Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
OMB Number:	3235-0287	
Estimated average burden		
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) GSI TECHNOLOGY INC [GSIT] Yau Robert Director X 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) (Middle) below) below) (Last) (First) 08/23/2023 VP, Engin., Sect. & Director GSI TECHNOLOGY, INC. 1213 ELKO DRIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting 94089 SUNNYVALE CA Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 2A. Deemed 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 6. Ownership Execution Date, Indirect Beneficial Transaction ecurities (Month/Day/Year) Beneficially (D) or Indirect if any Code (Instr. 5) (Month/Day/Year) 8) Owned Following Reported Ownership (Instr. 4) (A) or (D) Transaction(s) Code v Amount Price (Instr. 3 and 4) Self as Co-Trustee Common Stock 977,439 for Yau Revocable Trust Self as Co-Trustee Common Stock 08/23/2023 3,497 D \$3.5 973,942 S for Yau Revocable Trust Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Conversion 3A. Deemed 6. Date Exercisable and 9. Number of 3. Transaction 5. Number 11. Nature **Execution Date**, Transaction Ownership Derivative **Expiration Date** Amount of Derivative derivative of Indirect Security (Instr. 3) or Exercise (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Security Securities Form: **Beneficial** (Month/Day/Year) Underlying (Instr. 5) Direct (D) Securities Beneficially Ownership or Indirect (I) (Instr. 4) Derivative Acquired Derivative Owned (Instr. 4) Security (A) or Disposed Security (Instr. 3 and 4) Following Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Numbe Expiration Code (A) (D) Exercisable Date Title Shares

Explanation of Responses:

/s/ Douglas Schirle, Attorneyin-Fact

08/24/2023

** Signature of Reporting Person

Date

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 4 (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.