Wu Ping Tak Form 4 August 01, 2017

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Symbol

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

GSI TECHNOLOGY INC [GSIT]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

07/31/2017

(Print or Type Responses)

1. Name and Address of Reporting Person * Wu Ping Tak

(Middle) (First)

GSI TECHNOLOGY, INC., 1213 **ELKO DRIVE**

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

1. Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Code V Amount (D) Price

(A)

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

number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

1

OMB APPROVAL

OMB 3235-0287 Number: January 31,

2005 Estimated average burden hours per

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, U.S. Operations

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Issuer

below)

Person

5. Amount of

Securities

Owned Following

Reported

Transaction(s) (Instr. 3 and 4)

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director X_ Officer (give title

Applicable Line)

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	((Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 7.26	07/31/2017		A	,	30,000		(1)	07/31/2027	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wu Ping Tak

GSI TECHNOLOGY, INC. 1213 ELKO DRIVE SUNNYVALE, CA 94089

VP, U.S. Operations

Signatures

/s/ Douglas Schirle, Attorney-in-Fact

08/01/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Subject to the Reporting Person's continued service to the Issuer, the option vests and becomes 100% exercisable on June 5, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2