obsolescence based on changes in technology and demand, changes in price levels, or other causes. We consider the need to establish the allowance for excess inventory generally based on inventory levels in excess of 12 months of forecasted customer demand for each specific product, which is based on historical sales and expected future orders. At any point in time, some portion of our inventory is subject to the risk of being materially in excess of our projected demand. Additionally, our average selling prices could decline due to market or other conditions, which creates a risk that costs of manufacturing our inventory may not be recovered. These factors contribute to the risk that we may be required to record additional inventory write-downs in the future, which could be material. In addition, if actual market conditions are more favorable than expected, inventory previously written down may be sold to customers resulting in lower cost of sales and higher income from operations than expected in that period.

Recent Accounting Pronouncements

Please refer to Note 1 to our consolidated financial statements appearing under Part II, Item 8 for a discussion of recent accounting pronouncements that may impact the Company.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

Foreign Currency Exchange Risk. Our revenues and expenses, except those expenses related to our operations in Israel and Taiwan, including subcontractor manufacturing expenses in Taiwan, are denominated in U.S. dollars. As a result, we have relatively little exposure for currency exchange risks, and foreign exchange losses have been minimal to date. We do not currently enter into forward exchange contracts to hedge exposure denominated in foreign currencies or any other derivative financial instruments for trading or speculative purposes. In the future, if we believe our foreign currency exposure has increased, we may consider entering into hedging transactions to help mitigate that risk.

Interest Rate Sensitivity. We had cash and cash equivalents totaling $67.2 million at March 31, 2026. These amounts were invested primarily in money market funds. The cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. We believe a hypothetical 100 basis point increase in interest rates would not materially affect the fair value of our interest-sensitive financial instruments. Declines in interest rates, however, will reduce future investment income.

Item 8. ***Financial Statements and Supplementary Data***

GSI TECHNOLOGY, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
GSI Technology, Inc.
Sunnyvale, California

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of GSI Technology, Inc. (the "Company") as of March 31, 2026 and 2025, the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 31, 2026 and 2025, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2026, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Inventories

As described in Note 1 to the consolidated financial statements, the Company's consolidated inventories balance is stated at the lower of cost or net realizable value. The valuation of inventories is adjusted by the Company when conditions indicate a decline in value due to obsolescence or inventory levels are in excess of forecasted customer demand for each specific product.

We identified the valuation of inventories associated with excess or obsolete attributes for certain products as a critical audit matter. Determining whether an adjustment for excess and obsolete inventory is necessary requires significant judgments related to forecasted customer demand for excess and obsolete units on hand based on historical sales and expected future orders. Auditing these elements involved especially challenging and subjective auditor judgments due to the nature and extent of audit procedures performed.

The primary procedures we performed to address this critical audit matter included:

- Evaluating the appropriateness and adequacy of the adjustments estimated by management for certain products by analyzing the carrying value and quantities on hand against historical sales data and expected future orders and performing a retrospective review of the Company's prior year estimates to actual results.

- Evaluating the reasonableness of management's judgments related to forecasted customer demand for certain products by performing inquiries of management and testing the completeness and accuracy of the expected future orders and the historical sales data.

/s/ BDO USA, P.C.

We have served as the Company's auditor since 2017.
San Jose, California
June 5, 2026

GSI TECHNOLOGY, INC.
CONSOLIDATED BALANCE SHEETS

	March 31, 2026	March 31, 2025
	(In thousands, except share and per share amounts)	
ASSETS		
Cash and cash equivalents	$ 67,212	$ 13,434
Accounts receivable, net	4,237	3,169
Inventories	4,079	3,891
Prepaid expenses and other current assets ($281 and $375 from a related party)	3,659	2,961
Total current assets	79,187	23,455
Property and equipment, net	883	808
Operating lease right-of-use assets	8,264	9,547
Goodwill	7,978	7,978
Intangible assets, net	1,089	1,323
Deferred tax asset	329	—
Other assets	223	206
Total assets	$ 97,953	$ 43,317
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable ($87 and $8 to a related party)	$ 3,614	$ 991
Lease liabilities, current	1,488	1,642
Accrued expenses and other liabilities	4,094	4,441
Total current liabilities	9,196	7,074
Deferred tax liability	18	16
Lease liabilities, non-current	6,978	8,001
Total liabilities	16,192	15,091
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock: $0.001 par value authorized: 5,000,000 shares; issued and outstanding: none	—	—
Common Stock: $0.001 par value authorized: 150,000,000 shares; issued and outstanding: 36,602,040 and 25,605,973 shares, respectively	37	26
Additional paid-in capital	130,262	63,492
Accumulated other comprehensive loss	(87)	(87)
Retained deficit	(48,451)	(35,205)
Total stockholders' equity	81,761	28,226
Total liabilities and stockholders' equity	$ 97,953	$ 43,317

The accompanying notes are an integral part of these consolidated financial statements.

GSI TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended March 31,		
	2026	2025	2024
	(In thousands, except per share amounts)		
Net revenues	$ 25,122	$ 20,518	$ 21,765
Cost of revenues ($223, $140 and $125 to a related party)	11,427	10,378	9,942
Gross profit	13,695	10,140	11,823
Operating expenses:			
Research and development	19,947	16,005	21,689
Selling, general and administrative	11,225	10,763	10,565
Gain from sale of assets	—	(5,793)	—
Total operating expenses	31,172	20,975	32,254
Loss from operations	(17,477)	(10,835)	(20,431)
Interest income, net	926	445	541
Gain on change in fair value of warrant liability	6,209	—	—
Issuance costs associated with warrant liability	(2,830)	—	—
Other expense, net	(206)	(119)	(127)
Loss before income taxes	(13,378)	(10,509)	(20,017)
Provision (benefit) for income taxes	(132)	130	70
Net loss	$ (13,246)	$ (10,639)	$ (20,087)
Net loss per share:			
Basic	$ (0.42)	$ (0.42)	$ (0.80)
Diluted	$ (0.42)	$ (0.42)	$ (0.80)
Weighted average shares used in per share calculations:			
Basic	31,839	25,498	25,144
Diluted	31,839	25,498	25,144

The accompanying notes are an integral part of these consolidated financial statements.

GSI TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
Net loss	$ (13,246)	$ (10,639)	$ (20,087)
Net unrealized gain on available-for-sale investments	—	—	40
Total comprehensive loss	$ (13,246)	$ (10,639)	$ (20,047)

The accompanying notes are an integral part of these consolidated financial statements.

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GSI TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in	Accumulated Other Comprehensive	Retained Earnings	Total Stockholders'
	Shares	Amount	Capital	Loss	(Deficit)	Equity
	(In thousands, except share amounts)					
Balance, March 31, 2023	24,685,059	$ 25	$ 55,953	$ (127)	$ (4,479)	$ 51,372
Issuance of common stock under employee stock option plans	482,313	—	1,654	—	—	1,654
Issuance of common stock pursuant to an At-the-Market offering, net of offering costs of $389	133,000	—	153	—	—	153
Stock-based compensation expense	—	—	2,838	—	—	2,838
Net loss	—	—	—	—	(20,087)	(20,087)
Net unrealized gain on available-for-sale investments	—	—	—	40	—	40
Balance, March 31, 2024	25,300,372	25	60,598	(87)	(24,566)	35,970
Issuance of common stock under employee stock option plans	305,601	1	632	—	—	633
Stock-based compensation expense	—	—	2,262	—	—	2,262
Net loss	—	—	—	—	(10,639)	(10,639)
Balance, March 31, 2025	25,605,973	26	63,492	(87)	(35,205)	28,226
Issuance of common stock under employee stock option plans	1,487,717	2	6,231	—	—	6,233
Issuance of common stock pursuant to an At-the-Market offering, net of offering costs of $573	4,508,350	4	14,264	—	—	14,268
Issuance of common stock, net of issuance costs of $314	1,508,462	2	4,678	—	—	4,680
Warrants exercised, net of offering costs	3,491,538	3	38,794	—	—	38,797
Stock-based compensation expense	—	—	2,803	—	—	2,803
Net loss	—	—	—	—	(13,246)	(13,246)
Balance, March 31, 2026	36,602,040	$ 37	$ 130,262	$ (87)	$ (48,451)	$ 81,761

The accompanying notes are an integral part of these consolidated financial statements.

GSI TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
Cash flows from operating activities:			
Net loss	$ (13,246)	$ (10,639)	$ (20,087)
Adjustments to reconcile net loss to net cash used in operating activities:			
Allowance for credit losses and (recoveries)	106	2	(16)
Provision for excess and obsolete inventories	301	305	180
Non-cash lease expense	1,283	1,098	576
Change in fair value of contingent consideration	—	(160)	(892)
Depreciation and amortization	628	665	927
Gain from sale of assets	—	(5,793)	—
Change in fair value of warrants liability	(6,209)	—	—
Stock-based compensation	2,803	2,262	2,838
Amortization of premium on investments	—	—	(2)
Changes in assets and liabilities:			
Accounts receivable	(1,174)	(53)	369
Inventories	(489)	781	1,258
Prepaid expenses and other assets	(1,044)	(1,091)	(536)
Accounts payable	2,640	306	(355)
Accrued expenses and other liabilities	(1,522)	(658)	(1,610)
Net cash used in operating activities	(15,923)	(12,975)	(17,350)
Cash flows from investing activities:			
Proceeds from sale of assets	—	11,392	—
Maturities of short-term investments	—	—	3,405
Purchases of property and equipment	(486)	(45)	(645)
Net cash provided by (used in) investing activities	(486)	11,347	2,760
Cash flows from financing activities:			
Proceeds from issuance of common stock under At-the-Market offering, net of issuance costs of $573	14,268	—	153
Proceeds from common stock, net of issuance costs of $314	4,680	—	—
Proceeds from issuance of warrants	44,973	—	—
Proceeds from warrants exercised	35	—	—
Proceeds from issuance of common stock under employee stock plans	6,231	633	1,654
Net cash provided by financing activities	70,187	633	1,807
Net increase in cash and cash equivalents	53,778	(995)	(12,783)
Cash and cash equivalents at beginning of the period	13,434	14,429	27,212
Cash and cash equivalents at end of the period	$ 67,212	$ 13,434	$ 14,429
Non-cash investing and financing activities:			
Purchases of property and equipment through accounts payable and accruals	$ —	$ —	$ 598
Operating lease right-of-use assets exchanged for lease obligations	—	9,092	1,445
Supplemental cash flow information:			
Cash paid for income taxes, net of refunds	$ 203	$ 256	$ 389

The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1—THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

GSI Technology, Inc. (the "Company") was incorporated in California in March 1995 and reincorporated in Delaware on June 9, 2004. The Company is a provider of high-performance semiconductor memory solutions to networking, industrial, test equipment, medical, aerospace and military customers. The Company's products are incorporated primarily in high-performance networking and telecommunications equipment, such as routers, switches, wide area network infrastructure equipment, wireless base stations and network access equipment. In addition, the Company serves the ongoing needs of the military, industrial, test equipment and medical markets for high-performance SRAMs. The Company's in-place associative computing product line is targeted at low power, low latency inference markets. The associative computing product line is well situated for the growth currently occurring in physical AI, drones, and edge compute. Applications include environment self-aware navigation and security monitoring. These apply fast sensor fusion, and multi-modal LLM processing in applications using but not limited to multi-sensor computer vision, and synthetic aperture radar, for compromised environment navigation and security.

Accounting principles

The consolidated financial statements and accompanying notes were prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Basis of consolidation

The consolidated financial statements include the accounts of the Company's four wholly owned subsidiaries, GSI Technology Holdings, Inc., GSI Technology (BVI), Inc., GSI Technology Israel Ltd. and GSI Technology Taiwan, Inc. All inter-company transactions and balances have been eliminated in consolidation.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates are inherent in the preparation of the consolidated financial statements and include obsolete and excess inventory. The challenging global economic environment due to, among other things, increased or new tariffs, export controls and other trade barriers and trade disputes, worldwide inflationary pressures and increasing geopolitical tensions, has made such estimates more difficult and subjective. Actual results could differ materially from those estimates.

Government Agreements

From time to time, the Company may enter into agreements with federal government agencies. GAAP does not have specific accounting standards covering agreements between the government and business entities. The Company applies International Accounting Standards 20 ("IAS 20"), *Accounting for Government Grants and Disclosure of Government Assistance,* by analogy when accounting for agreements entered into with the government. Under IAS 20, government grants or awards are initially recognized when there is reasonable assurance the conditions of the grant or award will be met and the grant or award will be received. After initial recognition, government grants or awards are recognized on a systematic basis in a manner consistent with the manner in which the Company recognizes the underlying costs for which the grant or award is intended to compensate. The Company follows ASC 832, *Disclosures by Business Entities about Government Assistance,* with respect to the disclosures of government grants or awards.

Credit Losses—Marketable Securities

For marketable securities in an unrealized loss position, the Company periodically assesses its portfolio for impairment. The assessment first considers the intent or requirement to sell the marketable security. If either of these criteria are met, the amortized cost basis is written down to fair value through earnings.

If the criteria above are not met, the Company evaluates whether the decline resulted from credit losses or other factors by considering the extent to which fair value is less than amortized cost, any changes to the rating of the marketable security by a rating agency, and any adverse conditions specifically related to the marketable security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the marketable security is compared to the amortized cost basis of the marketable security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded, limited by the amount that the fair value is less than the amortized cost basis. Any other impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive loss.

Credit Losses—Accounts Receivable

Accounts receivable are recorded at the amounts billed less estimated allowances for credit losses for any potential uncollectible amounts. The Company continually monitors customer payments and maintains an allowance for estimated losses resulting from a customer's inability to make required payments. The Company considers factors such as historical experience, credit quality, age of the accounts receivable balances, and economic conditions that may affect a customer's ability to pay. Accounts receivable are written-off and charged against an allowance for credit losses when the Company has exhausted collection efforts without success.

Warrant Liabilities

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives in accordance with ASC Topic 815, "Derivatives and Hedging." For derivative financial instruments that are accounted for as liabilities, including warrant liabilities, the derivative instrument is initially recorded at its fair value on the issuance date and is then re-valued upon exercise or at each reporting date for unexercised warrants, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative warrant liabilities are classified as non-current liabilities as their liquidation is not reasonably expected to require the use of current assets or require the creation of current liabilities. The warrant liability was extinguished by the exercise of the warrants in October 2025.

Risk and uncertainties

The decline in the global economic environment due to, among other things, increased or new tariffs, export controls and other trade barriers and trade disputes, worldwide inflationary pressures and increasing geopolitical tensions, has affected the business activities of the Company, its customers, suppliers, and other business partners in the fiscal year ended March 31, 2026.

Our software development and certain regional sales activities for our APU product offerings occur in Israel. Our Vice President, Associative Computing, along with a team of software development experts are based in our

Israel facility. This team is needed for the development of the various levels of software required in the use of our APU product offering. Proof of concept customers for our Synthetic Aperture Radar image processing acceleration system are also based in Israel. We are closely monitoring developments in the evolving military conflict in Israel including potential impacts to our business, customers, employees and operations in Israel. At this time, the impact on GSI Technology is uncertain and subject to change given the volatile nature of the situation, but adverse changes in the military conditions in Israel could harm our business and our stock price could decline.

The Company believes that during the next 12 months disruptions in the capital markets as a result of increased or new tariffs, export controls and other trade barriers and trade disputes, worldwide inflationary pressures and increasing geopolitical tensions and the decline in the global economic environment could impact general economic activity and demand in the Company's end markets.

The Company buys all of its SRAM wafers, an integral component of its products, from a single supplier and is also dependent on independent suppliers to assemble and test its products. During the years ended March 31, 2026, 2025 and 2024, all of the wafers used in the Company's SRAM products were supplied by Taiwan Semiconductor Manufacturing Company Limited, or TSMC. If this supplier fails to satisfy the Company's requirements on a timely basis at competitive prices, the Company could suffer manufacturing delays, a possible loss of revenues, or higher cost of revenues, any of which could adversely affect operating results.

A significant portion of the Company's net revenues come from sales to customers in the networking and telecommunications equipment industry. A decline in demand in this industry could have a material adverse effect on the Company's operating results and financial condition.

Because much of the manufacturing and testing of the Company's products is conducted in Taiwan, its business performance may be affected by changes in Taiwan's political, social and economic environment. For example, any political instability or restrictions on transportation logistics for our products that result from the relationship among the United States, Taiwan and the People's Republic of China could damage the Company's business. Moreover, the role of the Taiwanese government in the Taiwanese economy is significant. Taiwanese policies toward economic liberalization, and laws and policies affecting technology companies, foreign investment, currency exchange rates, taxes and other matters could change, resulting in greater restrictions on the Company's and its suppliers' ability to do business and operate facilities in Taiwan. If any of these risks were to occur, the Company's business could be harmed.

Some of the Company's suppliers and the Company's two principal operations are located near fault lines. In the event of a major earthquake, typhoon or other natural disaster near the facilities of any of these suppliers or the Company, the Company's business could be harmed.

From time to time, the Company is involved in legal actions. There are many uncertainties associated with any litigation, and the Company may not prevail. If information becomes available that causes us to determine that a loss in any of the Company's pending litigation, or the settlement of such litigation, is probable, and we can reasonably estimate the loss associated with such events, we will record the loss in accordance with GAAP. However, the actual liability in any such litigation may be materially different from the Company's estimates, which could require us to record additional costs.

Revenue recognition

The Company recognizes revenue when control of the promised goods or services is transferred to its customers, in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Under this criteria, revenue from the sale of products is generally recognized upon shipment according to the Company's shipping terms, net of accruals for estimated variable consideration resulting from sales returns and allowances based on historical experience.

Cash and cash equivalents

Cash and cash equivalents include cash in demand accounts and highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase, stated at cost, which approximates their fair value.

Short-term investments

All of the Company's short-term investments are classified as available-for-sale. Available-for-sale debt securities with maturities greater than twelve months are classified as long-term investments when they are not intended for use in current operations. Investments in available-for-sale securities are reported at fair value with unrecognized gains (losses), net of tax, as a component of "Accumulated other comprehensive loss" on the Consolidated Balance Sheets.

Concentration of credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, cash equivalents and accounts receivable. The Company places its cash primarily in checking, certificate of deposit, and money market accounts with reputable financial institutions. We maintain the majority of our cash and cash equivalents in accounts at banking institutions in the U.S that we believe are of high quality. Cash held in these accounts often exceed the FDIC insurance limits. The Company's accounts receivables are derived primarily from revenue earned from customers located in the U.S. and Asia. The Company performs ongoing credit evaluations of its customers' financial condition and, generally, requires no collateral from its customers. The Company maintains an allowance for credit losses based upon the expected collectability of accounts receivable. There were no write offs of accounts receivable in the years ended March 31, 2026, 2025 or 2024.

At March 31, 2026, two customers accounted for 52% and 34% of accounts receivable, and for the year then ended, two customers accounted for 64% and 14% of net revenues. At March 31, 2025, two customers accounted for 56% and 29% of accounts receivable, and for the year then ended, two customers accounted for 50% and 23% of net revenues. For the year ended March 31, 2024, two customers accounted for 51% and 14% of net revenues.

Inventories

Inventories are stated at the lower of cost or net realizable value, cost being determined on a weighted average basis. Inventory write-down allowances are established when conditions indicate that the selling price could be less than cost due to physical deterioration, obsolescence of certain products based on changes in technology and demand, changes in price levels, or other causes. These allowances, once recorded, result in a new cost basis for the related inventory. These allowances are also considered for excess inventory generally based on inventory levels in excess of 12 months of forecasted customer demand based on historical sales and expected future orders, as estimated by management, for each specific product. The allowance is not reversed until the inventory is sold or disposed.

The Company recorded write-downs of excess and obsolete inventories of $301,000, $305,000 and $180,000, respectively, in fiscal 2026, 2025 and 2024.

Property and equipment, net

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as presented below:

Software	3 to 5 years
Computer and other equipment	5 to 10 years
Furniture and fixtures	7 years

Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful lives of the assets or the remaining lease term of the respective assets. Gains or losses on disposals of property and equipment are recorded within loss from operations. Costs of repairs and maintenance are included as part of operating expenses unless they are incurred in relation to major improvements to existing property and equipment, at which time they are capitalized.

Operating Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, lease liabilities, current and lease liabilities, non-current on the Company's Consolidated Balance Sheets. The Company did not identify any finance leases as of March 31, 2026 and 2025.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As the Company's leases do not provide an implicit rate, the Company uses an estimate of its incremental borrowing rate based on observed market data and other information available at the lease commencement date. The operating lease ROU assets also include any lease payments made and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. The Company does not record leases on the Consolidated Balance Sheets with a term of one year or less. The Company does not separate lease and non-lease components but rather accounts for each separate component as a single lease component for all underlying classes of assets. Variable lease payments are expensed as incurred and are not included within the operating lease ROU asset and lease liability calculation. Variable lease payments primarily include reimbursements of costs incurred by lessors for common area maintenance and utilities. Lease expense for minimum operating lease payments is recognized on a straight-line basis over the lease term.

Impairment of long-lived assets

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. If the sum of the expected future cash flows (undiscounted and before interest) from the use of the assets is less than the net book value of the asset an impairment could exist and the amount of the impairment loss, if any, will generally be measured as the difference between the net book value of the assets and their estimated fair values. There were no impairment losses recognized during the years ended March 31, 2026, 2025 or 2024.

Goodwill and intangible assets

Goodwill is not amortized but is tested for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable.

The Company assesses goodwill for impairment on an annual basis on the last day of February in the fourth quarter of its fiscal year and if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. The Company has one reporting unit. Impairment is recognized if the carrying value of the net assets of the reporting unit exceeds the fair value of the reporting unit, with the impairment loss not to exceed the amount of goodwill allocated to the reporting unit.

Intangible assets with finite useful lives are amortized over their estimated useful lives, generally on a straight-line basis over five to fifteen years. The Company reviews identifiable amortizable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Determination of recoverability is based on the lowest level of identifiable estimated undiscounted cash flows resulting from use of the asset group and its eventual disposition. Measurement of any impairment loss is based on the excess of the carrying value of the asset over its fair value. There were no impairment indicators noted as of March 31, 2026.

Research and development

Research and development expenses are related to new product designs, including, salaries, stock-based compensation, contractor fees, preproduction masks, and allocation of corporate costs and are charged to the statement of operations as incurred.

Income taxes

The Company accounts for income taxes under the liability method, whereby deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances are established when it is more likely than not that the deferred tax asset will not be realized. Due to historical losses in the U.S., the Company has a full valuation allowance on its U.S. federal and state deferred tax assets. As of March 31, 2026 and 2025, the Company's net deferred tax assets of $25.7 and $22.8 million, respectively, were subject to a valuation allowance of $25.4 and $22.8 million, respectively. Management continues to evaluate the realizability of deferred tax assets and the related valuation allowance.

Authoritative guidance prescribes a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that the Company has taken or expects to take on a tax return (including a decision whether to file or not to file a return in a particular jurisdiction). Under the guidance, the financial statements will reflect expected future tax consequences of such positions presuming the taxing Authorities' full knowledge of the position and all relevant facts, but without considering time values. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation process, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

The Company's policy is to include interest and penalties related to unrecognized tax benefits within the provision for income taxes in the Consolidated Statements of Operations.

Shipping and handling costs

The Company records costs related to shipping and handling in cost of revenues.

Advertising expense

Advertising costs are charged to expense in the period incurred. Advertising expense was not material for the years ended March 31, 2026, 2025 and 2024.

Foreign currency transactions

The U.S. dollar is the functional currency for all of the Company's foreign operations. Foreign currency transaction gains and losses, resulting from transactions denominated in currencies other than U.S. dollars are included in the Consolidated Statements of Operations. These gains and losses were not material for the years ended March 31, 2026, 2025 or 2024.

Segments

Segment reporting is based on the "management approach," following the method that management organizes the Company's reportable segments for which separate financial information is made available to, and evaluated regularly by, the chief operating decision maker in allocating resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer ("CEO"), who makes the decision on allocating resources and in assessing performance. The CEO reviews the Company's consolidated results as one operating segment. In making operating decisions, the CEO primarily considers consolidated financial information, accompanied by disaggregated information about revenues by customers and product. All of the Company's principal operations and decision-making functions are located in the U.S. The Company's CEO views its operations, manages its business, and uses one measurement of profitability for the one operating segment, which designs, develops and sells integrated circuits.

Accounting for stock-based compensation

Stock-based compensation expense recognized in the Consolidated Statements of Operations is based on options ultimately expected to vest, reduced by the amount of estimated forfeitures. The Company chose the straight-line method of allocating compensation cost over the requisite service period of the related award according to authoritative guidance. The Company calculates the expected term based on the historical average period of time that options were outstanding as adjusted for expected changes in future exercise patterns, which, for options granted in fiscal 2026, 2025 and 2024 resulted in an expected term of approximately 7.1 to 7.3 years, 4.9 to 5.0 years and 4.5 to 4.9 years, respectively. The Company uses its historical volatility to estimate expected volatility. The risk-free interest rate is based on the U.S. Treasury yields in effect at the time of grant for periods corresponding to the expected life of the options. The dividend yield is 0%, based on the fact that the Company has never paid dividends and has no present intention to pay dividends. Changes to these assumptions may have a significant impact on the results of operations.

Authoritative guidance requires cash flows, if any, resulting from the tax benefits from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows in the Consolidated Statements of Cash Flows.

Comprehensive loss

Comprehensive loss is defined to include all changes in stockholders' equity during a period except those resulting from investments by owners and distributions to owners. For the years ended March 31, 2026, 2025 and 2024, comprehensive loss was $13.2 million, $10.6 million and $20.0 million, respectively.

Accounting pronouncements effective for fiscal 2026

In December 2023, the Financial Accounting Standards Board, ("FASB") issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740)." ASU No. 2023-09 improves the transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. It also includes certain other amendments to improve the effectiveness of income tax disclosures regarding (a) income or loss from continuing operations disaggregated between domestic and foreign and (b) income tax expense or benefit from continuing operations disaggregated by federal, state and foreign. ASU No. 2023-09 is effective for annual periods beginning after December 15, 2024. As permitted by ASU 2023-09, the Company adopted this standard on a prospective basis with its fiscal year 2026 annual reporting period, and it did not have a material effect on the Company's financial statements.

Accounting pronouncements not yet adopted by the Company

In November 2024, the FASB issued ASU No. 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)." ASU No. 2024-03 does not change the expense captions an entity presents on the face of the income statement; rather it requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. ASU No. 2024-03 requires footnote disclosure about specific expenses to disaggregate, in a tabular presentation, each relevant expense caption on the face of the income statement that includes any of the following natural expenses: (1) purchases of inventory, (2) employee compensation, (3) depreciation, (4) intangible asset amortization and (5) depreciation, depletion and amortization recognized as part of oil- and gas-production activities or other types of depletion expenses. The tabular disclosure would also include certain other expenses, when applicable. ASU No. 2024-03 does not change or remove existing expense disclosure requirements; however, it may affect where that information appears in the footnotes to the financial statements. ASU No. 2024-03 is effective for annual periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The requirements will be applied prospectively with the option for retrospective application. Early adoption is permitted. The Company is currently evaluating the disclosure requirements and its effect on the Consolidated Financial Statements.

In July 2025, the FASB issued Accounting Standards Update 2025-05, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets (ASU 2025-05)." ASU 2025-05 provides a practical expedient that all entities can use when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under ASC 606, Revenue from Contracts with Customers. Under this practical expedient, an entity is allowed to assume that the current conditions it has applied in determining credit loss allowances for current accounts receivable and current contract assets remain unchanged for the remaining life of those assets. ASU 2025-05 is effective for fiscal years beginning after December 15, 2025, and interim reporting periods in those years. Entities that elect the practical expedient and, if applicable, make the accounting policy election are required to apply the amendments prospectively. We are currently evaluating the potential impact of adopting ASU 2025-05 on our consolidated financial statements and disclosures.

In December 2025, the FASB issued ASU No. 2025-10, Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities ("ASU 2025-10") to establish authoritative guidance on how to recognize, measure, and present government grants received by business entities. This ASU defines a government grant, establishes when and how a grant related to an asset or income is recognized and measured, and includes presentation and disclosure requirements. ASU 2025-10 is effective for annual periods beginning after December 15, 2028, or our fiscal 2030, and interim reporting periods within those annual reporting periods. We are currently evaluating the potential impact of adopting ASU 2025-10 on our consolidated financial statements and disclosures and is not expected to have a material effect.

NOTE 2 —REVENUE RECOGNITION

The Company determines revenue recognition through the following steps: (1) identification of the contract with a customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when, or as, we satisfy a performance obligation.

The Company's customer contracts, which may be in the form of purchase orders, contracts or purchase agreements, contain performance obligations for delivery of agreed upon products. Delivery of all performance obligations contained within a contract with a customer typically occurs at the same time (or within the same accounting period). Transfer of control occurs at the point at which delivery has occurred, title and the risks and rewards of ownership have passed to the customer, and the Company has a right to payment. The Company recognizes revenue upon shipment of the product.

Because all of the Company's performance obligations relate to contracts with a duration of less than one year, the Company elected to apply the optional exemption practical expedient and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period.

The Company adjusts the transaction price for variable consideration. Variable consideration is not typically significant and primarily results from stock rotation rights and quick pay discounts provided to certain distributors. As a practical expedient, the Company is recognizing the incremental costs of obtaining a contract, specifically commission expenses that have a period of benefit of less than twelve months, as an expense when incurred. Additionally, the Company has adopted an accounting policy to recognize shipping costs that occur after control transfers to the customer as a fulfillment activity.

The Company's contracts with customers do not typically include extended payment terms. Payment terms vary by contract type and type of customer and generally range from 30 to 60 days from shipment. Additionally, the Company has the right to payment upon shipment.

The Company records revenue net of sales tax, value added tax, excise tax and other taxes collected concurrent with product sales. The impact of such taxes on product sales is immaterial.

The Company warrants its products to be free of defects generally for a period of three years. The Company estimates its warranty costs based on historical warranty claim experience and includes such costs in cost of revenues. Warranty costs and the accrued warranty liability were not material as of March 31, 2026 and 2025.

Substantially all of the Company's revenue is derived from sales of SRAM products which represented approximately 99%, 99% and 99% of total revenues in the years ended March 31, 2026, 2025 and 2024, respectively.

KYEC was our largest end user customer in fiscal 2025 and fiscal 2026. Based on information provided to the Company by KYEC's contract manufacturers and distributors, purchases by KYEC represented approximately 14%, 22% and 3% of our net revenues in fiscal 2026, 2025 and 2024, respectively. Nokia was the Company's largest end user customer in fiscal 2024 and 2023. Nokia purchases products directly from the Company and through contract manufacturers and distributors. Based on information provided to the Company by Nokia's contract manufacturers and distributors, purchases by Nokia represented approximately 6%, 12% and 21% of the Company's net revenues in fiscal 2026, 2025 and 2024, respectively. Based on information provided to the Company by Cadence Design Systems contract manufacturers and distributors, purchases by Cadence Design Systems represented approximately 12%, 8% and 8% of the Company's net revenues in fiscal 2026, 2025 and 2024, respectively.

See "Note 13 - Segment and Geographic Information" for revenue by shipment destination.

The following table presents the Company's revenue disaggregated by customer type.

	Year Ended March 31,		
	2026	2025	2024
	(In thousands)		
Contract manufacturers	$ 1,234	$ 1,614	$ 4,450
Distribution	23,436	18,809	16,636
OEMs	452	95	679
	$ 25,122	$ 20,518	$ 21,765

NOTE 3—NET LOSS PER COMMON SHARE

The Company uses the treasury stock method to calculate the weighted average shares used in computing diluted net loss per share. The following table sets forth the computation of basic and diluted net loss per share:

	Year Ended March 31,		
	2026	2025	2024
	(In thousands, except per share amounts)		
Net loss	$ (13,246)	$ (10,639)	$ (20,087)
Denominators:			
Weighted average shares—Basic	31,839	25,498	25,144
Dilutive effect of employee stock options	—	—	—
Dilutive effect of employee stock purchase plan options	—	—	—
Weighted average shares—Dilutive	31,839	25,498	25,144
Net loss per common share—Basic	$ (0.42)	$ (0.42)	$ (0.80)
Net loss per common share—Diluted	$ (0.42)	$ (0.42)	$ (0.80)

The following shares of common stock (determined on a weighted average basis) were excluded from the computation of diluted net loss per common share as they had an anti-dilutive effect:

	Year Ended March 31,		
	2026	2025	2024
	(In thousands)		
Shares underlying options and ESPP shares	5,305	7,551	7,930

NOTE 4—BALANCE SHEET DETAIL

	March 31,	
	2026	2025
	(In thousands)	
Inventories:		
Work-in-progress	$ 1,978	$ 1,769
Finished goods	2,101	2,122
	$ 4,079	$ 3,891

	March 31, 2026	March 31, 2025
	(In thousands)	
Accounts receivable, net:		
Accounts receivable	$ 4,389	$ 3,215
Less: Allowances for credit losses	(152)	(46)
	$ 4,237	$ 3,169

	March 31, 2026	March 31, 2025
	(In thousands)	
Prepaid expenses and other current assets:		
Prepaid tooling and masks	$ 593	$ 1,834
Other receivables	88	695
Other prepaid expenses and other current assets	2,978	432
	$ 3,659	$ 2,961

	March 31, 2026	March 31, 2025
	(In thousands)	
Property and equipment, net:		
Computer and other equipment	$ 18,187	$ 17,733
Software	4,426	4,426
Furniture and fixtures	102	102
Leasehold improvements	942	927
	23,657	23,188
Less: Accumulated depreciation	(22,774)	(22,380)
	$ 883	$ 808

Depreciation expense was $394,000, $432,000 and $693,000 for the years ended March 31, 2026, 2025 and 2024, respectively.

The following table summarizes the components of intangible assets and related accumulated amortization balances at March 31, 2026 and 2025, respectively (in thousands):

	As of March 31, 2026		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets:			
Product designs	$ 590	$ (590)	$ —
Patents	4,220	(3,131)	1,089
Software	80	(80)	—
Total	$ 4,890	$ (3,801)	$ 1,089

	As of March 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets:			
Product designs	$ 590	$ (590)	$ —
Patents	4,220	(2,897)	1,323
Software	80	(80)	—
Total	$ 4,890	$ (3,567)	$ 1,323

Amortization of intangible assets of $234,000, $233,000 and $234,000 was included in cost of revenues for the years ended March 31, 2026, 2025 and 2024, respectively.

As of March 31, 2026, the estimated future amortization expense of intangible assets in the table above is as follows (in thousands):

Fiscal year ending March 31,	
2027	$ 233
2028	233
2029	233
2030	233
2031	157
Total	$ 1,089

The following table summarizes the components of accrued expenses and other liabilities balances as of March 31, 2026 and 2025, respectively (in thousands):

	March 31,	
	2026	2025
	(In thousands)	
Accrued expenses and other liabilities:		
Accrued compensation	$ 2,421	$ 2,488
Accrued commissions	168	85
Production mask set	—	1,250
Purchased intellectual property	917	—
Others	588	618
	$ 4,094	$ 4,441

In August 2024, the Company implemented strategic cost-cutting measures. These initiatives consisted of workforce reductions across all departments and enhanced operational efficiencies. The cost reduction initiatives included an approximate 16% reduction in the Company's global workforce. The Company incurred $356,000 in severance related charges during fiscal 2025, including $204,000 recorded as cost of revenues, $128,000 recorded as research and development expense and $24,000 recorded as selling, general and administrative expense in the consolidated statements of operations. The Company does not expect to incur any additional severance related charges resulting from these measures. There were no severance charges accrued as of March 31, 2025 as severance payments to all impacted employees have been completed as of March 31, 2025.

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NOTE 5—GOODWILL

Goodwill represents the difference between the purchase price and the estimated fair value of the identifiable assets acquired and liabilities assumed in a business combination. The Company tests for goodwill impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset is more likely than not impaired. The Company has one reporting unit.

The Company had a goodwill balance of $8.0 million as of both March 31, 2026 and 2025. The goodwill resulted from the acquisition of MikaMonu Group Ltd. (“MikaMonu”) in fiscal 2016.

The Company completed its annual impairment test during the fourth quarter of fiscal 2026 and concluded that there was no impairment, as it was more likely than not that the fair value of its sole reporting unit exceeded its carrying value and the performance of a quantitative impairment test was not required.

NOTE 6—INCOME TAXES

Loss before income taxes and the provision for income taxes consists of the following:

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
Loss before income taxes:			
U.S.	$ (6,940)	$ (4,511)	$ (12,414)
Foreign	(6,438)	(5,998)	(7,603)
	$ (13,378)	$ (10,509)	$ (20,017)
Current income tax expense:			
U.S. federal	$ —	$ —	$ —
State	2	2	1
Foreign	193	126	67
	195	128	68
Deferred income tax expense (benefit):			
U.S. federal	2	2	2
State	(329)	—	—
Foreign	—	—	—
	(327)	2	2
Provision (benefit) for income taxes	$ (132)	$ 130	$ 70

The provision for income tax differs from the amount of income tax determined by applying the applicable U.S. statutory income tax rate to pre-tax loss as follows:

	Year Ended March 31, 2026	
	(in thousands)	Percent
U.S. Federal taxes at statutory rate	$ (2,808)	21.0 %
State taxes, net of federal benefit	2	0.0 %
Foreign tax effects		
Israel - foreign tax rate differential between Israel and the US	(325)	2.4 %
Israel - other	35	(0.3)%
Cayman Islands - foreign tax rate differential between Cayman Islands and the US	1,593	(11.9)%
Other foreign jurisdictions	(89)	0.7 %
Research and development tax credits	(318)	2.4 %
Change in valuation allowance	2,536	(19.0)%
Nontaxable or non-deductible items		
Net gain on warrants	(710)	5.3 %
Other	(48)	0.4 %
Benefit for income taxes	$ (132)	1.0 %

Texas makes up the majority of state tax expense.

	Year Ended March 31,	
	2025	2024
	(In thousands)	
U.S. Federal taxes at statutory rate	$ (2,203)	$ (4,204)
State taxes, net of federal benefit	2	1
Stock-based compensation	566	408
Tax credits	(404)	(530)
Foreign tax rate differential	1,382	1,663
GILTI tax	—	232
Lapses of applicable statute of limitations	(767)	—
Non-deductible expenses and other	1	2
	(1,423)	(2,428)
Valuation allowance	1,553	2,498
	$ 130	$ 70

Deferred tax assets and deferred tax liabilities consist of the following:

	March 31, 2026	March 31, 2025
	(In thousands)	
Deferred tax assets:		
Tax credits	$ 10,820	$ 10,242
Net operating losses	7,369	5,933
Capitalized research and development	4,222	4,429
Stock-based compensation	1,189	1,187
Property and equipment	979	209
Operating lease liabilities	1,688	2,103
Other loss carryover	329	—
Other reserves and accruals	739	753
Total deferred tax assets	27,335	24,856
Less valuation allowance	(25,384)	(22,794)
Deferred tax assets, net	1,951	2,062
Deferred tax liabilities:		
Right of use assets	(1,640)	(2,078)
Total deferred tax liabilities	(1,640)	(2,078)
Net deferred tax asset (liability)	$ 311	$ (16)

The cash paid for income taxes, net of refunds, during the year was as follows:

	Fiscal year ended March 31, 2026
	(In thousands)
Federal	$ (5)
State	2
Foreign	
Israel	159
Taiwan	47
	$ 203

The Company currently intends to indefinitely reinvest earnings in operations outside the United States. No provision has been made for state income taxes that might be payable upon remittance of such earnings, nor is it practicable to determine the amount of such potential liability.

As of March 31, 2026 and 2025, $3.5 million and $3.4 million, respectively, of unrecognized tax benefits had been recorded as a reduction to net deferred tax assets. It is possible, however, that due to lapses of applicable statutes of limitations, that some months or years may elapse before an uncertain position for which the Company has established a reserve is resolved. A reconciliation of unrecognized tax benefits is as follows:

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
Unrecognized tax benefits, beginning of period	$ 3,356	$ 3,948	$ 3,723
Lapses of applicable statute of limitations	—	(767)	—
Additions based on tax positions related to current year	149	175	225
Unrecognized tax benefits, end of period	$ 3,505	$ 3,356	$ 3,948

There is no unrecognized tax benefit balance as of March 31, 2026 that would affect the Company's effective tax rate if recognized after considering the valuation allowance. There was no net income tax effect related to Global intangible low-taxed income ("GILTI") in the Company's fiscal year ended March 31, 2026.

The Company's federal and state net operating loss carryforwards for income tax purposes are approximately $27.8 million and $26.8 million, respectively, at March 31, 2026. The Company's federal net operating loss carryforwards do not expire and the Company's state tax net operating loss carryforwards expire beginning in 2034. The Company's federal and state tax credit carryforwards for income tax purposes are approximately $5.9 million and $6.2 million respectively, at March 31, 2026. The Company's federal tax credit carryforwards expire beginning in 2033. The Company's state tax credit carryforwards have no expiration date. Utilization of the Company's net operating loss carryforwards and research tax credit carryforwards may be subject to substantial annual limitations due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation could result in the expiration of the net operating loss carryforwards and research tax credit carryforwards before utilization. The Company has not performed an analysis to determine if a limitation applies and whether the limitation would cause the net operating losses to expire unutilized.

Due to historical losses in the U.S., the Company has a full valuation allowance on its U.S. federal and state deferred tax assets. As of March 31, 2026 and 2025, the Company's gross deferred tax assets of $25.7 million and $22.8 million, respectively, were subject to a valuation allowance of $25.4 million and $22.8 million, respectively. The net valuation allowance increased by $2.6 million in fiscal 2026 and 2025. As of March 31, 2026 and 2025, the Company's net deferred tax assets or (liabilities) were $311,000 and ($16,000), respectively. The deferred tax assets consist primarily of the tax credits and federal and state net operating losses. Realization of deferred tax assets is dependent upon future taxable income, if any, the amount and timing of which are uncertain. In assessing the realizability of certain deferred tax assets, management determined that it is more likely than not that the majority of its deferred tax assets will not be realized. Therefore, the Company has provided a valuation allowance against these deferred tax assets.

The Company is subject to taxation in the United States and various state and foreign jurisdictions. Fiscal years 2013 through 2025 remain open to examination by the federal tax authorities and fiscal years 2011 through 2024 remain open to examination by the state of California. Fiscal years 2020 through 2025 are generally subject to audit by foreign tax authorities.

NOTE 7—FINANCIAL INSTRUMENTS

Fair value measurements

Authoritative accounting guidance for fair value measurements provides a framework for measuring fair value and related disclosures. The guidance applies to all financial assets and financial liabilities that are measured on a recurring basis. The guidance requires fair value measurement to be classified and disclosed in one of the following three categories:

Level 1: Valuations based on quoted prices in active markets for identical assets and liabilities. The fair value of available-for-sale securities included in the Level 1 category is based on quoted prices that are readily and regularly available in an active market. As of March 31, 2026, the Level 1 category included money market funds of $49.7 million, which were included in cash and cash equivalents on the Consolidated Balance Sheets.

Level 2: Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of available-for-sale securities included in the Level 2 category is based on the market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and may incorporate available trade, bid and other market information and price quotes from well-established independent pricing vendors and broker-dealers. There were no short-term or long-term investments as of March 31, 2026.

Level 3: Valuations based on inputs that are unobservable and involve management judgment and the reporting entity's own assumptions about market participants and pricing. As of March 31, 2026 and 2025, the Company had no Level 3 financial instruments measured at fair value on the Consolidated Balance Sheets. As of March 31, 2024, Level 3 financial instruments measured at fair value consisted of the contingent consideration liability related to the MikaMonu acquisition. The fair value of the contingent consideration liability was initially determined as of the acquisition date using unobservable inputs. These inputs include the estimated amount and timing of future revenues, the probability of achievement of the revenue forecast, revenue volatility and a risk-adjusted discount rate of approximately 14.8% used to adjust the probability-weighted cash flow payments to their present value. During the re-measurement of the contingent consideration liability as of March 31, 2025, the Company's forecasted future revenues prior to the measurement date of December 31, 2025 were not expected to exceed certain revenue targets, thus no valuation inputs were utilized. As of March 31, 2024, the Company used a risk-adjusted discount rate of approximately 16.1% to adjust the probability-weighted cash flows to their present value using probabilities ranging from 25% to 75% for the remaining contingent events. The contingent consideration liability as of March 31, 2026 and 2025 was $0 and $0, respectively.

Refer to Note 14, "Acquisition" for more information.

The fair value of financial assets and liabilities measured on a recurring basis is as follows (in thousands):

		Fair Value Measurements at Reporting Date Using		
	March 31, 2026	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
Money market funds	$ 49,733	$ 49,733	$ —	$ —
Total	$ 49,733	$ 49,733	$ —	$ —

		Fair Value Measurements at Reporting Date Using		
	March 31, 2025	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds	$ 4,836	$ 4,836	$ —	$ —
Total	$ 4,836	$ 4,836	$ —	$ —

The following table sets forth the changes in fair value of contingent consideration for the fiscal years ended March 31, 2026, 2025 and 2024, respectively:

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
Contingent consideration, beginning of period	$ —	$ 160	$ 1,052
Change due to accretion	—	8	108
Re-measurement of contingent consideration	—	(168)	(1,000)
Contingent consideration, end of period	$ —	$ —	$ 160

Short-term and long-term investments

The Company had money market funds of $49.7 million and $4.8 million at March 31, 2026 and March 31, 2025, respectively, included in cash and cash equivalents on the Consolidated Balance Sheets. The Company monitors its investments for impairment periodically and records appropriate reductions in carrying values when declines are determined to be other-than-temporary.

There were no available-for-sale investments at March 31, 2026 and 2025, respectively.

NOTE 8—LEASES

The Company has operating leases for corporate offices, and research and development facilities. The Company's leases have remaining lease terms of 5 months to 98 months, some of which include options to extend for up to 10 years.

On June 6, 2024, the Company completed a sale and leaseback transaction pursuant to a previously executed purchase and sale agreement (the "Agreement") with an unrelated party, as purchaser, for the sale of the Company's 1213 Elko Drive property in Sunnyvale, California (the "Sunnyvale Property") for a purchase price, net of closing and other expenses payable by the Company, of $11.3 million in cash. Concurrent with the sale, the Company entered into a lease agreement (the "Lease") to lease all of the Sunnyvale Property that it occupied from the purchaser for an initial term of ten years from the closing of the sale of the Sunnyvale Property. The Company has the option to renew the term of the Lease for two additional five-year periods. Pursuant to the Lease, the Company is responsible for base rent initially at a rate of approximately $90,768 per month and the monthly operational expenses, such as maintenance, insurance, property taxes and utilities. The rental rate will increase three percent (3%) per year beginning on the first anniversary of the closing. The transaction was accounted for as a sale and leaseback and operating lease accounting classification. The Company recorded a gain of $5.7 million which was recorded in the gain from sale of assets in the Consolidated Statements of Operations in the quarter ended June 30, 2024.

Supplemental balance sheet information related to leases was as follows:

	As of March 31, 2026	As of March 31, 2025
	(In thousands)	
Operating Leases		
Operating lease right-of-use assets	$ 8,264	$ 9,547
Lease liabilities-current	$ 1,488	$ 1,642
Lease liabilities-non-current	6,978	8,001
Total operating lease liabilities	$ 8,466	$ 9,643

The following table provides the details of lease costs:

	Year Ended March 31,	
	2026	2025
	(In thousands)	
Operating lease cost	$ 1,873	$ 1,607
Short-term lease cost	28	33
	$ 1,901	$ 1,640

The following table provides other information related to leases:

	Year Ended March 31,	
	2026	2025
	(In thousands)	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	$ 1,745	$ 1,471
Right-of-use assets obtained in exchange for lease obligations		
Operating leases	$ —	$ 9,092
Weighted-average remaining lease term (years):		
Operating leases	7.84	8.58
Weighted-average discount rate:		
Operating leases	6.32%	6.24%

The following table provides the maturities of the Company's operating lease liabilities as of March 31, 2026:

Fiscal Year	Operating Lease Liabilities (In thousands)
2027	$ 1,528
2028	1,192
2029	1,220
2030	1,257
2031	1,294
Thereafter	4,358
Total undiscounted future cash flows	10,849
Less: Imputed interest	(2,383)
Present value of undiscounted future cash flows	$ 8,466
Presentation on statement of financial position	
Current	$ 1,488
Non-current	$ 6,978

NOTE 9—COMMITMENTS AND CONTINGENCIES

Indemnification obligations

The Company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in the context of contracts entered into by the Company, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations and covenants related to such matters as title to assets sold and certain intellectual property rights. In each of these circumstances, payment by the Company is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow the Company to challenge the other party's claims. Further, the Company's obligations under these agreements may be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments made by it under these agreements.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements have not had a material effect on its business, financial condition, cash flows or results of operations. The Company believes that if it were to incur a loss in any of these matters, such loss should not have a material effect on its business, financial condition, cash flows or results of operations.

Product warranties

The Company warrants its products to be free of defects generally for a period of three years. The Company estimates its warranty costs based on historical warranty claim experience and includes such costs in cost of revenues. Warranty costs and the accrued warranty liability were not material as of March 31, 2026 and 2025 and for the years ended March 31, 2026, 2025 or 2024.

NOTE 10—COMMON STOCK

The Company’s Certificate of Incorporation, as amended, authorizes the Company to issue 150,000,000 shares of $0.001 par value common stock.

The Company’s board of directors has authorized the repurchase, at management’s discretion, of shares of its common stock. Under the repurchase program, the Company may repurchase shares from time to time on the open market or in private transactions. The specific timing and amount of the repurchases will be dependent on market conditions, securities law limitations and other factors. The repurchase program may be suspended or terminated at any time without prior notice. Through March 31, 2026, including the shares purchased in a modified “Dutch Auction” self-tender offer, the Company has repurchased and retired a total of 12,004,779 shares at an average cost of $5.06 per share for a total cost of $60.7 million. At March 31, 2026, management was authorized to repurchase additional shares with a value of up to $4.3 million under the repurchase program.

NOTE 11—STOCK-BASED COMPENSATION

The 2007 Equity Incentive Plan

In January 2007, the Company’s board of directors approved the 2007 Equity Incentive Plan, (the “2007 Plan”), which was subsequently approved by the Company’s stockholders in March 2007. A total of 3,000,000 shares of common stock were authorized and reserved for issuance under the 2007 Plan. This reserve automatically increased on April 1 of each year through 2017 by an amount equal to the smaller of (a) five percent of the number of shares of common stock issued and outstanding on the immediately preceding March 31, or (b) a lesser amount determined by the board of directors. As described below, the 2007 Plan was terminated in August 2016 and no further awards may be granted pursuant to the 2007 Plan. In the event of a stock split or other change in the Company’s capital structure, appropriate adjustments will be made in the number of outstanding awards to prevent dilution or enlargement of participants’ rights.

Awards could be granted under the 2007 Plan to the Company’s employees, including officers, directors, or consultants or those of any present or future parent or subsidiary corporation or other affiliated entity. Options granted to non-officer employees generally vested at the rate of 25% on the first anniversary and subsequent anniversaries of the date of grant, while grants to officers vested in full four years after the anniversary date of the officer’s employment that is closest to the date of grant.

In the event of a change in control as described in the 2007 Plan, the acquiring or successor entity may assume or continue all or any awards outstanding under the 2007 Plan or substitute substantially equivalent awards. Any awards that are not assumed or continued in connection with a change in control or exercised or settled prior to the change in control will terminate effective as of the time of the change in control. The administrator may provide for the acceleration of vesting of any or all outstanding awards upon such terms and to such extent as it determines, except that the vesting of all nonemployee director awards will automatically be accelerated in full. The 2007 Plan also authorizes the administrator, in its discretion and without the consent of any participant, to cancel each or any outstanding award denominated in shares upon a change in control in exchange for a payment to the participant with respect to each vested share subject to the cancelled award of an amount equal to the excess of the consideration to be paid per share of common stock in the change in control transaction over the exercise price per share, if any, under the award.

The 2016 Equity Incentive Plan

In June 2016, the Company’s board of directors approved the 2016 Equity Incentive Plan, (the “2016 Plan”), which was subsequently approved by the Company’s stockholders in August 2016. In connection with the stockholders’ approval of the 2016 Plan, 6,000,000 shares available for future award under the 2007 Plan were transferred to the 2016 Plan, 705,699 shares available for grant under the 2007 plan were canceled and the 2007 Plan was terminated. The Company granted options under the 2007 Plan until August 2016, and the 2007 Plan continues to govern the terms of options that remain outstanding under the 2007 Plan.

In July 2021, the Company's board of directors approved the amendment and restatement of the 2016 Plan, which was subsequently approved by the Company's stockholders in August 2021. The following summary highlights the material changes to the 2016 Plan:

- The number of shares available for issuance was increased by 4,000,000 shares;
- The sum of the aggregate grant date fair value of all equity awards and cash compensation for services as a director that may be provided to any non-employee director in any fiscal year was limited to $300,000, reflecting an amendment to a provision of the 2016 Plan that applies a limit of $150,000 to the grant of equity awards alone in any fiscal year; and
- The period during which new awards may be granted under the 2016 Plan was extended to August 25, 2031.

Appropriate and proportionate adjustments will be made to the number of shares authorized and other numerical limits in the 2016 Plan and to outstanding awards in the event of any change in the Company's common stock through merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares or similar change in the Company's capital structure, or if the Company makes a distribution to its stockholders in a form other than common stock (excluding regular and periodic cash dividends) that has a material effect on the fair market value of the Company's common stock. In such circumstances, the administrator also has the discretion under the 2016 Plan to adjust other terms of outstanding awards as it deems appropriate.

If any award granted under the 2016 Plan expires or otherwise terminates for any reason without having been exercised or settled in full, or if shares subject to forfeiture or repurchase are forfeited or repurchased by the Company for not more than the participant's purchase price, any such shares reacquired or subject to a terminated award will again become available for issuance under the 2016 Plan. Shares will not be treated as having been issued under the 2016 Plan and will therefore not reduce the number of shares available for issuance to the extent an award is settled in cash or to the extent that shares are withheld or reacquired by the Company in satisfaction of a tax withholding obligation. Upon the exercise of a stock appreciation right, tender of shares in payment of an option's exercise price or net-exercise of an option, the number of shares available under the 2016 Plan will be reduced by number of shares actually issued in settlement of the award.

To enable compensation provided in connection with certain types of awards intended to qualify as "performance-based" within the meaning of Section 162(m) of the Internal Revenue Code, the 2016 Plan establishes limits on the maximum aggregate number of shares or dollar value for which awards may be granted to an employee in any fiscal year, as follows:

- No more than 300,000 shares subject to stock options and stock appreciation rights.
- No more than 100,000 shares subject to restricted stock and restricted stock unit awards.
- For each full fiscal year of the Company contained in the performance period of performance shares or performance unit awards, no more than 50,000 shares subject to performance share awards or more than $500,000 subject to performance unit awards.

- For each full fiscal year of the Company contained in the performance period of cash-based or other stock-based awards, no more than $500,000 subject to cash-based awards or more than 50,000 shares subject to other stock-based awards.

Awards may be granted under the 2016 Plan to the Company’s employees, including officers, directors and consultants or those of any present or future parent or subsidiary corporation or other affiliated entity of the Company. To date, options granted to non-officer employees generally vest 25% on the first anniversary and subsequent anniversaries of the date of grant, while grants to officers generally vest in full four years after the anniversary date of the officer’s employment that is closest to the date of grant.

While the Company may grant incentive stock options only to employees, the Company may grant nonstatutory stock options, stock appreciation rights, restricted stock and stock units, performance shares and units, other stock-based awards and cash-based awards to any eligible participant. Non-employee director awards may be granted only to members of the Company’s board of directors who, at the time of grant, are not employees.

Only members of the board of directors who are not employees at the time of grant are eligible to participate in the nonemployee director awards component of the 2016 Plan. The board or the compensation committee shall set the amount and type of nonemployee director awards to be awarded on a periodic, non-discriminatory basis. Nonemployee director awards may be granted in the form of non-statutory stock options, stock appreciation rights, restricted stock awards and restricted stock unit awards. Subject to adjustment for changes in the Company's capital structure, no nonemployee director may be awarded, in any fiscal year, one or more nonemployee director awards for more than a number of shares determined by dividing $150,000 by the fair market value of a share of the Company’s stock determined on the last trading day immediately preceding the date on which the applicable nonemployee award is granted.

The 2016 Plan provides that, without the approval of a majority of the votes cast in person or by proxy at a meeting of the Company’s stockholders, the administrator may not provide for any of the following with respect to underwater options or stock appreciation rights: (1) either the cancellation of such outstanding options or stock appreciation rights in exchange for the grant of new options or stock appreciation rights at a lower exercise price or the amendment of outstanding options or stock appreciation rights to reduce the exercise price, (2) the issuance of new full value awards in exchange for the cancellation of such outstanding options or stock appreciation rights, or (3) the cancellation of such outstanding options or stock appreciation rights in exchange for payments in cash.

In the event of a change in control as described in the 2016 Plan, the surviving, continuing, successor or purchasing entity or its parent may, without the consent of any participant, either assume or continue outstanding awards or substitute substantially equivalent awards for its stock. If so determined by the Committee, stock-based awards will be deemed assumed if, for each share subject to the award prior to the change in control, its holder is given the right to receive the same amount of consideration that a stockholder would receive as a result of the change in control. Any awards that are not assumed or continued in connection with a change in control or exercised or settled prior to the change in control will terminate effective as of the time of the Change in Control. The administrator may provide for the acceleration of vesting or settlement of any or all outstanding awards upon such terms and to such extent as it determines, except that the vesting of all nonemployee director awards will automatically be accelerated in full. The 2016 Plan also authorizes the administrator, in its discretion and without the consent of any participant, to cancel each or any outstanding award denominated in shares of stock upon a change in control in exchange for a payment to the participant with respect to each vested share (and each unvested share if so determined by the administrator) subject to the cancelled award of an amount equal to the excess of the consideration to be paid per share of common stock in the change in control transaction over the exercise or purchase price per share, if any, under the award.

The 2007 Employee Stock Purchase Plan

In January 2007, the board of directors approved the 2007 Employee Stock Purchase Plan (the "2007 Purchase Plan") which was subsequently approved by the Company's stockholders in March 2007. A total of 500,000 shares of the Company's common stock was authorized and reserved for sale under the 2007 Purchase Plan. In addition, the 2007 Purchase Plan provides for an automatic annual increase in the number of shares available for issuance under the plan on April 1 of each year beginning in 2008 and continuing through and including April 1, 2017 equal to the lesser of (1) one percent of the number of issued and outstanding shares of common stock on the immediately preceding March 31, (2) 250,000 shares or (3) a number of shares as the board of directors may determine. Appropriate adjustments will be made in the number of authorized shares and in outstanding purchase rights to prevent dilution or enlargement of participants' rights in the event of a stock split or other change in our capital structure. Shares subject to purchase rights that expire or are canceled will again become available for issuance under the 2007 Purchase Plan.

The Company's employees and employees of any parent or subsidiary corporation designated by the administrator will be eligible to participate in the 2007 Purchase Plan if they are customarily employed by us for more than 20 hours per week and more than five months in any calendar year. However, an employee may not be granted a right to purchase stock under the 2007 Purchase Plan if: (1) the employee immediately after such grant would own stock possessing 5% or more of the total combined voting power or value of all classes of our capital stock or of any parent or subsidiary corporation, or (2) the employee's rights to purchase stock under all of our employee stock purchase plans would accrue at a rate that exceeds $25,000 in value for each calendar year of participation in such plans.

The 2007 Purchase Plan is designed to be implemented through a series of sequential offering periods, generally six (6) months in duration beginning on the first trading day on or after May 1 and November 1 of each year. The administrator is authorized to establish additional or alternative sequential or overlapping offering periods and offering periods having a different duration or different starting or ending dates, provided that no offering period may have a duration exceeding 27 months.

Amounts accumulated for each participant under the 2007 Purchase Plan are used to purchase shares of the Company's common stock at the end of each offering period at a price generally equal to 85% of the lower of the fair market value of our common stock at the beginning of an offering period or at the end of the offering period. Prior to commencement of an offering period, the administrator is authorized to reduce, but not increase, this purchase price discount for that offering period, or, under circumstances described in the 2007 Purchase Plan, during that offering period. The maximum number of shares a participant may purchase in any six-month offering period is the lesser of (i) that number of shares determined by multiplying (x) 1,000 shares by (y) the number of months (rounded to the nearest whole month) in the offering period and rounding to the nearest whole share or (ii) that number of whole shares determined by dividing (x) the product of $2,083.33 and the number of months (rounded to the nearest whole month) in the offering period and rounding to the nearest whole dollar by (y) the fair market value of a share of our common stock at the beginning of the offering period. Prior to the beginning of any offering period, the administrator may alter the maximum number of shares that may be purchased by any participant during the offering period or specify a maximum aggregate number of shares that may be purchased by all participants in the offering period. If insufficient shares remain available under the plan to permit all participants to purchase the number of shares to which they would otherwise be entitled, the administrator will make a pro rata allocation of the available shares. Any amounts withheld from participants' compensation in excess of the amounts used to purchase shares will be refunded, without interest. During fiscal 2026, 177,917 shares of common stock were issued under the 2007 Purchase Plan.

In the event of a change in control, an acquiring or successor corporation may assume our rights and obligations under the 2007 Purchase Plan. If the acquiring or successor corporation does not assume such rights and obligations, then the purchase date of the offering periods then in progress will be accelerated to a date prior to the change in control.

The following table summarizes stock option activities:

	Shares Available for Grant	Number of Shares Underlying Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value Per Share	Intrinsic Value
Balance, March 31, 2025	3,095,976	7,636,716		$ 5.03	$ 2.11	
Granted	(1,356,109)	1,356,109		$ 5.48	$ 4.42	
Exercised	—	(1,309,800)		$ 4.42	$ 1.77	$ 5,444,443
Forfeited	223,528	(597,891)		$ 4.69	$ 1.95	
Balance at March 31, 2026	1,963,395	7,085,134	5.74	$ 5.25	$ 2.63	$ 5,852,486
Options vested and exercisable		4,636,645	4.34	$ 5.59	$ 2.26	$ 3,050,272
Options vested and expected to vest		7,037,592	5.72	$ 5.26	$ 2.63	$ 5,778,180
Options unvested		2,448,489	8.39	$ 4.60	$ 3.33	$ 2,802,215

The options outstanding and by exercise price at March 31, 2026 are as follows:

				Options Outstanding		Options Exercisable	
Exercise Price			Number of Shares Underlying Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number Vested and Exercisable	Weighted Average Exercise Price
$ 0.00	-	2.00	600,960	$ 1.91	7.42	493,593	$ 1.91
$ 2.01	-	4.00	1,687,530	$ 3.31	8.46	626,614	$ 3.08
$ 4.01	-	6.00	2,205,759	$ 5.05	5.03	1,467,109	$ 5.45
$ 6.01	-	8.00	1,830,496	$ 7.02	4.03	1,428,886	$ 6.97
$ 8.01	-	10.00	760,389	$ 8.51	4.51	620,443	$ 8.24
			7,085,134	$ 5.25	5.74	4,636,645	$ 5.59

Stock-based compensation

The Company recognized $2.8 million, $2.3 million and $2.8 million of stock-based compensation expense for the years ended March 31, 2026, 2025 and 2024, respectively, as follows:

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
Cost of revenues	$ 231	$ 199	$ 228
Research and development	945	1,010	1,411
Selling, general and administrative	1,627	1,053	1,199
	$ 2,803	$ 2,262	$ 2,838

Stock-based compensation expense in the years ended March 31, 2026, 2025 and 2024 included $163,000, $176,000 and $230,000, respectively, related to the Company’s Employee Stock Purchase Plan.

No tax benefit was recognized in either fiscal 2026 or fiscal 2025 due to a full valuation allowance. There were no windfall tax benefits realized from exercised stock options recognized in fiscal 2026 or fiscal 2025. Compensation cost capitalized within inventory at March 31, 2026 and 2025 was not material. As of March 31, 2026, the Company's total unrecognized compensation cost was $6.0 million, which will be recognized over the weighted average period of 1.82 years. The Company calculated the fair value of stock-based awards in the periods presented using the Black-Scholes option pricing model and the following weighted average assumptions:

	Year Ended March 31,		
	2026	2025	2024
Stock Option Plans:			
Risk-free interest rate	3.90 - 4.14 %	4.05 - 4.48 %	3.69 - 4.80 %
Expected life (in years)	7.07 - 7.30	4.89 - 5.00	4.46 - 4.94
Volatility	84.4 - 96.7 %	91.0 - 96.7 %	80.7 - 85.9 %
Dividend yield	— %	— %	— %
Employee Stock Purchase Plan:			
Risk-free interest rate	3.81 - 4.30 %	4.44 - 5.41 %	5.26 - 5.38 %
Expected life (in years)	0.50	0.50	0.50
Volatility	27.1 - 34.4 %	6.1 - 12.4 %	28.8 - 83.9 %
Dividend yield	— %	— %	— %

The weighted average fair value of options granted during the years ended March 31, 2026, 2025 and 2024 was $4.42, $2.23 and $2.13, respectively.

NOTE 12—RELATED PARTY TRANSACTIONS

The Company incurred engineering service expense and manufacturing services of approximately $223,000, $140,000 and $500,000 during the fiscal years ended March 31, 2026, 2025 and 2024, respectively, from Wistron Neweb Corp ("WNC") in connection with the manufacturing of single-APU PCIe boards, to be used in the Company's in-place associative computing product. Haydn Hsieh, a member of the Company's board of directors, is the Chairman and Chief Strategy Officer of WNC. The amount owed to WNC, of $87,000 and $8,000 at March 31, 2026 and 2025, respectively, is included in accounts payable in the Consolidated Balance Sheets. Amounts paid to WNC of $281,000 and $375,000 are included in prepaid expenses and other current assets in the Consolidated Balance Sheets at March 31, 2026 and 2025, respectively.

NOTE 13—SEGMENT AND GEOGRAPHIC INFORMATION

Based on its operating management and financial reporting structure, the Company has determined that it has one reportable business segment: the design, development and sale of integrated circuits.

The key measure of segment profit or loss utilized by the chief operating decision maker to assess performance of and allocate resources to the Company's operating segment is consolidated net income (loss). Net income (loss) is used in monitoring budget versus actual results. This measure is presented on the consolidated statements of operations and comprehensive loss. Significant segment expenses included in net income (loss) include cost of revenue, research and development, selling, general and administrative, interest income, net, other expense, net, and income tax provision (benefit), which are presented on the consolidated statements of operations and comprehensive loss. The measure of segment assets is reported on the consolidated balance sheets as total consolidated assets.

The following is a summary of net revenues by geographic area based on the location to which product is shipped:

	Year Ended March 31,		
	2026	2025	2024
		(In thousands)	
United States	$ 12,294	$ 8,152	$ 11,461
China	4,231	5,326	1,262
Singapore	2,230	2,009	2,034
Netherlands	575	554	2,825
Germany	4,599	3,716	3,498
Rest of the world	1,193	761	685
	$ 25,122	$ 20,518	$ 21,765

All sales are denominated in United States dollars.

The locations and net book value of property and equipment and operating lease right-of-use assets are as follows:

	March 31,	
	2026	2025
	(In thousands)	
United States	$ 8,367	$ 9,372
Taiwan	400	364
Israel	380	619
	$ 9,147	$ 10,355

NOTE 14—ACQUISITION

On November 23, 2015, the Company acquired all of the outstanding capital stock of MikaMonu, a development-stage, Israel-based company that specialized in in-place associative computing for markets including big data, computer vision and cyber security. MikaMonu, located in Tel Aviv, held 12 United States patents and had a number of pending patent applications.

The acquisition was accounted for as a purchase under authoritative guidance for business combinations. The purchase price of the acquisition was allocated to the intangible assets acquired, with the excess of the purchase price over the fair value of assets acquired recorded as goodwill. The Company performs a goodwill impairment test in February of each fiscal year and if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis.

The acquisition agreement provides for potential “earnout” payments to the former MikaMonu shareholders in cash or shares of the Company’s common stock, at the Company’s discretion, during a period of up to ten years following the closing if certain revenue targets for products based on the MikaMonu technology are achieved. Earnout payments, up to a maximum of $30.0 million, equal to 5% of net revenues from the sale of qualifying products in excess of certain thresholds, will be made quarterly through December 31, 2025. As of March 31, 2026, none of the revenue targets have been achieved and no revenue based earnout payments have been paid to the former MikaMonu shareholders.

The Company determined that the fair value of this contingent consideration liability was $5.8 million at the acquisition date. The contingent consideration liability at both March 31, 2026 and 2025 was $0.

At each reporting period, the contingent consideration liability was re-measured to fair value with changes recorded in selling, general and administrative expenses in the Consolidated Statements of Operations. Re-measurement of the contingent consideration liability resulted in a reduction in fair value for the years ended March 31, 2025 and 2024 of ($168,000) and ($1.0 million), respectively. See Note 7 for the valuation of contingent consideration.

NOTE 15—EMPLOYEE BENEFIT PLANS

The Company provides a defined contribution retirement plan (the “Retirement Plan”), which qualifies under Section 401(k) of the Internal Revenue Code of 1986. The Retirement Plan covers essentially all United States employees. Eligible employees may make contributions to the Retirement Plan up to 15% of their annual compensation, but no greater than the annual IRS limitation for any plan year. The Retirement Plan does not provide for Company contributions.

The Company provides a defined contribution retirement plan (the “Taiwan Pension Plan”) that covers essentially all of its employees located in Taiwan. The Company makes contributions to the Taiwan Pension Plan equal to 6% of eligible compensation and employees can make voluntary contributions of up to 6% of eligible compensation. All contributions are fully vested.

The Company provides a defined contribution retirement plan (the “Pension Plan”) that covers essentially all of its employees located in Israel. Eligible employees may make contributions to the Pension Plan up to 6% of eligible compensation, and the Company contributes up to 15.83% of eligible compensation. All contributions are fully vested.

NOTE 16—GOVERNMENT AGREEMENTS

In June 2023, the Company entered into a prototype agreement with the Space Development Agency for the development of a Next-Generation Associative Processing Unit-2 for Enhanced Space-Based Capabilities ("Prototype Agreement"). Under the Prototype Agreement, the Company will receive an award funded by the Small Business Innovation Research program. Pursuant to an agreed-upon schedule, the Company will receive milestone payments totaling an estimated $1.25 million upon successful completion of each milestone. All of the original milestones were completed as of March 31, 2026. In September 2025, the Prototype Agreement was amended to increase the total award amount to $2.0 million by adding milestones related to determining the radiation hardened capability of the Next-Generation Compute-In-Memory Associative Processing Unit ("APU2") device.

In November 2023, the Company entered into a second prototype agreement with the U.S. Air Force Research Laboratory ("AFRL") for the development of specialized algorithms for the APU2 device to Enable High-Performance Computing in Space. Pursuant to an agreed-upon schedule, the Company will receive milestone payments totaling an estimated $1.1 million upon successful completion of each milestone. All of the milestones were completed as of March 31, 2026.

In October 2024, the Company was selected by the U.S. Army for a potential contract award of up to $250,000 under the Department of War SBIR program to develop advanced, Army-specific edge computing AI solutions using its Gemini-II technology. All of the milestones were completed as of March 31, 2026.

The Prototype Agreements are unrelated to the Company's ordinary business activities. The Company has discretion in managing the activities under the Prototype Agreements and retains all developed intellectual property. The Company applies IAS 20, by analogy, and recognizes the award as a reduction of research and development expenses based on a cost incurred method.

During fiscal year 2026 and 2025, the Company recognized $1.0 million and $1.2 million, respectively, as a reduction to research and development expense in the Consolidated Statements of Operations under these agreements.

NOTE 17—WARRANTS

On October 21, 2025, the Company entered into a securities purchase agreement (the "Purchase Agreement") with an institutional investor (the "Purchaser") pursuant to which the Company agreed to issue and sell, in a registered direct offering (the "Registered Direct Offering") an aggregate of (i) 1,508,462 shares (the "Shares") of the Company's common stock, $0.001 par value per share (the "Common Stock") at a price of $10.00 per Share and (ii) pre-funded warrants to purchase 3,491,538 shares of Common Stock (the "Pre-Funded Warrants" and, collectively with the Shares, the "Offered Securities"). Each of the Pre-Funded Warrants is exercisable for one share of Common Stock at the exercise price of $0.01 per Pre-Funded Warrant, immediately exercisable, and may be exercised at any time. The Purchaser's ability to exercise its Pre-Funded Warrants in exchange for shares of Common Stock is subject to certain beneficial ownership limitations set forth therein. The Pre-Funded Warrants were classified as a liability upon issuance. All of the Pre-Funded Warrants were exercised during the quarter ended December 31, 2025 resulting in a gain of $6.2 million on the change in the fair value of the Pre-Funded Warrants.

The gross proceeds to the Company from the Registered Direct Offering were $50.0 million, before deducting the placement agents’ fees and other offering expenses payable by the Company of $3.1 million. The Registered Direct Offering closed on October 22, 2025.

NOTE 18—SUBSEQUENT EVENT

On August 1, 2023, we commenced a registered securities offering pursuant to a Sales Agreement (the "Sales Agreement") with Needham & Company, LLC ("Needham"). The Sales Agreement provided that we may offer and sell our common stock having an aggregate offering price of up to $25.0 million from time to time (the "Offering") through Needham, acting as our sales agent. The shares sold in the Offering are registered pursuant to our registration statement on Form S-3, which was filed on June 28, 2023 and declared effective by the SEC on July 19, 2023. In May 2026, we sold 950,401 shares pursuant to the Offering at an average price of $10.10 for proceeds of $9.6 million, less offering costs of $321,000, to complete the Offering.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Management's Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act, are controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, has concluded that our disclosure controls and procedures were effective as of March 31, 2026.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. Further, our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external purposes in accordance with GAAP. Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our consolidated financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our control system will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Under the supervision of our management, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2026 based on the criteria set forth in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that assessment, our management has concluded that our internal control over financial reporting was effective as of March 31, 2026.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended March 31, 2026, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information***

Insider Trading Arrangements and Policies

During the quarter ended March 31, 2026, no director or officer of the Company adopted or terminated a contract, instruction or written plan for the purchase or sale of securities of the Company intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) and/or a non-Rule 10b5-1 trading arrangement.

Item 9C. ***Disclosure Regarding Foreign Jurisdictions that Prevent Inspections***

Not applicable.

PART III

The SEC allows us to include information required in this report by referring to other documents or reports we have already filed or will soon be filing. This is called “incorporation by reference.” We intend to file our definitive proxy statement for our 2026 annual meeting of stockholders (the “Proxy Statement”) pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report, and certain information therein is incorporated in this report by reference.

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by this item with respect to executive officers is set forth in Part I of this Annual Report on Form 10-K and the remaining information required by this item is incorporated by reference from the sections entitled “Proposal No. 1 - Election of Directors” and “Corporate Governance” to be included in the Proxy Statement.

Item 11. *Executive Compensation*

The information required by this item is incorporated by reference from the section entitled “Executive Compensation” to be included in the Proxy Statement.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by this item is incorporated by reference from the sections entitled “Principal Stockholders and Stock Ownership by Management” and “Executive Compensation – Equity Compensation Plan Information” to be included in the Proxy Statement.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this item is incorporated by reference from the section entitled “Related Person Transactions” and “Corporate Governance—Director Independence” to be included in the Proxy Statement.

Item 14. *Principal Accountant Fees and Services*

The information required by this item is incorporated by reference from the section entitled “Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accounting Firm” to be included in the Proxy Statement.

PART IV

Item 15. *Exhibits and Financial Statement Schedules*

(a) The following documents are filed as part of this Form:

1. *Financial Statements*

2. *Financial Statement Schedules*

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable, is not required or is shown in the consolidated financial statements or the notes thereto.

3. *Exhibits:*

The following exhibits are filed herewith:

Exhibit Number		Name of Document
3.1		Amended and Restated Certificate of Incorporation of Registrant (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on August 26, 2022)
3.2		Bylaws of Registrant (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on January 25, 2022)
4.1		Description of Registrant's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (Incorporated by reference to identically-numbered exhibit to Registrant's Annual Report on Form 10-K filed on June 13, 2024)
10.1		Form of Indemnity Agreement between Registrant and Registrant's directors and officers (Incorporated by reference to identically-numbered exhibit to Registrant's Registration Statement on Form S-1 (File No. 333-139885) filed on January 10, 2007)
10.2	(1)	2007 Equity Incentive Plan, as amended (Incorporated by reference to Appendix A to Registrant's definitive Proxy Statement filed on July 21,2011)
10.3	(1)	2007 Employee Stock Purchase Plan and form of Subscription Agreement (Incorporated by reference to identically-numbered exhibit to Registrant's Registration Statement on Form S-1 (File No. 333-139885) filed on February 16, 2007)
10.4	(1)	Form of Notice of Grant of Stock Option (U.S. Participant) (Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed on June 4, 2007)
10.5	(1)	Form of Notice of Grant of Stock Option (Non-U.S. Participant) (Incorporated by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed on June 4, 2007)
10.6	(1)	Form of Stock Option Agreement (U.S. Participant) (Incorporated by reference to Exhibit 99.3 to Registrant's Current Report on Form 8-K filed on June 4, 2007)
10.7	(1)	Form of Stock Option Agreement (Non-U.S. Participant) (Incorporated by reference to Exhibit 99.4 to Registrant's Current Report on Form 8-K filed on June 4, 2007)
10.8		Intellectual Property Agreement dated August 28, 2009 between GSI Technology, Inc. and Sony Electronics Inc. (Incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q filed on November 16, 2009)
10.9	(1)	GSI Technology, Inc. 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K/A filed on September 2, 2016)
10.10	(1)	GSI Technology, Inc. 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K/A filed on August 26, 2021)
10.11	(1)	Form of Notice of Grant of Stock Option (U.S. Participant) under 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.2 to Registrant's Form 10-Q filed on November 4, 2016)
10.12	(1)	Form of Notice of Grant of Stock Option (Non-U.S. Participant) under 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.3 to Registrant's Form 10-Q filed on November 4, 2016)
10.13	(1)	Form of Stock Option Agreement (U.S. Participant) under 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.4 to Registrant's Form 10-Q filed on November 4, 2016)

10.14	(1)Form of Stock Option Agreement (Non-U.S. Participant) under 2016 Equity Incentive Plan (Incorporated by reference to Exhibit 10.5 to Registrant's Form 10-Q filed on November 4, 2016)
10.15	(1)GSI Technology, Inc. Executive Retention and Severance Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on October 3, 2014)
10.16	(1)First Amendment to the GSI Technology, Inc. Executive Retention and Severance Plan dated August 29. 2017 (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 31, 2018)
10.17	(1)Second Amendment to the GSI Technology, Inc. Executive Retention and Severance Plan dated August 27. 2020 (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 28, 2020)
10.18	(1)Third Amendment to the GSI Technology, Inc. Executive Retention and Severance Plan dated September 12, 2023 (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on September 15, 2023)
10.19	(1)GSI Technology, Inc. Amended and Restated Executive Retention and Severance Plan dated August 22, 2024 (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 23, 2024)
10.20	(1)GSI Technology, Inc. 2023 Variable Compensation Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on June 3, 2022)
10.21	(1)GSI Technology, Inc. 2024 Variable Compensation Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on June 2, 2023)
10.22	Factory Lease dated June 29, 2023, for 30 Tai Yuan Street, Chu-Pei City, Taiwan between GSI Technology Taiwan, Inc., as lessee, and Tai Yuen Textile Co., Ltd. as lessor (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on July 13, 2023)
10.23	Sales Agreement, dated August 1, 2023, by and between GSI Technology, Inc. and Needham & Company, LLC (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on August 1, 2023)
10.24	(1)GSI Technology, Inc. 2025 Variable Compensation Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 31, 2024)
10.25	Lease Agreement between DRSIP/ELKO, LLC, as landlord, and GSI Technology, Inc., as tenant, dated June 6, 2024 (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on June 11, 2024)
10.26	(1)GSI Technology, Inc. 2026 Variable Compensation Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 29, 2025)
10.27	(1)GSI Technology, Inc. 2027 Variable Compensation Plan (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 28, 2026)
19.1	Insider Trading Policy
21.1	List of Subsidiaries
23.1	Consent of Independent Registered Public Accounting Firm – BDO USA, P.C.
24.1	Power of Attorney (Incorporated by reference to the signature page of this Annual Report on Form 10-K)

31.1	Certification of Lee-Lean Shu, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Douglas Schirle, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Lee-Lean Shu, President and Chief Executive Officer, and Douglas Schirle, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1	Policy For Recovery of Erroneously Awarded Incentive Compensation (Incorporated by reference to identically-numbered exhibit to Registrant's Annual Report on Form 10-K filed on June 13, 2024)
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL documents)

(1) Compensatory plan or management contract.

Item 16. ***Form 10-K Summary***

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

June 5, 2026

GSI TECHNOLOGY, INC.

By /s/ DOUGLAS M. SCHIRLE

Douglas M. Schirle

Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lee-Lean Shu and Douglas Schirle, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ LEE-LEAN SHU Lee-Lean Shu	President, Chief Executive Officer and Chairman *(Principal Executive Officer)*	June 5, 2026
/s/ DOUGLAS M. SCHIRLE Douglas M. Schirle	Chief Financial Officer, Secretary *(Principal Financial and Accounting Officer)*	June 5, 2026
/s/ ELIZABETH CHOLAWSKY Elizabeth Cholawsky	Director	June 5, 2026
/s/ HAYDN HSIEH Haydn Hsieh	Director	June 5, 2026
/s/ RUEY L. LU Ruey L. Lu	Director	June 5, 2026
/s/ RONALD STEGER Ronald Steger	Director	June 5, 2026

Exhibit 19.1

GSI TECHNOLOGY, INC.

INSIDER TRADING POLICY

I. Trading in Company Securities While in Possession of Material Nonpublic Information is Prohibited

The purchase or sale of securities by any person who possesses material nonpublic information is a violation of federal and state securities laws. Furthermore, it is important that the *appearance*, as well as the fact, of trading on the basis of material nonpublic information be avoided. Therefore, it is the policy of GSI Technology, Inc. (the "Company") that any person subject to this Policy who possesses material nonpublic information pertaining to the Company may not trade in the Company's securities, advise anyone else to do so, or communicate the information to anyone else until you know that the information has been disseminated to the public.

No director, officer, employee or consultant of the Company who is aware of material nonpublic information relating to the Company may, directly or through family members or other persons or entities,

- buy or sell securities of the Company, other than pursuant to a trading plan that complies with Rule 10b5-1 promulgated by the Securities and Exchange Commission ("SEC"),
- engage in any other action to take personal advantage of that information, or
- pass that information on to others outside the Company, including friends and family (a practice referred to as "tipping").

In addition, it is the policy of the Company that no officer, director, employee or consultant who, in the course of working for the Company, learns of material nonpublic information of another company with which the Company does business, such as a customer or supplier, may trade in that company's securities until that information becomes public or is no longer material.

II. All Employees, Officers, Directors and their Family Members and Affiliates Are Subject to this Policy

This Policy applies to all directors, officers, employees and consultants of the Company and its subsidiaries. For the purposes of this Policy, officers, outside directors and consultants are included within the term "employee." This Policy also applies to any other persons whom the Company's Insider Trading Compliance Officer may designate because they have access to material nonpublic information concerning the Company, as well as any person who receives material nonpublic information from any Company insider. This Policy applies to family members who reside with employees, officers and directors (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in such persons' household and any family members who do not live in their household but whose transactions in the Company's securities are directed by employees, officers and directors or are subject to the control or influence by such persons, such as parents or children who consult with such persons before they trade in the Company's securities (collectively referred to as "Family Members"). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in the Company's securities, and you should treat all such transactions for purposes of this Policy and applicable securities laws as if the transactions were for your own account. This Policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or the Family Member. This Policy also applies to any entities (such as trusts, limited partnerships and corporations) over which employees, officers and directors have or share voting or investment control (collectively referred to as "Controlled Entities"), and transactions by Controlled Entities should also be treated for purposes of this Policy and applicable securities laws as if they were for your own account.

III. Trading Window

Any trade by a person that is subject to this Policy will be permitted only during an open "trading window." The trading window opens following the close of trading on the second full trading day following the public issuance of the Company's earnings release for the most recent fiscal quarter (which generally occurs approximately four weeks following the close of each of the first three quarters or five-six weeks following the close of the fourth quarter) and closes at the close of trading fifteen days prior to the end of a fiscal quarter. In addition to the times when the trading window is scheduled to be closed, the Company may impose a special blackout period at its discretion due to the existence of material nonpublic information, such as a pending acquisition. Following termination of employment or other service, employees will be subject to the trading window, as well as any special blackout period in effect at the time of termination, for one full fiscal quarter thereafter. Even when the window is open, Company personnel are prohibited from trading in the Company's securities while in possession of material nonpublic information. The Company's Compliance Officer will advise employees when the trading window opens and closes; provided that employees of the Company are charged with the knowledge of and responsible for their own compliance with this Policy in every situation.

IV. Hardship Exemptions

The Compliance Officer may, on a case by case basis, authorize a transaction in the Company's securities outside of the trading window (but in no event during a special blackout period) due to financial or other hardship. Any request for a hardship exemption must be in writing and must describe the amount and nature of the proposed transaction and the circumstances of the hardship. (The request may be made as part of a pre-clearance request, so long as it is in writing.) An employee requesting the hardship exemption must also certify to the Compliance Officer within two business days prior to the date of the proposed trade that he or she is not in possession of material nonpublic information concerning the Company and that the transaction does not misuse the Company's information.

The existence of the foregoing procedure does not in any way obligate the Compliance Officer to approve any hardship exemption requested by an employee, and all employees are cautioned that this exemption is intended to address limited and unusual circumstances.

V. Executive Officers and Directors Are Subject to Additional Restrictions

A. Section 16 Insiders. The Company's directors and certain officers designated as "executive officers" are subject to the reporting provisions and trading restrictions of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") and the underlying rules and regulations promulgated by the SEC. Each such person is referred to herein as a "Section 16

Insider." The Company will maintain a list of Section 16 Insiders and amend such list from time to time as necessary to reflect the addition and the resignation or departure of Section 16 Insiders.

B. Additional Restrictions. Section 16 Insiders are also subject to the additional restrictions set forth in Appendix I hereto.

VI. Insider Trading Compliance Officer

The Company has designated Douglas Schirle, Chief Financial Officer, as its Insider Trading Compliance Officer (the "Compliance Officer").

The duties of the Compliance Officer include the following:

1. Administering this Policy and monitoring and enforcing compliance with all Policy provisions and procedures.

2. Responding to all inquiries relating to this Policy and its procedures.

3. Designating and announcing special trading blackout periods during which all or some Section 16 Insiders and other employees shall be prohibited from trading in Company securities.

4. Providing copies of this Policy and other appropriate materials to all current and new directors, officers and employees, and such other persons as the Compliance Officer determines have access to material nonpublic information concerning the Company.

5. Administering, monitoring and enforcing compliance with federal and state insider trading laws and regulations; and assisting in the preparation and filing of all required SEC reports relating to trading in Company securities, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.

6. Selecting designated brokers through which employees are authorized to trade Company securities.

7. Revising this Policy as necessary to reflect changes in federal or state insider trading laws and regulations.

8. Maintaining as Company records originals or copies of all documents required by the provisions of this Policy or the procedures set forth herein, and copies of all required SEC reports relating to insider trading, including without limitation Forms 3, 4, 5 and 144 and Schedules 13D and 13G.

9. Maintaining the list of Section 16 Insiders and updating such list periodically as necessary to reflect additions or deletions.

10. Designing and requiring training about the obligations of this Policy as the Compliance Officer considers appropriate.

The Compliance Officer may designate one or more individuals who may perform the Compliance Officer's duties in the event that the Compliance Officer is unable or unavailable to perform such duties. In fulfilling his or her duties under this Policy, the Compliance Officer shall be authorized to consult with the Company's outside counsel.

VII. Pre-Clearance of Trades

All purchases and sales of equity securities of the Company by persons subject to this Policy, other than transactions that are not subject to the Policy or transactions pursuant to a Rule 10b5-1 trading plan approved by the Compliance Officer, must be pre-cleared by the Compliance Officer. The intent of this requirement is to prevent inadvertent violations of this Policy, avoid trades involving the appearance of improper insider trading, facilitate timely Form 4 reporting and avoid transactions that are subject to disgorgement under Section 16(b) of the Exchange Act.

Requests for pre-clearance must be submitted to the Compliance Officer at least two business days in advance of each proposed transaction. **The request must be submitted either in writing or in an email addressed to insidertrades@gsitechnology.com, a special email box to which the Compliance Officer and other designated persons have access.** If the employee leaves a voicemail message or submits the request by email and does not receive a response from the Compliance Officer within 24 hours, the employee will be responsible for following up to ensure that the message was received.

A request for pre-clearance should provide the following information:

- The nature of the proposed transaction and the expected date of the proposed transaction.
- The number of shares involved.
- If the proposed transaction involves a stock option exercise, the specific option to be exercised and the manner of exercise (e.g. "same day sale" or "cashless exercise").
- Contact information for the broker who will execute the proposed transaction.
- A confirmation that the Section 16 Insider has carefully considered whether he or she may be aware of any material nonpublic information relating to the Company (describing any borderline matters or items of potential concern) and has concluded that he or she does not.
- Whether the proposed transaction complies with all rules and regulations, including Rule 144, Rule 701, Form S-8, and Section 16 of the Exchange Act, applicable to securities transactions by a Section 16 Insider.
- Any other information that is material to the Compliance Officer's consideration of the proposed transaction.

The Compliance Officer may withhold or condition pre-clearance in his or her sole discretion. If the proposed transaction is pre-cleared, the employee may proceed with it on the approved terms within three days of the pre-clearance, provided that he or she complies with all other applicable securities law requirements, such as Rule 144 and prohibitions regarding trading on the basis of inside information, and with any special trading blackout imposed by the Company prior to the completion of the trade. If the employee is a Section 16 Insider, the employee and his or her broker will be responsible for immediately reporting the results of the transaction as further described below.

In addition, pre-clearance by the Compliance Officer is required for a Section 16 Insider (or any other person subject to this Policy) to enter into or modify a Rule 10b5-1 trading plan. Plans that are not pre-cleared may not be used by a Section 16 Insider. Pre-clearance must be requested at least **five** full trading days prior to entry into or modification of the 10b5-1 trading plan and be accompanied by a copy of the plan. However, pre-clearance will not be required for individual transactions effected pursuant to a pre-cleared Rule 10b5-1 trading plan that specifies or establishes a formula for determining the dates, prices and amounts of planned trades. Of course, the results of transactions effected by a Section 16 Insider under a Rule 10b5-1 trading plan must be reported immediately to the Company since they will be reportable on Form 4 within two business days following the execution of the trade. Additional information regarding Rule 10b5-1 trading plans is set forth in Appendix I hereto.

Notwithstanding the foregoing, any transactions by the Compliance Officer shall be subject to pre-clearance by the Chief Executive Officer or, in the event of his or her unavailability, the Chair of the Nominating and Governance Committee of the Board of Directors.

VIII. Designated Brokers

Each market transaction in the Company's stock must be executed by a broker designated by the Company unless the employee has received authorization from the Compliance Officer to use a different broker.

Each employee and any broker that handles the employee's transactions in the Company's stock will be required to enter into an agreement whereby:

- The employee authorizes the broker to immediately report directly to the Company the details of all transactions in Company equity securities executed by the broker in the employee's account and the accounts of all others designated by the Section 16 Insider whose transactions may be attributed to the Section 16 Insider.

- The broker agrees not to execute any transaction for the employee or any of the foregoing designated persons (other than under a pre-approved Rule 10b5-1 trading plan) until the broker has verified with the Company that the transaction has been pre-cleared.

- The broker agrees to immediately report the transaction details (including transactions under Rule 10b5-1 trading plans) directly to the Company and to the Section 16 Insider by telephone and in writing (by fax or email).

IX. Applicability of This Policy to Transactions in Company Securities

A. General Rule. This Policy applies to all transactions in the Company's securities, including common stock and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange-traded options. For purposes of this Policy, the term "trade" includes any transaction in the Company's securities, including gifts and pledges.

B. Employee Benefit Plans.

Stock Option Plans. The trading prohibitions and restrictions set forth in this Policy do not apply to the exercise of stock options for cash, but do apply to all sales of securities acquired through the exercise of stock options. Thus, this Policy does apply to the "same-day sale" or cashless exercise of Company stock options.

Employee Stock Purchase Plans. The trading prohibitions and restrictions set forth in this Policy do not apply to periodic contributions by the Company or employees to employee stock purchase plans or employee benefit plans (e.g., a pension or 401(k) plan) which are used to purchase Company securities pursuant to the employee's advance instructions. However, no officers or employees may alter their instructions regarding the level of withholding or the purchase of Company securities in such plans while in the possession of material nonpublic information. Any sale of securities acquired under such plans is subject to the prohibitions and restrictions of this Policy.

X. Definition of "Material Nonpublic Information"

A. "Material". Information about the Company is "material" if it would be expected to affect the investment or voting decisions of a reasonable shareholder or investor, or if the disclosure of the information would be expected to significantly alter the total mix of the information in the marketplace about the Company. In simple terms, material information is any type of information which could reasonably be expected to affect the market price of the Company's securities. Both positive and negative information may be material. While it is not possible to identify all information that could be deemed material, the following types of information ordinarily would be considered material:

- Financial performance, especially quarterly and year-end operating results, and significant changes in financial performance or liquidity.
- Projections of future earnings or losses, or other earnings guidance, and any changes to previously announced earnings guidance.
- Company projections and strategic plans.
- Potential mergers, acquisitions or tender offers, the sale of Company assets or subsidiaries or major partnering agreements.
- New major contracts, orders, suppliers, customers or financing sources or the loss thereof.
- Major discoveries or significant changes or developments in products or product lines, research or technologies.
- Significant changes or developments in supplies or inventory, including significant product defects, recalls or product returns.
- Significant pricing changes on key products or services.
- Stock splits, public or private securities/debt offerings, or changes in Company dividend policies or amounts.
- Significant changes in senior management or membership of the Board of Directors.
- Significant labor disputes or negotiations.

- Actual or threatened major litigation or significant developments in, or the resolution of, such litigation.
- Substantial contracts not in the ordinary course of business.
- Significant cybersecurity incidents, such as data breaches or significant disruptions or unauthorized access to information technology infrastructure.

B. "Nonpublic". Material information is "nonpublic" if it has not been widely disseminated to the general public through a report filed with the SEC or through major newswire services, national news services or financial news services. For the purpose of this Policy, information will be considered public after the close of trading on the second full trading day following the Company's widespread public release of the information.

C. Consult the Compliance Officer When in Doubt. Any employees who are unsure whether the information that they possess is material or nonpublic must consult the Compliance Officer for guidance before trading in any Company securities.

XI. Employees May Not Disclose Material Nonpublic Information to Others or Make Recommendations Regarding Trading in Company Securities

No employee may disclose material nonpublic information concerning the Company to any other person (including family members) where such information may be used by such person to his or her advantage in the trading of the securities of companies to which such information relates, a practice commonly known as "tipping." No employee or related person may make recommendations or express opinions as to trading in the Company's securities while in possession of material nonpublic information, except such person may advise others not to trade in the Company's securities if doing so might violate the law or this policy.

XII. Employees May Not Participate in Chat Rooms

Employees are prohibited from participating in chat room discussions or other Internet forums regarding the Company's securities or business.

XIII. Only Designated Company Spokespersons Are Authorized to Disclose Material Nonpublic Information

The Company is required under the federal securities laws to avoid the selective disclosure of material nonpublic information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad dissemination of the information immediately upon its release. Employees may not, therefore, disclose material information to anyone outside the Company, including family members and friends, other than in accordance with those established procedures. Any inquiries from outsiders regarding material nonpublic information about the Company should be forwarded to the Compliance Officer or the Chief Executive Officer.

XIV. Certain Types of Transactions Are Prohibited

A. Short Sales. Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy. In addition, Section 16(c) of the Exchange Act expressly prohibits executive officers and directors from engaging in short sales.

B. Publicly Traded Options. A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore may create the appearance that the director or employee is trading based on inside information. Transactions in options also may focus the director's or employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities involving the Company's stock, on an exchange or in any other organized market, are prohibited by this Policy. (Option positions arising from certain types of hedging transactions are governed by the section below captioned "Hedging Transactions.")

C. Hedging Transactions. Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the employee may no longer have the same objectives as the Company's other shareholders. Therefore, such transactions involving the Company's securities are prohibited by this Policy.

D. Margin Accounts and Pledges. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, directors, officers and other employees are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan.

E. **Trading in Other Public Companies' Securities While in Possession of Material Nonpublic Information is Prohibited**. No person subject to this Policy who possesses material nonpublic information relating to other publicly traded companies, including our vendors, customers and partners, as a result of employment with the Company or the performance of services on our behalf, may, directly or indirectly (through family members, other persons, entities or otherwise) buy or sell securities of such companies, or advise anyone else to do so, or otherwise engage in any action to take personal advantage of that information.

XV. The Company May Suspend All Trading Activities by Employees

In order to avoid any questions and to protect both employees and the Company from any potential liability, from time to time the Company may impose a "blackout" period during which some or all of the Company's employees may not buy or sell the Company's securities. The Compliance Officer will impose such a blackout period if, in his judgment, there exists nonpublic information that would make trades by the Company's employees (or certain of the Company's employees) inappropriate in light of the risk that such trades could be viewed as violating applicable securities laws.

XVI. Violations of Insider Trading Laws or This Policy Can Result in Severe Consequences

A. Civil and Criminal Penalties. The consequences of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay civil penalties up to three times the profit made or loss avoided, face private action for damages, as well as being subject to criminal penalties, including up to 20 years in prison and fines of up to $5 million. The Company and/or the supervisors of the person violating the rules may also be required to pay major civil or criminal penalties.

B. Company Discipline. Violation of this Policy or federal or state insider trading laws by any director, officer or employee may subject the director to removal proceedings and the officer or employee to disciplinary action by the Company, including termination for cause.

C. Reporting Violations. Any person who violates this Policy or any federal or state laws governing insider trading, or knows of any such violation by any other person, must report the violation immediately to the Compliance Officer or the Audit Committee of the Company's Board of Directors. Upon learning of any such violation, the Compliance Officer or Audit Committee, in consultation with the Company's legal counsel, will determine whether the Company should release any material nonpublic information or whether the Company should report the violation to the SEC or other appropriate governmental authority.

XVII. Every Individual Is Responsible

Every employee has the individual responsibility to comply with this Policy against illegal insider trading. An employee may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the material nonpublic information and even though the employee believes that he or she may suffer an economic loss or forego anticipated profit by waiting.

XVIII. This Policy Continues to Apply Following Termination of Employment

The Policy continues to apply to transactions in the Company's securities even after termination of employment. If an employee is in possession of material nonpublic information when his or her employment terminates, he or she may not trade in the Company's securities until that information has become public or is no longer material.

XIX. The Compliance Officer Is Available to Answer Questions about this Policy

Please direct all inquiries regarding any of the provisions or procedures of this Policy to the Compliance Officer.

XX. This Policy Is Subject to Revision

The Company may change the terms of this Policy from time to time to respond to developments in law and practice. The Company will take steps to inform all affected persons of any material change to this Policy.

XXI. Nominating and Governance Committee

The Nominating and Governance Committee will be responsible for monitoring and recommending any modification to the Insider Trader Policy, if necessary or advisable, to the Board of Directors.

XXII. All Employees Must Acknowledge Their Agreement to Comply with This Policy

This Policy will be delivered to all employees upon its adoption or material revision by the Company, and to all new employees at the start of their employment or relationship with the Company. Upon first receiving a copy of the Policy or any revised versions, each employee must sign an acknowledgment that he or she has received a copy and agrees to comply with the Policy's terms. This acknowledgment and agreement will constitute consent for the Company to impose sanctions for violation of this Policy and to issue any necessary stop-transfer orders to the Company's transfer agent to enforce compliance with this Policy.

APPENDIX I

Special Restrictions on Transactions in Company Securities by Executive Officers and Directors

I. Overview

To minimize the risk of apparent or actual violations of the rules governing insider trading, we have adopted these special restrictions relating to transactions in Company securities by Section 16 Insiders. As with the other provisions of this Policy, Section 16 Insiders are responsible for ensuring compliance with this Appendix I by Family Members and Controlled Entities (as those terms are defined in this Policy). Section 16 Insiders should provide each of these persons or entities with a copy of this Policy.

II. Individual Account Plan Blackout Periods

Certain trading restrictions apply during a blackout period applicable to any Company individual account plan in which participants may hold Company stock (such as the Company's 401(k) Plan). For the purpose of such restrictions, a "blackout period" is a period in which the plan participants are temporarily restricted from making trades in Company stock. During any blackout period, directors and executive officers are prohibited from trading in shares of the Company's stock that were acquired in connection with such director's or officer's service or employment with the Company. Such trading restriction is required by law, and no hardship exemptions are available. The Company will notify directors and executive officers in the event of any blackout period.

III. Reporting of Transactions

To facilitate timely reporting under Section 16 of the Exchange Act of insider transactions in Company stock, Section 16 Insiders are required to ***on the same day as the trade date***, or, with respect to transactions effected pursuant to a 10b5-1 Plan, on the day the Section 16 Insider is advised of the terms of the transaction, (a) report the details of each transaction to the Compliance Officer immediately after it is executed and (b) arrange with persons whose trades must be reported by the Section 16 Insider under Section 16 (such as immediate family members living in the Section 16 Insider's household) to immediately report directly to the Company and to the Section 16 Insider the details of any transactions they have in the Company's stock.

Transaction details to be reported include:

- Transaction date (trade date).
- Number of shares involved.
- Price per share at which the transaction was executed (before addition or deduction of brokerage commission and other transaction fees).
- If the transaction was a stock option exercise, the specific option exercised.
- Contact information for the broker who executed the transaction.
- Specific representation that the Section 16 Insider is not in possession of material non-public information.

- For a Section 16 Insider, a specific representation whether the transaction was intended to satisfy the affirmative defense conditions of Rule 10b5-1I.

The transaction details must be reported to the Compliance Officer, with copies to the Company personnel who will assist the Section 16 Insider in preparing his or her Form 4.

IV. Persons Subject to Section 16

Most purchases and sales of Company securities by its directors, executive officers and greater-than-10% stockholders are subject to Section 16 of the Exchange Act. The Nominating and Governance Committee will review, at least annually, those individuals who are deemed to be executive officers for purposes of Section 16 and will recommend any changes regarding such status to the Board of Directors. An executive officer is generally defined as the president, principal financial officer, principal accounting officer or controller, any vice president in charge of a principal business unit, division or function or any other officer or person who performs a policy-making function.

V. Form 4 Reporting

Under Section 16, most trades by Section 16 Insiders are subject to reporting on Form 4 ***within two business days*** following the trade date (which in the case of an open market trade is the date when the broker places the buy or sell order, not the date when the trade is settled). To facilitate timely reporting, all transactions that are subject to Section 16 must be reported to the Company ***on the same day as the trade date***, or, with respect to transactions effected pursuant to a Rule 10b5-1 plan, on the day the Section 16 Insider is advised of the terms of the transaction.

VI. Special Guidelines for 10b5-1 Trading Plans

A Section 16 Insider (or any other person subject to the Insider Trading Policy) will not be deemed to have violated the Policy for transactions pursuant to a 10b5-1 trading plan that has been pre-cleared by the Compliance Officer. The Compliance Officer may withhold or condition pre-clearance of any proposed 10b5-1 Plan (each, a "***Proposed Plan***") for any reason, in his or her sole discretion.

A. Each Proposed Plan must be approved prior to the effective time of any transactions under such Proposed Plan by the Compliance Officer in consultation with the Company's counsel. The Company reserves the right to withhold approval of any Plan that the Compliance Officer determines:

1. fails to comply with the Rule;

2. would permit a transaction to occur before the later of (i) 90 days after adoption (including deemed adoption) of the Proposed Plan or (ii) two business days after disclosure of the issuer's financial results in a Form 10-Q or Form 10-K for the quarter in which the Proposed Plan was adopted (subject to a maximum of 120 days after adoption of the Proposed Plan);

3. is established during a "closed" window period or a special "blackout" period, or the Section 16 Insider is unable to represent to the satisfaction of the Compliance Officer that the Section 16 Insider is not in possession of material nonpublic information regarding the Company;

4. lacks appropriate mechanisms to ensure that the Section 16 Insider complies with all rules and regulations, including Rule 144, Rule 701, Form S-8, and Section 16 of the Exchange Act, applicable to securities transactions by the Section 16 Insider;

5. does not provide the Company the right to suspend all transactions under the Proposed Plan if the Compliance Officer, in his or her sole discretion, deems such suspension necessary or advisable, including suspensions to comply with any "lock-up" agreement the Company agrees to in connection with a financing or other similar events;

6. exposes the Company or the Section 16 Insider to liability under any other applicable state or federal rule, regulation or law;

7. creates any appearance of impropriety;

8. fails to meet guidelines for such plans established by the Company from time to time;

9. otherwise fails to satisfy review by the Compliance Officer for any reason;

Once a Plan is approved, no further pre-approval of transactions conducted pursuant to the Plan will be required.

B. Transactions must be made pursuant to a documented plan (the "Plan") entered into in good faith that complies with all provisions of Rule 10b5-1, as amended from time to time (the "Rule"), including, without limitation:

1. Each Plan must be in the form of a binding, written contract that specifies either:

   (a) the amount of securities to be purchased or sold and the price at which and the date on which the securities are to be purchased or sold; or

   (b) a written formula or algorithm, or computer program, for determining the amount of securities to be purchased or sold and the price at which and the date on which the securities are to be purchased or sold.

2. Each Plan must prohibit the Section 16 Insider and any other person who possesses material nonpublic information from exercising any subsequent influence over how, when, or whether to effect purchases or sales and must state that any person executing Plan transactions may not deviate from Plan instructions.

C. Any modifications to or deviations from a 10b5-1 Plan are deemed to be the Section 16 Insider entering into a new 10b5-1 Plan and, accordingly, require pre-clearance of such modification or deviation. Any termination of the Plan is subject to the prior approval of the Compliance Officer. Any termination of a 10b5-1 Plan must be immediately reported to the Compliance Officer. If a Section 16 Insider has pre-cleared a new 10b5-1 Plan (the "Second

Plan") intended to succeed an earlier pre-cleared 10b5-1 Plan (the "First Plan"), the Section 16 Insider may not affirmatively terminate the First Plan without pre-clearance, because such termination is deemed to be entering into the Second Plan.

D. Each Plan must:

1. be established at a time when the Section 16 Insider is not aware of material nonpublic information about the Company or the securities covered by the Plan;

2. be established at a time when the trading window is open with respect to the Section 16 Insider;

3. be established in good faith and not as part of a plan or scheme to evade the insider trading rules; and

4. provide that the first transaction under the Plan will occur no sooner than the later of 30 days after the date of establishment of the Plan and the opening of the trading window following the Company's next quarterly earnings release.

E. None of the Company, the Board of Directors, the Compliance Officer nor any of the Company's other officers, employees or representatives shall be deemed, solely by virtue of their approval of a Plan, to have represented that such Plan complies with the Rule or to have assumed any liability or responsibility to the Section 16 Insider or any other party if such Plan fails to comply with the Rule.

GSI TECHNOLOGY, INC. SUBSIDIARIES

GSI Technology Holdings, Inc., a Cayman Islands company

GSI Technology (BVI), Inc., a British Virgin Islands company

GSI Technology Taiwan, Inc., a Republic of China company

GSI Technology Israel Ltd., an Israeli company

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-272985) and Form S-8 (No. 333-144140, 333-219798 and 333-260474) of GSI Technology, Inc. (the Company) of our report dated June 5, 2026, relating to the consolidated financial statements of the Company which appears in this Annual Report on Form 10-K.

/s/ BDO USA, P.C.

San Jose, California
June 5, 2026

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT

TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Lee-Lean Shu, certify that:

1. I have reviewed this annual report on Form 10-K of GSI Technology, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 5, 2026

/s/ LEE-LEAN SHU

Lee-Lean Shu
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT

TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Douglas M. Schirle, certify that:

1. I have reviewed this annual report on Form 10-K of GSI Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 5, 2026

/s/ DOUGLAS M. SCHIRLE

Douglas M. Schirle
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of GSI Technology, Inc. (the "Company") on Form 10-K for the year ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officers of the Company, each certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

June 5, 2026

/s/ LEE-LEAN SHU

Lee-Lean Shu
President and Chief Executive Officer

/s/ DOUGLAS M. SCHIRLE

Douglas M. Schirle
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.