

GSI TECHNOLOGY INC  
Form 425  
June 04, 2015

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

**FORM 8-K**

**CURRENT REPORT**

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

**June 4, 2015**

**Date of Report (date of earliest event reported)**

**GIGOPTIX, INC.**

**(Exact name of Registrant as specified in its charter)**

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

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

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

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**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)**

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))

**Item 8.01 Other Events**

On June 4, 2015, GigOptix, Inc. ( GigOptix ) issued a press release announcing its proposal to acquire GSI Technology, Inc. ( GSI ). The proposal was communicated on June 4, 2015 in a letter from Dr. Avi S. Katz, Chief Executive Officer, President and Chairman of the Board of Directors of GigOptix, to the Board of Directors of GSI and Mr. Lee-Lean Shu, President, Chief Executive Officer and Chairman of the Board of GSI. The press release announcing the proposal, including the full text of the proposal letter delivered to the Board of Directors and Mr. Lee-Lean Shu, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibit**

Exhibit 99.1 Press Release dated June 4, 2015

**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: June 4, 2015

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>               |
|------------------------|----------------------------------|
| 99.1                   | Press Release dated June 4, 2015 |