GSI TECHNOLOGY INC

Form 4

November 21, 2016

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Yau Robert			Symbol		Ticker or Trading OGY INC [GSIT]	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of	f Earliest Tı	ansaction	(Cii	eck all applical	ne)		
, ,	` '			Day/Year)		_X_ Director	10	0% Owner		
GSI TECH ELKO DR	NOLOGY, INC IVE	., 1213	11/18/2	•		_X_ Officer (gibelow) VP, En	ive title O below) igin., Sect. & D			
	(Street)		4. If Ame	endment, Da	ate Original	6. Individual or	Joint/Group Fi	ling(Check		
			Filed(Mon	nth/Day/Year)	Applicable Line) _X_ Form filed by	y One Reporting	Person		
SUNNYVALE, CA 94089					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Ac	quired, Disposed	of, or Benefici	ially Owned		
1.Title of	2. Transaction Da	te 2A. Deer	med	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year) Execution	n Date, if	Transactio	on(A) or Disposed of	Securities	Ownership	Indirect		
(Instr. 3)		any		Code	(D)	Beneficially	Form: Direct	Beneficial		
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (D) (Instr. 3,	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/18/2016		S	100	D	\$ 5.2	1,080,916	I	Self as Co-Trustee for Yau Revocable Trust
Common Stock	11/21/2016		S	25,394	D	\$ 5.2	1,055,522	I	Self as Co-Trustee for Yau Revocable Trust

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ e		Underly Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting 6 wher runne / rruthess	

X

10% Owner Officer Director Other

Yau Robert GSI TECHNOLOGY, INC. 1213 ELKO DRIVE

VP, Engin., Sect. & Director

SUNNYVALE, CA 94089

Signatures

/s/ Douglas Schirle, Attorney-in-Fact

11/21/2016

**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).

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