

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Chapman David Brian</u>  (Last) (First) (Middle) GSI TECHNOLOGY, INC. 4131 SPICEWOOD SPRINGS RD., F2  (Street) AUSTIN TX 78759  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/28/2007	3. Issuer Name and Ticker or Trading Symbol <u>GSI TECHNOLOGY INC [ GSIT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, Marketing	5. If Amendment, Date of Original Filed (Month/Day/Year) 03/28/2007  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	11/08/2008	Common Stock	120,000	0.15	D	
Stock Option (right to buy)	(2)(14)	05/25/2011	Common Stock	10,313	5.4	D	
Stock Option (right to buy)	(3)(14)	05/25/2011	Common Stock	10,313	5.4	D	
Stock Option (right to buy)	(4)	07/15/2012	Common Stock	30,000	4	D	
Stock Option (right to buy)	(5)(14)	07/15/2013	Common Stock	20,625	2.1	D	
Stock Option (right to buy)	(6)(14)	07/15/2013	Common Stock	20,625	2.1	D	
Stock Option (right to buy)	(7)(14)	12/15/2013	Common Stock	20,625	3.5	D	
Stock Option (right to buy)	(8)(14)	11/21/2016	Common Stock	18,181	5.5	D	
Stock Option (right to buy)	(9)(14)	11/21/2016	Common Stock	18,181	5.5	D	
Stock Option (right to buy)	(10)(14)	11/21/2016	Common Stock	18,181	5.5	D	
Stock Option (right to buy)	(11)(14)	11/21/2016	Common Stock	2,444	5.5	D	
Stock Option (right to buy)	(12)(14)	11/21/2016	Common Stock	2,444	5.5	D	
Stock Option (right to buy)	(13)(14)	11/21/2016	Common Stock	2,444	5.5	D	

Explanation of Responses:

- Option for 120,000 shares was granted on November 9, 1998, and vests and becomes exercisable over 4 years at the rate of 25% on the first anniversary of the grant date and 25% annually thereafter.
- Option for 10,313 shares was granted on May 25, 2001, and vests and becomes exercisable at the rate of 100% on November 9, 2003.
- Option for 10,313 shares was granted on May 25, 2001, and vests and becomes exercisable at the rate of 100% on November 9, 2004.
- Option for 30,000 shares was granted on July 15, 2002, and vests and becomes exercisable over 4 years at the rate of 25% on the first anniversary of the grant date and 25% annually thereafter.
- Option for 20,625 shares was granted on July 15, 2003, and vests and becomes exercisable at the rate of 100% on November 9, 2005.
- Option for 20,625 shares was granted on July 15, 2003, and vests and becomes exercisable at the rate of 100% on November 9, 2006.
- Option for 20,625 shares was granted on December 15, 2003, and vests and becomes exercisable at the rate of 100% on November 9, 2007.
- Option for 18,181 shares was granted on November 21, 2006, and vests and becomes exercisable at the rate of 100% on November 9, 2008.
- Option for 18,181 shares was granted on November 21, 2006, and vests and becomes exercisable at the rate of 100% on November 9, 2009.
- Option for 18,181 shares was granted on November 21, 2006, and vests and becomes exercisable at the rate of 100% on November 9, 2010.
- Option for 2,444 shares was granted on November 21, 2006, and vests and becomes exercisable at the rate of 100% on November 9, 2008.
- Option for 2,444 shares was granted on November 21, 2006, and vests and becomes exercisable at the rate of 100% on November 9, 2009.
- Option for 2,444 shares was granted on November 21, 2006, and vests and becomes exercisable at the rate of 100% on November 9, 2010.
- This amended Form 3 is being filed to correct the description of vesting, which was incorrectly reported on the Form 3 originally filed on March 28, 2007.

Remarks:

Caroline Y. Wu, Attorney-in-Fact

04/03/2007

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

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

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

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

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