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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**September 18, 2014**  
Date of Report (date of earliest event reported)

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**GIGOPTIX, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-35520**  
(Commission  
File Number)

**26-2439072**  
(I.R.S. Employer  
Identification Number)

**130 Baytech Drive**  
**San Jose, CA 95134**  
(Address of principal executive offices)

**(408) 522-3100**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On September 18, 2014 at 10:00 AM Eastern Daylight Time, GigOptix, Inc. (“GigOptix”) will be giving an investor presentation at the 5<sup>th</sup> Annual Craig-Hallum Alpha Select Conference in New York, New York. The investor presentation includes information related to the proposed transaction between GigOptix and GSI Technology, Inc., as previously announced by the Company in its Current Report on Form 8-K as filed with the Securities and Exchange Commission on August 19, 2014.

A copy of the investor presentation dated September 18, 2014 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Forward-Looking Statements**

This Current Report on Form 8-K and the exhibits attached hereto contains 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, including statements regarding the proposed transaction with GSI Technology, Inc. Such statements contain words such as “will,” and “expect,” or the negative thereof or comparable terminology, and include (without limitation) statements regarding growth, opportunities, continued traction, contracts, improvements and our statements under the heading “Financial Outlook.” Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. These risks include, but are not limited to: the ability to consummate a transaction with GSI Technology, including, GigOptix and GSI Technology may not enter into any definitive agreement with respect to the proposed transaction or required regulatory approvals may not be obtained in a timely manner, if at all; if a transaction is consummated, the ability to realize the anticipated benefits of the proposed transaction, the ability to successfully integrate the two companies, or that the integration of GSI Technology’s operations with GigOptix may be materially delayed or may be more costly or difficult than expected; that the proposed transaction would materially increase leverage and debt service obligations, including the effect of certain covenants in any new borrowing agreements, the ability to extend product offerings into new areas or products, the ability to commercialize licensed technology, changes in demand and purchasing volume of customers, unpredictability of suppliers, our ability to control our costs of goods sold, the ability to move product sales to production levels, the ability to cross-sell to new clients and to diversify, the success of product sales in new markets or of recently produced product offerings, including bundled product solutions, the ability to improve productivity, and to do so in an efficient manner, the ability to resolve litigation matters, and the ability to pursue and attract other merger and acquisition opportunities. Additional factors that could cause actual results to differ are discussed under the heading “Risk Factors” and in other sections of the Company’s filings with the SEC, and in the Company’s other current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this Current Report on Form 8-K are made as of the date hereof, based on information available to the Company as of the date hereof, and the Company assumes no obligation to update any forward-looking statement.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibit**

Exhibit 99.1 Investor Presentation dated September 18, 2014

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.


GIGOPTIX, INC.

By: /s/ Dr. Avi Katz  
Name: Dr. Avi Katz  
Title: Chief Executive Officer

Date: September 18, 2014


EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation dated September 18, 2014



Filed by GigOptix, Inc.  
Pursuant to Rule 425 under the  
Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934

Subject Company: GSI Technology, Inc.  
Commission File No: 001-33387



**Craig-Hallum**  
**Alpha Select Conference**  
***September 18, 2014***

The background image shows a bundle of fiber optic cables with bright, glowing light trails extending from the bottom left towards the top right, set against a dark background.

# Important Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This material is not a substitute for the prospectus/proxy statement GigOptix and GSI Technology would file with the Securities and Exchange Commission ("SEC") if an agreement between GigOptix and GSI Technology is reached or any other documents which GigOptix may send to stockholders in connection with the proposed transaction. Investors are urged to read any such documents, when available, because they will contain important information. Such documents would be available free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) or by directing a request to GigOptix, 130 Baytech Drive, San Jose, California 95134, Attention: Curt Sacks or by e-mail at [csacks@gigoptix.com](mailto:csacks@gigoptix.com).

GigOptix and its directors, executive officers and other employees may be deemed to be participants in any solicitation of GigOptix or GSI Technology stockholders in connection with the proposed transaction. Information about GigOptix directors and executive officers is available in GigOptix' Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on Mar. 18, 2014, and its proxy statement for its 2013 annual meeting of stockholders, which was filed with the SEC on Oct. 11, 2013. Additional information about the interests of potential participants will be included in any proxy statement filed in connection with the proposed transaction.

# Disclaimer

## Forward Looking Statements:

This presentation contains statements regarding operating trends, future results, new projects, and other market, business and product trends that are 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, including the bringing of products to market with full documentation. Such statements contain words such as "will," and "expect," or the negative thereof or comparable terminology, and include (without limitation) statements regarding growth, opportunities, continued traction, contracts and improvements. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. These risks include, but are not limited to: the ability to consummate a transaction with GSI Technology, including, GigOptix and GSI Technology may not enter into any definitive agreement with respect to the proposed transaction or required regulatory approvals may not be obtained in a timely manner, if at all; if a transaction is consummated, the ability to realize the anticipated benefits of the proposed transaction, the ability to successfully integrate the two companies, or that the integration of GSI Technology's operations with GigOptix may be materially delayed or may be more costly or difficult than expected; that the proposed transaction would materially increase leverage and debt service obligations, including the effect of certain covenants in any new borrowing agreements, the ability to extend product offerings into new areas or products, the ability to commercialize licensed technology, changes in demand and purchasing volume of customers, unpredictability of suppliers, our ability to control our costs of goods sold, the ability to move product sales to production levels, the ability to cross-sell to new clients and to diversify, the success of product sales in new markets or of recently produced product offerings, including bundled product solutions, the ability to improve productivity, and to do so in an efficient manner, the ability to resolve litigation matters, and the ability to pursue and attract other merger and acquisition opportunities. Additional factors that could cause actual results to differ are discussed under the heading "Risk Factors" and in other sections of the GigOptix filings with the SEC, and in GigOptix's other current and periodic reports filed or furnished from time to time with the SEC.

All Information in this presentation is as of September 18, 2014. GigOptix undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

## Use of Non-GAAP and Adjusted EBITDA Financial Measures:

These materials include references to non-GAAP revenue, non-GAAP net income/loss, Adjusted consolidated non-GAAP net income/loss, and Adjusted EBITDA. GigOptix believes that these non-GAAP financial measures are important indicators of the ongoing operations of its business and provide better comparability between reporting periods and provide a better baseline for analyzing trends in GigOptix's operations. GigOptix does not, nor does it suggest that investors should, consider such non-GAAP and Adjusted EBITDA financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. GigOptix believes the disclosure of the effects of these items increases the reader's understanding of the underlying performance of the business and that such non-GAAP and Adjusted EBITDA financial measures provide investors with an additional tool to evaluate our financial results and assess our prospects for future performance.

# GigOptix Overview

## *Emerging Fabless Leader in ICs for High Speed Communication Links and Network Applications*

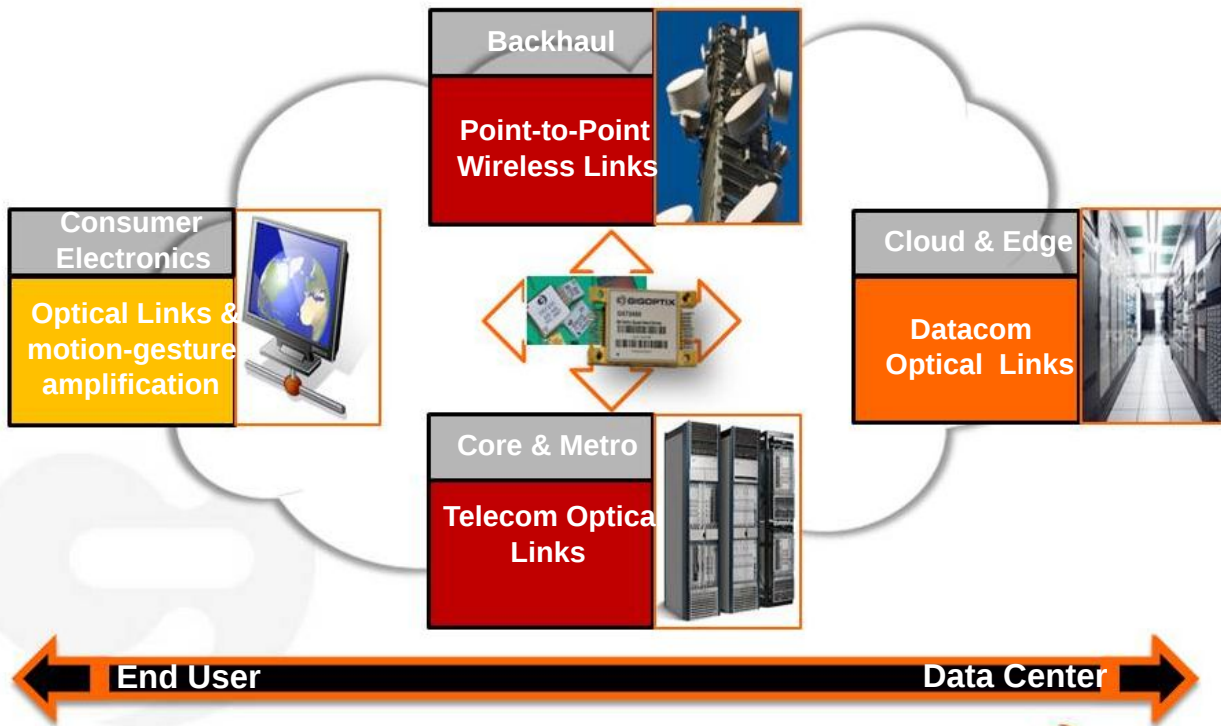
- **Core Products Target 3 Primary Markets:**
  - High-speed fiber optical communications
  - Wireless backhaul networks
  - High-speed links for consumer application
- **Customer base:** Tier 1 & 2 equipment OEMs and ODMs
- **Market Leadership:** ICs for active optical cables (AOC) and pluggables, MCMs for 100Gbps Coherent transceivers, E-Band MMICs for wireless backhaul radios
- **Solid Financial Position:**
  - Q2'14 revenue of \$8.0M, up 18% Y/Y and 9% Q/Q
  - EBITDA of \$1M, Non-GAAP net income of \$285K or \$0.01 per diluted share
  - Cash balances of \$18.5M and no debt
  - 32.2M shares O/S; Market Cap of ~\$39M
- **113 Patents:** Core IP leveraged in our major markets;
  - Strong patent protection process in place
- **Headquarters:** San Jose, California
  - 100 employees globally






# GigOptix Focused Mission

*Enabling High-Speed End-to-End Network Connectivity*



# Growth by Successful Strategic Development

	 <b>GIGOPTIX</b>	Products	Activity	Applications
2007		GaAs Drivers	Acquisition Palo Alto, CA, USA	Telecom & Datacom 100G to 400G Coherent MCMs for Transceivers
2008		SiGe Amplifiers & Drivers	Acquisition Zurich, Switzerland	Datacom & Consumer 40G to 100G Chipsets for AOC & Pluggables
2009		TFPS Polymer Modulators	Acquisition Bothell, WA, USA	Telecom –Datacom 100G TFPS Modulators for Transceivers
2011		Structured ASICs & Standard Cells	Acquisition Santa Clara, CA, USA	Industrial Applications 0.35um to 28nm ASIC Chips
2012		GaAs MMICs & Transceivers	Acquisition San Jose, CA, USA	Wireless Backhaul 10-90GHz Chipsets for PtP Radios
2014		SiGe Amplifiers	Licensing Haifa, Israel	Wireless Backhaul 10-90GHz Chipsets for PtP Radios
		Silicon Photonics	Joint Venture Campinas, Brazil	Telecom & Datacom Components for SFF Communications Modules
		SiGe, CMOS RF Chipsets	Acquisition Auburn, CA, USA	Wireless Backhaul & GPS RF Chipsets

# Q3'14 News: GSIT Acquisition Proposal

- Proposed Deal Structure
  - Per share consideration of \$6.50
    - \$2.00 per share in cash
    - GigOptix common stock worth \$1.33
    - Special cash dividend of \$3.17 per share payable by GSIT shareholders
- Commitment letter from Opus Bank to fully debt finance the cash portion of the consideration paid by GigOptix
- Combined Financial Profile
  - Approximately \$86 million in sales over the most recently reported TTM
  - Would be immediately Adjusted EBITDA accretive
- Technology and Customer Synergies
  - Speeds for moving data are increasing there has to be greater integration between the back plane of the server and optical components to reduce latency and cross-talk
  - Combined company would provide a diverse product portfolio and integrated approach to respective major customers, including Alcatel-Lucent, Cisco Systems, and Huawei Technologies

\*Announced by GigOptix on August 19, 2014. Rejected by GSI Technology board of directors on September 8, 2014, but GigOptix still seeks to engage in discussion. Please see the filings by GigOptix with the Securities and Exchange Commission on August 19 and September 9, 2014 for additional information

# Growth Catalysts for 2014 and Beyond

- Backbone networks for Telecom Core & Metro Connectivity (100Gbps-400Gbps)
  - Leading supplier of 100Gbps Coherent Gen1 (Limiting) and Gen2 (Linear) MCMs and devices for Core long-haul now, expands into Metro in 1H 2015
  - Pioneering supplier of 400Gbps MCMs and devices for Core long-haul
- Mobile networks for V-Band (60GHz) and E-Band (70GHz-90GHz) wireless
  - Leading developer of wireless Backhaul point-to-point MMICs
  - Expect revenue to double in CY 2014 from \$1.7M in 2013
- Metro datacom networks for Datacenter Connectivity (Parallel 40Gbps-100Gbps)
  - Sole RF device merchant supplier for Active Optical Cables and Pluggables 40Gbps for data-center fiber installations
  - Leading supplier in high-speed optical links for Edge & Cloud
- Access network for Consumer Electronics
  - Leveraging existing high-speed optical links and RF amplifier technology for use in high speed links for consumer applications

# Today's Network Challenges and Opportunities

Backbone Network

Metro Network

Mobile Network

Access Network



Core & Metro

Datacenters

Small Cells P-t-P Wireless High Speed Links

3.9Bn  
Connected People to Internet  
in 2017

3x Increase in Average  
Broadband Speed 2012-2017

440% Increase in  
Cloud Traffic 2012-2017

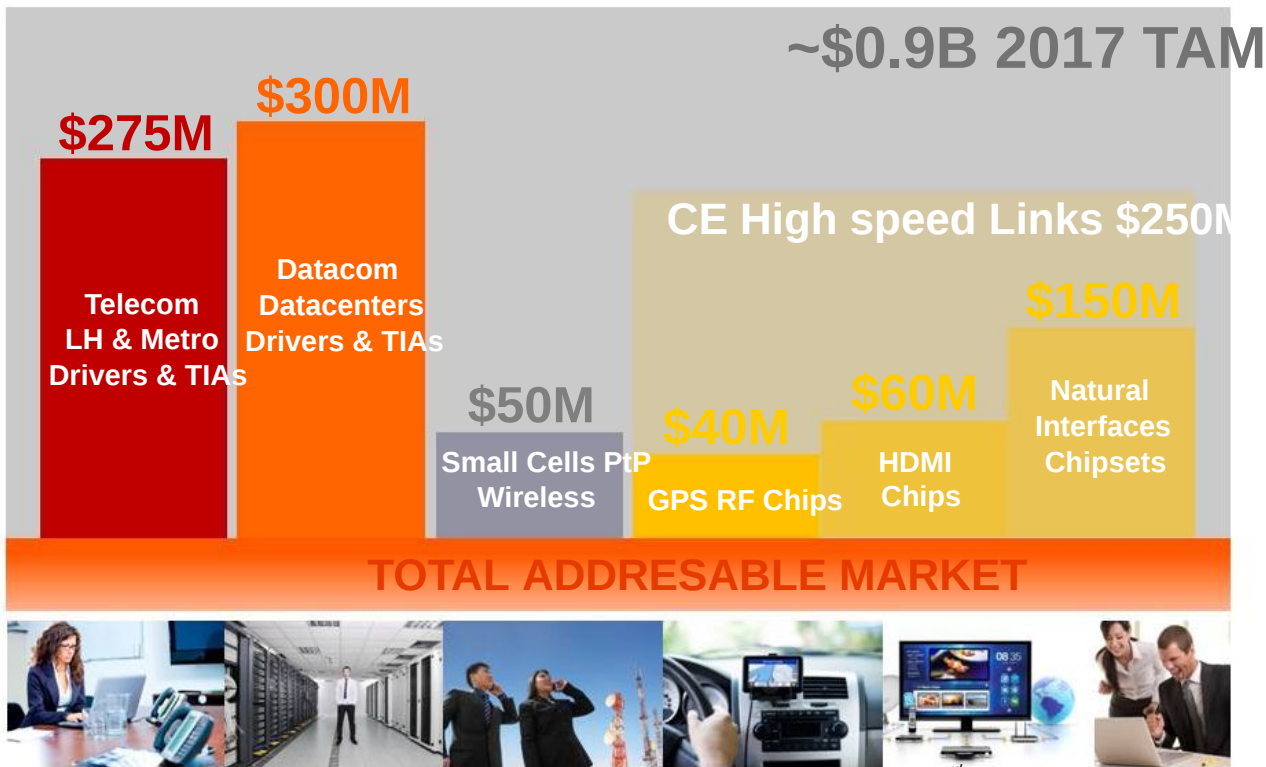
720% Increase in  
Video Traffic 2012-2017

>70Bn Connected "Things"  
Internet in 2020

Source: Multiple 3<sup>rd</sup> party sources, GigOptix analysis

# Compelling Markets

~\$0.9B 2017 TAM



Source: Multiple 3<sup>rd</sup> party sources, GigOptix analysis

# GigOptix Solutions

## Core & Metro Networks Links



Drivers & TIAs



## Datacenter Networks Links



Drivers & TIAs for AOCs & Pluggables



## P-to-P Wireless Backhaul



RF MMICs for Small Cells



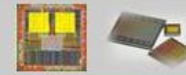
## Consumer Electronics High Speed Links



Chips for HDMI Cable, Natural interfaces, & GPS



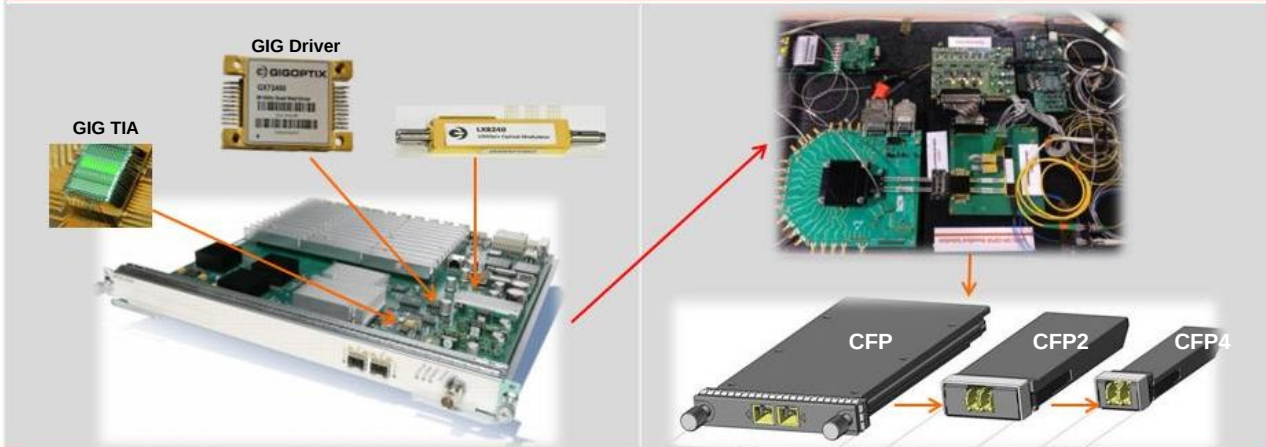
Industrial Customized ASICs



High Speed End-to-End Solutions Via High-Speed links

# Core & Metro Links: 100Gbps - 400Gbps Coherent

Today's solution: transceivers Tomorrow: small FF integration



**GigOptix Differentiation:** TIAs & Drivers For All Speeds & Form Factors  
Leading Position In 100Gbps Coherent

GigOptix Revenue 1H 2014: \$4.8M

Launched in 2007

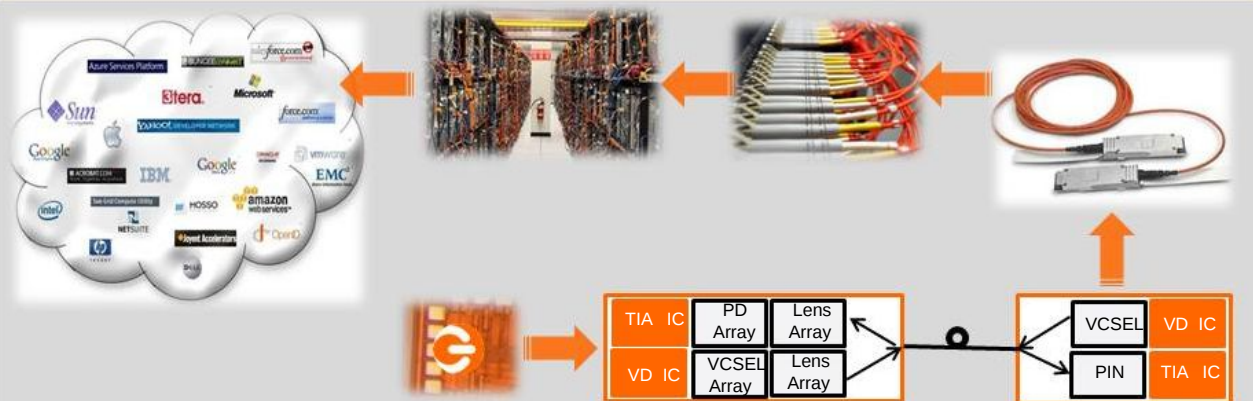
Market Forecast 2014: ICs TAM: ~\$120M **22% CAGR (2013-16)**

Source: OVUM Report + GigOptix Management



# Cloud & Edge Links: 40Gbps & 100Gbps Parallel

Parallel optics links for 4 and 12 channels of 10, 16 and 28 Gbps



**GigOptix Differentiation:** Sole Parallel Device Merchant Supplier  
TIAs & Drivers for FDR, EDR, QSFP SR

GigOptix Revenue 1H 2014 : \$3.9M

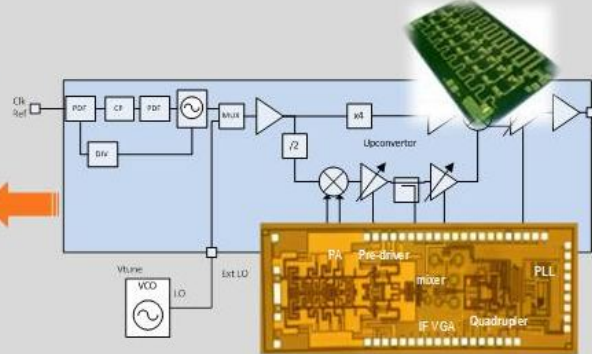
Launched in 2009

Market Forecast 2014: ICs TAM: ~\$200M **45% CAGR (2013-16)**

Source: Light Counting Report + GigOptix Management

# RF Backhaul Point-to-Point Wireless

E-Band Backhaul Point-to-Point Wireless With Leading Integration And Architecture Powered By GigOptix Chipsets



**GigOptix Differentiation:** 2 Chip Solution For E-band P-t-P Backhaul  
Best Output Power Performance

**GigOptix Revenue 1H 2014 : \$2.2M**

**Launched in 2013**

**Market Forecast 2014: ICs TAM: ~\$5.0M ~~120% CAGR (2013-16)~~**

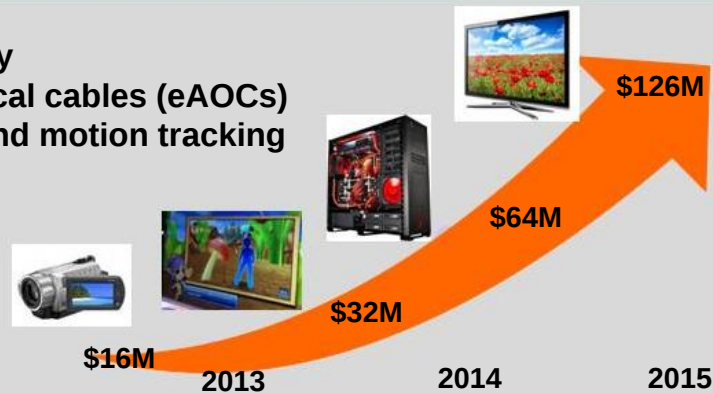
Source: Gartner, Inc. + GigOptix Management

# Consumer Electronics High-Speed Optical Links

## GigOptix Components Powering High-Speed Consumer Optical Link Applications

### Potential Applications

- 4K/8K TVs connectivity
- Embedded active optical cables (eAOCs)
- Gesture recognition and motion tracking
- 2D/3D resolution



**GigOptix Differentiation:** Leveraging The Access Mature Techno Devices In AOCs, E-AOCs And Backpl

**Longer-Term Revenue Opportunity**

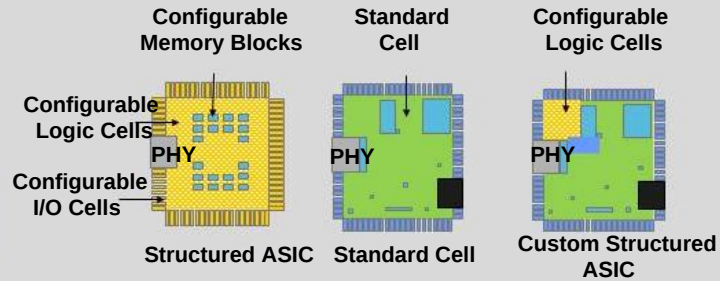
Samples Launched In 2013

**170% CAGR (2013-16)**

Source: Light Counting Report + GigOptix Management

# Custom ASIC: Industrial & Mil/Aero

**GigOptix ASICs Provide High-Value and Cost Efficient Customized Solutions for FPGA and ASIC Conversions**



**GigOptix Differentiation: Provider Custom Structured ASICs Supporting FPGA And ASIC Conversion**

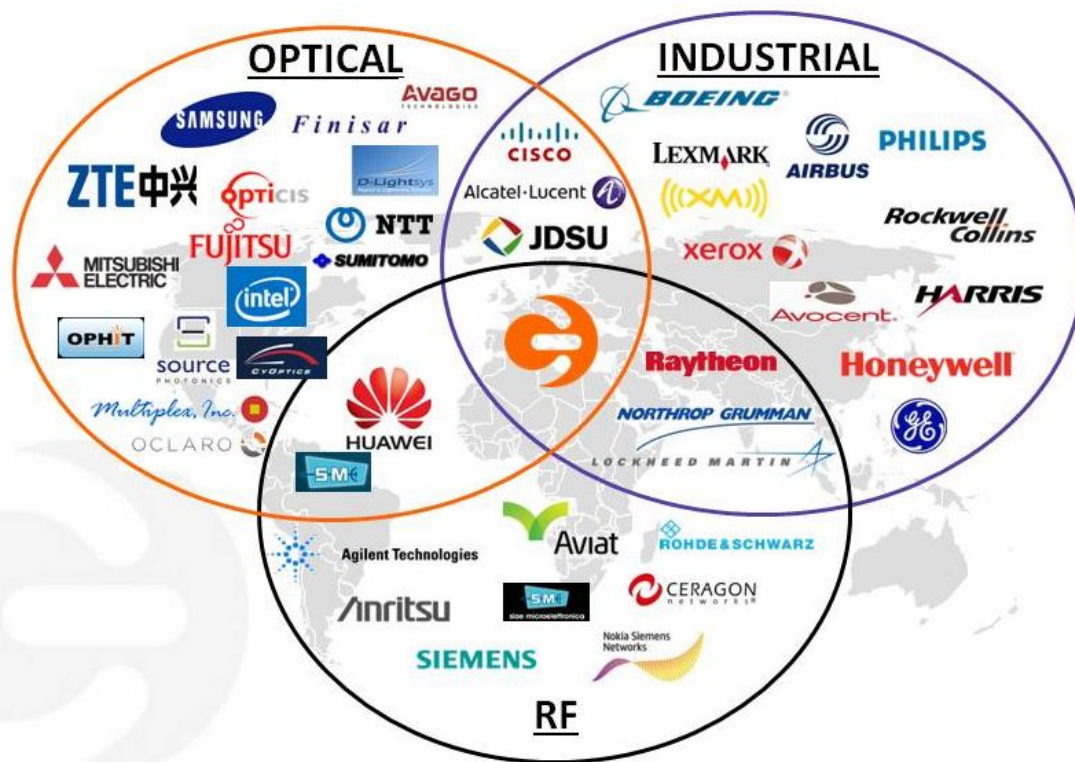
**GigOptix Revenue 1H 2014 : \$4.5M**

**Launched in 2010**

**Market Forecast 2014: ICs TAM: ~\$100M (5% CAGR 2013-16)**

Source: Gartner, Inc. + GigOptix Management

# Key Customer Relationships



# Trended Financial Summary

## Revenue (\$M)



## Adjusted EBITDA (\$M)



12 consecutive quarters of positive Adj. EBITDA

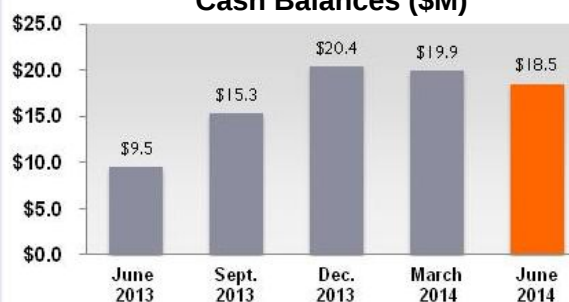
### Q3 2014 Guidance\*

- Revenue in the range of \$8.2M to \$8.4M

### Additional commentary

- Q3'14 R&D of approximately \$3.5M
- Q3'14 SG&A of approximately \$1.5M

## Cash Balances (\$M)



\* Guidance for quarter ending September 28, 2014 provided on July 28, 2014

# Trended Revenue by Product Lines

\$ Millions	Q2'13	Q3'13	Q4'13	Q1'14	Q2'14
<b>High-Speed Communications</b>	\$4.5	\$5.2	\$5.5	\$5.3	\$5.6
<b>A. Optics</b>	\$4.1	\$4.9	\$4.8	\$4.4	\$4.3
Telecom	\$2.8	\$3.7	\$3.2	\$2.8	\$2.0
Datacom	\$1.3	\$1.2	\$1.6	\$1.6	\$2.3
<b>B. RF</b>	\$0.4	\$0.3	\$0.7	\$0.9	\$1.3
<b>Industrial (ASIC)</b>	\$2.3	\$2.1	\$2.3	\$2.1	\$2.4
<b>Total Revenue</b>	\$6.8	\$7.3	\$7.8	\$7.4	\$8.0

Percent of Total Revenue	Q2'13	Q3'13	Q4'13	Q1'14	Q2'14
<b>High-Speed Communications</b>	67%	71%	71%	72%	70%
<b>A. Optics</b>	61%	66%	62%	60%	53%
<b>B. RF</b>	6%	5%	9%	12%	17%
<b>Industrial (ASIC)</b>	33%	29%	29%	28%	30%

# Financial Model (Non-GAAP)

\$ Millions	FY 2013	Q1'14	Q2'14	Long-Term Model**
Revenue	100%	100%	100%	100%
Gross Profit	63%	60%	59%	55%-60%
Research & Development	44%	47%	37%	25%
Selling, General & Admin.	21%	22%	18%	15%
Total Operating Expense	64%	69%*	55%	40%
Operating Income	-1%	-9%	4%	15%-20%

\* In Q1'14 the Company reported higher R&D costs to support new tape-outs and SG&A increased due to normal Q1 related expenses.

\*\*Company's internal goal based on a 3-5 year timeline. Provided for discussion purposes only, and the Company provides no guarantee of achievement of these goals, nor commits to update this information. The Company's ability to achieve this long-term model is subject to risks and uncertainties.



# Year-over-Year Financial Progress

	Q2'13	Q2'14	% Increase
<b>Share Price</b> (as of September 12, 2013 and 2014)	\$1.14	\$1.20	5%
<b>Market Capitalization</b> (as of September 12, 2013 and 2014)	\$28M	\$39M	56%
<b>Quarterly Total Revenue</b>	\$6.8M	\$8.0M	18%
<b>Cash/Equivalents</b>	\$9.5M	\$18.5M	95%
<b>Debt</b>	\$6.0M	-	-100%
<b>Stockholders Equity</b>	\$25.5M	\$39.5M	55%

# Balance Sheet & Capitalization

## Balance Sheet 6/29/14 (Millions)

## Cap Table Highlights (as of 9/12/14)

Cash & Equivalents	<b>\$18.5</b>
Accounts Receivable	<b>\$7.0</b>
Inventory	<b>\$4.3</b>
Other Current Assets	<b>\$0.7</b>
<b>Total Current Assets</b>	<b>\$30.6</b>
Long-term Assets	<b>\$15.5</b>
<b>Total Assets</b>	<b>\$46.1</b>
Current Liabilities	<b>\$5.9</b>
Long-term Liabilities	<b>\$0.7</b>
<b>Total Liabilities</b>	<b>\$6.5</b>
<b>Total Equity</b>	<b>\$39.5</b>
<b>Total Liabilities &amp; Equity</b>	<b>\$46.1</b>

Common Stock Outstanding	<b>32.2M</b>
Stock Price	<b>\$1.20</b>
Avg. Trading Volume	<b>92,000</b>
Market Cap	<b>~\$39M</b>
Options Outstanding	<b>9.1M</b>
Weighted Exercise Price	<b>\$2.35</b>
RSUs Outstanding	<b>2.0M</b>
Warrants Outstanding	<b>0.7M</b>