



**Item 5.07 Submission of Matters to a Vote of Security Holders.**

As previously reported, in an advisory stockholder vote on the frequency of future advisory votes regarding the compensation of our named executive officers held at the annual meeting of stockholders of GSI Technology, Inc. (the "Company") on August 24, 2011, 12,840,877 shares of the Company's common stock were voted in favor of one year, 42,644 shares in favor of two years and 700,308 shares in favor of three years, and there were 5,800,403 broker non-votes.

In light of the vote of the Company's stockholders, the Company's Board of Directors has determined to hold future advisory stockholder votes on the compensation of the Company's named executive officers on an annual basis until the next required stockholder vote on the frequency of such votes is held or until the Board of Directors otherwise determines that a different frequency for such advisory stockholder votes is in the best interests of the Company's stockholders.

**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.

Date: January 26, 2012

GSI Technology, Inc.

By: */s/ Douglas M. Schirle*  
**Douglas M. Schirle**  
**Chief Financial Officer**