GSI TECHNOLOGY INC
Form 10-Q
November 12, 2008
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2008 or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 000-33387

GSI Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**77-0398779**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2360 Owen Street

Santa Clara, California 95054

(Address of principal executive offices, zip code)

(408) 980-8388

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Act. (Check one): Large accelerated filer o Accelerated filer o Non-accelerated filer o Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares of the registrant s common stock outstanding as of October 31, 2008: 28,109,998.

Table of Contents

GSI TECHNOLOGY, INC.

FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2008

		Page
	PART I FINANCIAL INFORMATION	1
Item 1.	Financial Statements	1
	Condensed Consolidated Balance Sheets	1
	Condensed Consolidated Statements of Operations	2
	Condensed Consolidated Statements of Cash Flows	3
	Notes to Condensed Consolidated Financial Statements	4
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	12
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	18
Item 4T.	Controls and Procedures	19
	PART II OTHER INFORMATION	19
Item 1.	Legal Proceedings	19
Item 1A.	Risk Factors	19
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	31
Item 4.	Submission of Matters to a Vote of Security Holders	31
Item 6.	Exhibits	32
Signatures		33
Exhibit Index		34

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. ***Financial Statements***

GSI TECHNOLOGY, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	September 30, 2008	March 31, 2008
	(In thousands, except share and per share amounts)	
ASSETS		
Cash and cash equivalents	$ 7,794	$ 15,899
Short-term investments	37,076	23,666
Accounts receivable, net	9,985	7,476
Inventories	15,592	15,704
Prepaid expenses and other current assets	3,002	1,807
Deferred income taxes	1,091	1,327
Total current assets	74,540	65,879
Property and equipment, net	5,584	5,840
Long-term investments	14,757	15,605
Other assets	1,114	991
Total assets	$ 95,995	$ 88,315
LIABILITIES AND STOCKHOLDERS EQUITY		
Accounts payable	$ 4,222	$ 4,282
Accrued expenses and other liabilities	1,922	1,584
Deferred revenue	4,624	4,943
Total current liabilities	10,768	10,809
Income taxes payable	436	366
Total liabilities	11,204	11,175
Commitments and contingencies (Notes 7 and 10)		
Stockholders equity:		
Preferred stock: $0.001 par value Authorized: 5,000,000 shares Issued and outstanding: none		
Common stock: $0.001 par value Authorized: 150,000,000 shares Issued and outstanding: 28,109,998 and 27,755,490 shares, respectively	28	28
Additional paid-in capital	49,493	48,139
Accumulated other comprehensive income (loss)	(285)	16
Retained earnings	35,555	28,957
Total stockholders equity	84,791	77,140
Total liabilities and stockholders equity	$ 95,995	$ 88,315

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

GSI TECHNOLOGY, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
	(In thousands, except per share amounts)			
Net revenues	$ 17,094	$ 12,672	$ 34,438	$ 23,977
Cost of revenues	9,276	8,084	18,929	14,970
Gross profit	7,818	4,588	15,509	9,007
Operating expenses:				
Research and development	1,348	1,087	2,601	2,219
Selling, general and administrative	2,369	2,121	4,825	4,308
Total operating expenses	3,717	3,208	7,426	6,527
Income from operations	4,101	1,380	8,083	2,480
Interest income, net	378	425	749	837
Other income (expense), net	(19)	48	(75)	101
Income before income taxes	4,460	1,853	8,757	3,418
Provision for income taxes	890	604	2,159	1,115
Net income	$ 3,570	$ 1,249	$ 6,598	$ 2,303
Basic and diluted net income per share available to common stockholders:				
Basic	$ 0.13	$ 0.05	$ 0.24	$ 0.08
Diluted	$ 0.12	$ 0.04	$ 0.23	$ 0.08
Weighted average shares used in per share calculations:				
Basic	28,088	27,616	28,046	27,376
Diluted	28,844	28,673	28,822	28,785

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

GSI TECHNOLOGY, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended September 30, 2008	2007
	(In thousands)	
Cash flows from operating activities:		
Net income	$ 6,598	$ 2,303
Adjustments to reconcile net income to net cash provided by operating activities:		
Allowance for sales returns, doubtful accounts and other	34	57
Provision for excess and obsolete inventories	691	45
Depreciation and amortization	644	556
Stock-based compensation	638	761
Deferred income taxes	163	(103)
Windfall tax benefits from stock options exercised	(276)	
Amortization of bond premium on investments	413	163
Changes in assets and liabilities:		
Accounts receivable	(2,543)	(163)
Inventory	(579)	6,658
Prepaid expenses and other assets	(1,192)	634
Accounts payable	(2)	(2,134)
Accrued expenses and other liabilities	793	221
Deferred revenue	(319)	354
Net cash provided by operating activities	5,063	9,352
Cash flows from investing activities:		
Decrease in restricted cash		1,000
Purchase of investments	(30,829)	(39,748)
Proceeds from sales and maturities of investments	17,500	4,500
Purchases of property and equipment	(555)	(1,812)
Net cash used in investing activities	(13,884)	(36,060)
Cash flows from financing activities:		
Initial public offering costs paid during the period		(739)
Proceeds from initial public offering, net of underwriting discount		31,361
Windfall tax benefits from stock options exercised	276	
Proceeds from issuance of common stock under employee stock plans	440	5
Net cash provided by financing activities	716	30,627
Net (decrease) increase in cash and cash equivalents	(8,105)	3,919
Cash and cash equivalents at beginning of the period	15,899	4,275
Cash and cash equivalents at end of the period	$ 7,794	$ 8,194
Non-cash financing activities:		
Purchases of property and equipment through accounts payable and accruals	$ 118	$ 121
Conversion of preferred stock to common stock	$	$ 9,007
Supplemental cash flow information:		
Cash paid for income taxes	$ 1,936	$ 1,253

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

GSI TECHNOLOGY, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying unaudited condensed consolidated financial statements of GSI Technology, Inc. and its subsidiaries (GSI or the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Accordingly, the interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. These interim financial statements contain all adjustments (which consist of only normal, recurring adjustments) that are, in the opinion of management, necessary to state fairly the interim financial information included therein. The Company believes that the disclosures are adequate to make the information not misleading. However, these financial statements should be read in conjunction with the audited consolidated financial statements and related notes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2008.

The consolidated results of operations for the three months and six months ended September 30, 2008 are not necessarily indicative of the results to be expected for the entire fiscal year.

Significant accounting policies

The Company s significant accounting policies are disclosed in the Company s Annual Report on Form 10-K for the fiscal year ended March 31, 2008. The Company adopted the provisions of Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157), as of the first day of the first quarter of fiscal 2009. The Company has not otherwise materially changed its significant accounting policies.

Comprehensive net income

The Company s comprehensive net income for the three month and six month periods ended September 30, 2008 and 2007 was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
	(In thousands)			
Net income	$ 3,570	$ 1,249	$ 6,598	$ 2,303
Net unrealized gain (loss) on available-for-sale investments	(105)	35	(301)	8
Comprehensive net income	$ 3,465	$ 1,284	$ 6,297	$ 2,311

Recent accounting pronouncements

In May 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. This statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. We do not expect that this Statement will result in a change in any of our current accounting practices.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of SFAS No. 133* (SFAS 161), which expands the disclosure requirements for derivative instruments and hedging activities. SFAS No. 161 specifically requires entities to provide enhanced disclosures addressing: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity s financial position, financial performance and cash flows. SFAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. The Company is currently evaluating the potential impact of this pronouncement on its consolidated financial position, results of operations and disclosures.

Table of Contents

In December 2007, the FASB issued SFAS 141(R), *Business Combinations* (SFAS 141R). SFAS 141R replaces SFAS 141, *Business Combinations* (SFAS 141). SFAS 141R retains the fundamental requirements in SFAS 141 that the acquisition method of accounting (which SFAS 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. SFAS 141R also establishes principles and requirements for how the acquirer: (a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R will apply prospectively to business combinations for which the acquisition date is on or after April 1, 2009, the beginning of the Company s next fiscal year. While the Company has not yet evaluated this statement for the impact, if any, that SFAS 141R will have on its consolidated financial statements, the Company will be required to expense costs related to any acquisitions after March 31, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* (SFAS 160). SFAS 160 amends Accounting Research Bulletin 51 to establish accounting and reporting standards for the noncontrolling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 is effective for the Company s fiscal year beginning April 1, 2009. The Company has not yet determined the impact, if any, that SFAS 160 will have on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159), which permits entities to choose to measure eligible financial instruments and certain other items at fair value that were not previously required to be measured at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS 159 did not have an effect on the Company s financial position or results of operations as the Company did not elect this fair value option.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157). SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. The changes to previous practice resulting from the application of this Statement relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. In February 2008, the FASB issued FASB Staff Position No. FAS 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement Under Statement 13* (FSP 157-1). FSP 157-1 amends SFAS 157 to exclude from its scope SFAS No. 13 and other pronouncements that address fair value measurements for purposes of lease classification or measurement. The scope exception does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value (including assets and liabilities not related to leases). In February 2008, the FASB issued Staff Position 157-2, *Effective Date of FASB Statement No. 157*, which delayed the effective date of SFAS 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. In October 2008, the FASB issued FSP FAS No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active* (FSP 157-3). FSP 157-3 clarifies the application of SFAS 157, 2008, in situations where the market is not active. The Company considered the guidance provided by FSP 157-3 in its determination of estimated fair values as of September 30, 2008, and determined that the impact was not material. The Company adopted the provisions of SFAS 157 effective April 1, 2008 for financial assets and liabilities measured on a recurring basis. The adoption of SFAS 157 for financial assets and liabilities did not have a material impact on the Company s financial position or results of operations.

NOTE 2 NET INCOME PER COMMON SHARE

The Company applies the provisions of EITF Issue No. 03-6, *Participating Securities and the Two Class Method under FASB Statement 128* , which established standards regarding the computation of earnings per share by companies with participating securities or multiple classes of common stock. The Company s Series A through E redeemable convertible preferred stock, which were converted into common stock immediately prior to the closing of the initial public offering of the Company s common stock, were participating securities due to their participation rights related to cash dividends declared by the Company.

Basic net income available to common stockholders per share is computed by dividing the net income available to common stockholders by the weighted-average common shares outstanding for the three months and six months ended September 30, 2008 and 2007, respectively. The net income available to common stockholders is calculated by deducting dividends allocable to the Company s redeemable convertible preferred stock from net income to determine the net income available to common stockholders.

Diluted net income available to common stockholders per share is computed giving effect to all potentially dilutive common stock, including options and common stock subject to repurchase using the treasury stock method, and all convertible securities using the if-converted method to the extent they are dilutive.

Table of Contents

The following table sets forth the computation of basic and diluted net income attributable to common stockholders per share:

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Six Months Ended September 30, 2008	Six Months Ended September 30, 2007
	(In thousands, except per share amounts)			
Numerators:				
Net income	$ 3,570	$ 1,249	$ 6,598	$ 2,303
Net income allocated to participating redeemable convertible preferred stockholders				5
Net income available to common stockholders Basic	3,570	1,249	6,598	2,298
Net income allocated to participating redeemable convertible preferred stockholders				5
Net income available to common stockholders Diluted	$ 3,570	$ 1,249	$ 6,598	$ 2,303
Denominators:				
Weighted average shares Basic	28,088	27,616	28,046	27,376
Dilutive effect of employee stock options	756	1,057	776	1,245
Dilutive effect of redeemable convertible preferred shares				164
Weighted average shares Dilutive	28,844	28,673	28,822	28,785
Net income per common share Basic	$ 0.13	$ 0.05	$ 0.24	$ 0.08
Net income per common share Diluted	$ 0.12	$ 0.04	$ 0.23	$ 0.08

The following outstanding redeemable convertible preferred stock and common stock options determined on a weighted average basis were excluded from the computation of diluted net income per share as they had an anti-dilutive effect:

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Six Months Ended September 30, 2008	Six Months Ended September 30, 2007
	(In thousands)			
Redeemable convertible preferred stock				1
Stock options	2,692	2,543	2,608	2,168
	2,692	2,543	2,608	2,169

NOTE 3 BALANCE SHEET DETAIL

	September 30, 2008	March 31, 2008
	(In thousands)	
Inventories:		
Work-in-progress	$ 6,630	$ 5,521
Finished goods	7,418	8,549
Inventory at distributors	1,544	1,634
	$ 15,592	$ 15,704

	September 30, 2008	March 31, 2008
	(In thousands)	
Accounts receivable, net:		
Accounts receivable	$ 10,135	$ 7,592
Less: Allowances for sales returns, doubtful accounts and other	(150)	(116)
	$ 9,985	$ 7,476

	September 30, 2008	March 31, 2008
	(In thousands)	
Prepaid expenses and other current assets:		
Prepaid tooling and masks	$ 1,011	$ 516
Other prepaid expenses	1,991	1,291
	$ 3,002	$ 1,807
Property and equipment, net:		
Computer and other equipment	$ 9,172	$ 9,428
Software	3,495	3,288
Furniture and fixtures	235	234
Leasehold improvements	721	286
	13,623	13,236
Less: Accumulated depreciation and amortization	(8,039)	(7,396)
	$ 5,584	$ 5,840

Table of Contents

Depreciation and amortization expense was $346, 000 and $289,000, respectively, for the three months ended September 30, 2008 and 2007 and $644,000 and $556,000, respectively, for the six months ended September 30, 2008 and 2007.

	September 30, 2008	March 31, 2008
	(In thousands)	
Other Assets:		
Non-current deferred income taxes	$ 995	$ 869
Deposits	119	122
	$ 1,114	$ 991

	September 30, 2008	March 31, 2008
	(In thousands)	
Accrued expenses and other liabilities:		
Accrued compensation	$ 453	$ 567
Accrued professional fees	125	125
Accrued commissions	418	390
Accrued royalties	71	48
Accrued income taxes	119	2
Accrued equipment and software costs		109
Other accrued expenses	736	343
	$ 1,922	$ 1,584

NOTE 4 RELATED PARTY TRANSACTIONS

HolyStone Enterprises Co. Ltd., its subsidiaries, and its Chief Executive Officer, together held approximately 11% of the outstanding shares of the Company s common stock at March 31, 2007. Holystone s Chief Executive Officer was a director of the Company through August 28, 2007. HolyStone is no longer a related party after August 28, 2007. The Company recorded net revenues of $217,000 and $516,000 from HolyStone Enterprises Co. Ltd. during the three months and six months ended September 30, 2007, respectively.

The Company had a receivable balance of $202,000 from HolyStone Enterprises Co. Ltd. at September 30, 2007.

NOTE 5 INCOME TAXES

Effective April 1, 2007, the Company adopted the provisions of FIN 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109*. FIN 48 utilizes a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with the provisions of SFAS No. 109, *Accounting for Income Taxes.*

There was no current portion of the Company s unrecognized tax benefits at either September 30, 2008 or 2007. The long-term portion at September 30, 2008 and March 31, 2008 was $388,000 and $327,000, respectively, of which the timing of the resolution is uncertain. The unrecognized tax benefit balance as of September 30, 2008 of $388,000 would affect the Company s effective tax rate if recognized.

Management believes that there are no events that are expected to occur during the next twelve months that would cause a material change in unrecognized tax benefits.

The Company s policy is to include interest and penalties related to unrecognized tax benefits within the provision for income taxes in the Condensed Consolidated Statements of Operations. This policy did not change as a result of the implementation of FIN 48.

The Company is subject to taxation in the U.S. and various state and foreign jurisdictions. Fiscal years 2004 through 2008 remain open to examination by the federal and most state tax authorities.

The Company s effective income tax rate was approximately 20.0% and 24.7% for the three months and six months ended September 30, 2008, respectively, and approximately 32.6% for both the three months and six months ended September 30, 2007. The differences between the effective income tax rate and the applicable statutory U.S. income tax rate in each period were primarily due to the effects of tax credits, foreign tax rate differentials and tax free interest income, offset by stock-based compensation expense.

Table of Contents

NOTE 6 FINANCIAL INSTRUMENTS

Fair value measurements

The Company adopted SFAS 157 effective April 1, 2008 for financial assets and liabilities measured on a recurring basis. SFAS 157 applies to all financial assets and financial liabilities that are being measured on a recurring basis. SFAS 157 established a framework for measuring fair value and expands related disclosures. The statement requires fair value measurement to be classified and disclosed in one of the following three categories:

Level 1: Valuations based on quoted prices in active markets for identical assets and liabilities. The fair value of available-for-sale securities included in the Level 1 category is based on quoted prices that are readily and regularly available in an active market. As of September 30, 2008, the Level 1 category included money market funds of $3.7 million, which were included in cash and cash equivalents in the Condensed Consolidated Balance Sheet.

Level 2: Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of available-for-sale securities included in the Level 2 category is based on the market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and may incorporate available trade, bid and other market information and price quotes from well established independent pricing vendors and broker-dealers. As of September 30, 2008, the Level 2 category included short-term investments of $37.1 million and long term-investments of $12.9 million, which were comprised of corporate debt securities and government and agency securities.

Level 3: Valuations based on inputs that are unobservable and involve management judgment and the reporting entity s own assumptions about market participants and pricing. As of September 30, 2008, the Company had Level 3 financial assets measured at fair value in the Condensed Consolidated Balance Sheets of $1.9 million which were comprised of auction rate securities.

The following table provides a summary of changes in fair value of the Company s Level 3 financial assets as of September 30, 2008:

	Auction Rate Securities	Total
Balance as of March 31, 2008	$ 1,838	$ 1,838
Unrealized gain recorded in Accumulated other comprehensive income	24	24
Balance as of September 30, 2008	$ 1,862	$ 1,862

Short-term and long-term investments

All of the Company s short-term investments are classified as available-for-sale. Available-for-sale debt securities with maturities greater than twelve months are classified as long-term investments when they are not intended for use in current operations. Investments in available-for-sale securities are reported at fair value with unrecognized gains (losses), net of tax, as a component of accumulated other comprehensive income in the Condensed Consolidated Balance Sheets. The Company monitors its investments for impairment periodically and records appropriate reductions in carrying values when the declines are determined to be other-than-temporary.

As of September 30, 2008 and March 31, 2008, the carrying value of the Company s auction rate securities totaled $1.9 million and $2.8 million, respectively, of which $1.9 million and $1.8 million was classified as long-term investments at September 30, 2008 and March 31, 2008, respectively. The auction rate securities held by the Company are primarily backed by state and municipal obligations, are insured and rated by the major independent rating agencies as either AAA or Aaa. Each of these auction rate securities had auctions that failed in February or March of 2008, and in the case of the one security outstanding at September 30, 2008 additional failed auctions subsequent to March 31, 2008, and the Company continues to earn interest at the contractual rate. The Company believes that these failures do not reflect an adverse credit issue, but rather have been caused by a lack of liquidity. The $1.0 million security classified as a short-term investment as of March 31, 2008 was called at par in April 2008, and the Company received the entire par value amount. The remaining $1.9 million auction rate security investment has been classified as a long-term investment as of September 30, 2008 and March 31, 2008 due to lack of liquidity and as it is not expected to be sold or redeemed within the next twelve months. In the event the Company needs access to these funds, they are not expected to be accessible until one of the following occurs: a successful auction occurs, the issuer redeems the issue, a buyer is found outside of the auction process or the security matures. As of September 30, 2008 and March 31, 2008, the Company performed discounted cash flow analyses based on variables that reflected the risks and nature of this security, including a sensitivity analysis on the expected time to redemption given

Table of Contents

current market conditions, and determined that temporary impairments in the value of the security in the amounts of $88,000 and $112,000 existed as of September 30, 2008 and March 31, 2008, respectively. These amounts were recorded in accumulated other comprehensive income (loss).

The following table summarizes the Company s available-for-sale investments:

	September 30, 2008			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
Short-term investments				
State and municipal obligations	$ 24,190	$	$ (23)	$ 24,167
Corporate notes	13,068		(159)	12,909
Total short-term investments	$ 37,258	$	$ (182)	$ 37,076
Long-term investments				
Auction rate securities	$ 1,950	$	$ (88)	$ 1,862
State and municipal obligations	12,963		(68)	12,895
Total long-term investments	$ 14,913	$	$ (156)	$ 14,757

	March 31, 2008			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In thousands)			
Short-term investments				
Auction rate securities	$ 1,000	$	$	$ 1,000
State and municipal obligations	21,578	88		21,666
Certificates of deposit	1,000			1,000
Total short-term investments	$ 23,578	$ 88	$	$ 23,666
Long-term investments				
Auction rate securities	$ 1,950	$	$ (112)	$ 1,838
State and municipal obligations	13,727	40		13,767
Total long-term investments	$ 15,677	$ 40	$ (112)	$ 15,605

As of September 30, 2008, contractual maturities of the Company s available-for-sale non-equity investments were as follows:

	Cost	Fair Value
	(In thousands)	
Maturing within one year	$ 37,258	$ 37,076
Maturing in one to three years	12,963	12,895
Maturing in more than three years	1,950	1,862
	$ 52,171	$ 51,833

The Company classifies its short-term investments as available for sale as they are intended to be available for use in current operations.

NOTE 7 COMMITMENTS AND CONTINGENCIES

Indemnification obligations

The Company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in the context of contracts entered into by the Company, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations and covenants related to such matters as title to assets sold and certain intellectual property rights. In each of these circumstances, payment by the Company is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which

Table of Contents

procedures typically allow the Company to challenge the other party s claims. Further, the Company s obligations under these agreements may be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments made by it under these agreements.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the Company s obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements did not have a material effect on its business, financial condition, cash flows or results of operations. The Company believes that if it were to incur a loss in any of these matters, such loss should not have a material effect on its business, financial condition, cash flows or results of operations.

Product warranties

The Company warrants its products to be free of defects generally for a period of three years. The Company estimates its warranty costs based on historical warranty claim experience and includes such costs in cost of revenues. Warranty costs were not significant for the three months and six months ended September 30, 2008 and 2007.

Legal proceedings

From time to time, the Company may be involved in litigation relating to claims arising out of day-to-day operations. See Note 10 for a description of certain litigation.

NOTE 8 STOCK OPTION PLANS

As of September 30, 2008, 3,646,785 shares of common stock were available for grant under the Company s 2007 Equity Incentive Plan.

The following table summarizes the Company s stock option activities for the six months ended September 30, 2008:

	Number of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Intrinsic Value
Options outstanding as of March 31, 2008	4,496,420		$ 3.67	
Granted	317,588		$ 4.04	
Exercised	(337,047)		$ 1.18	$ 744,492

Forfeited	(33,191)		$	4.56		
Options outstanding as of September 30, 2008	4,443,770	5.44	$	3.87	$	2,730,399
Options exercisable as of September 30, 2008	3,051,860	3.97	$	3.53	$	2,596,680
Options vested and expected to vest	4,351,435	5.36	$	3.87	$	2,718,065

The weighted average fair value of options granted during the three months ended September 30, 2008 and 2007 was $1.63 and $1.44, respectively, and for the six months ended September 30, 2008 and 2007 was $1.72 and $1.58, respectively.

Options outstanding by exercise price at September 30, 2008 were as follows:

	Options Outstanding			Options Exercisable	
Exercise Price	**Number Outstanding**	**Weighted Average Exercise Price**	**Weighted Average Remaining Contractual Life (Years)**	**Number Vested and Exercisable**	**Weighted Average Exercise Price**
$ 0.15	190,004	$ 0.15	0.78	190,004	$ 0.15
$ 2.00	579,527	$ 2.00	1.53	579,527	$ 2.00
$ 2.10	650,891	$ 2.10	4.79	650,891	$ 2.10
$ 2.49-3.76	497,452	$ 3.32	8.12	175,571	$ 3.41
$ 3.80-4.20	447,163	$ 4.02	6.70	192,717	$ 3.94
$ 4.30-4.70	219,000	$ 4.40	8.27	68,300	$ 4.51
$ 5.40	666,380	$ 5.40	2.58	666,380	$ 5.40
$ 5.50	987,153	$ 5.50	7.95	423,370	$ 5.50
$ 5.75-6.00	172,200	$ 5.78	7.60	96,600	$ 5.80
$ 6.70	34,000	$ 6.70	8.28	8,500	$ 6.70
	4,443,770	3.87	5.44	3,051,860	3.53

Table of Contents

Stock-based compensation

The following table summarizes stock-based compensation expense by line item in the Condensed Consolidated Statements of Operations, all relating to employee stock plans:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
	(In thousands)			
Cost of revenues	$ 72	$ 70	$ 145	$ 155
Research and development	96	122	201	250
Selling, general and administrative	141	182	292	356
Total	$ 309	$ 374	$ 638	$ 761

As stock-based compensation expense recognized in the Condensed Consolidated Statement of Operations is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures in accordance with the provisions of SFAS 123R. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The Company recognized related income tax benefits of $40,000 and $37,000, respectively, for the three months ended September 30, 2008 and 2007 and $76,000 and $67,000, respectively, for the six months ended September 30, 2008 and 2007. Windfall tax benefits realized from exercised stock options were $49,000 and $276,000 for the three months and six months ended September 30, 2008, respectively. There were no windfall tax benefits realized from exercised stock options during the three months and six months ended September 30, 2007. Compensation cost capitalized within inventory at September 30, 2008 was insignificant. As of September 30, 2008, the Company s total unrecognized compensation cost was $2.0 million, which will be recognized over the weighted average period of 1.67 years. The Company calculated the fair value of stock based awards in the periods presented using the Black-Scholes option pricing model and the following weighted average assumptions:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
Stock Option Plans:				
Risk-free interest rate	3.11%	4.46%	3.11 3.16%	4.46 4.76%
Expected life (in years)	5.00	4.00	5.00	4.00
Volatility	45.2%	41.6%	43.5 45.2%	41.6 43.8%
Dividend yield	0%	0%	0%	0%
Employee Stock Purchase Plan:				
Risk-free interest rate			1.89%	
Expected life (in years)			0.50	
Volatility			58.0%	
Dividend yield			0%	

NOTE 9 SEGMENT AND GEOGRAPHIC INFORMATION

The Company has adopted Statement of Financial Accounting Standards No. 131, *Disclosure about Segments of an Enterprise and Related Information.* Based on its operating management and financial reporting structure, the Company has determined that it has one reportable business segment: the design, development and sale of integrated circuits.

The following is a summary of net revenue by geographic area based on the location to which product is shipped:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
	(In thousands)			
United States	$ 6,919	$ 5,908	$ 13,686	$ 11,891
China	3,362	1,900	6,175	3,396
Malaysia	2,901	2,605	6,789	4,352
Singapore	2,136	1,141	4,229	2,032
Rest of the world	1,776	1,118	3,559	2,306
	$ 17,094	$ 12,672	$ 34,438	$ 23,977

All sales are denominated in United States dollars.

Table of Contents

NOTE 10 LITIGATION

On October 23, 2006, the Company was served with a civil antitrust complaint filed by Reclaim Center, Inc. and other plaintiffs in the United States District Court for the Northern District of California against the Company and a number of other semiconductor companies. The complaint was filed on behalf of a purported class of indirect purchasers of SRAM products throughout the United States. The complaint alleges that the defendants conspired to raise the price of SRAM in violation of Section 1 of the Sherman Act, the California Cartwright Act, and several other state antitrust, unfair competition and consumer protection statutes. Shortly thereafter, a number of similar complaints were filed by other plaintiffs in various jurisdictions on behalf of purported classes of both direct and indirect purchasers. The Company was served in some but not all of these subsequent actions. Many of these cases have been transferred by the Judicial Panel on Multidistrict Litigation to the Northern District of California. The Company has also been named in similar class action lawsuits in the Superior Court of Ontario, Canada and the Supreme Court of British Columbia, Canada. On July 23, 2007, the Company entered into agreements with the lead plaintiffs for the direct and indirect classes in the U.S. cases under which the Company was voluntarily dismissed from the litigation in exchange for a tolling of the statute of limitations. The plaintiffs have the right to terminate the tolling agreement and reassert their claims against the Company in the future. On April 28, 2008, the Company entered into a similar tolling agreement with the plaintiffs in the lawsuits in Canada. The Company believes that it has meritorious defenses to the allegations in the complaints and, if the plaintiffs reassert their claims, the Company intends to defend the lawsuits vigorously. However, antitrust litigation is particularly complex and can extend for a protracted time which can substantially increase the cost of such litigation. If these lawsuits were to be reinstated, their defense would also be expected to divert the efforts and attention of some of the Company s key management and technical personnel. As a result, if this litigation were to be reinstated, the Company s defense, regardless of its eventual outcome, would likely be costly and time consuming. Should the outcome of the litigation be adverse to the Company, it could be required to pay significant monetary damages which could adversely affect the Company s business, financial condition, operating results or cash flows.

NOTE 11 SUBSEQUENT EVENT

On November 6, 2008, the Board of Directors authorized the Company to repurchase, at management s discretion, up to $10 million of the Company s common stock. Under the repurchase program, the Company may repurchase shares from time to time on the open market or in private transactions. The specific timing and amount of the repurchases will be dependent on market conditions, securities law limitations and other factors. The repurchase program may be suspended or terminated at any time without prior notice.

Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

This Quarterly Report on Form 10-Q, and in particular the following Management s Discussion and Analysis of Financial Condition and Results of Operations, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements involve risks and uncertainties. Forward-looking statements are identified by words such as anticipates, believes, expects, intends, may, will, and other similar expressions. In addition, any statements which refer to expectations, projections, or other characterizations of future events, or circumstances, are forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of factors, including those set forth in this report under Risk Factors, those described elsewhere in this report, and those described in our other reports filed with the Securities and Exchange Commission (SEC). We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report, and we undertake no obligation to update these forward-looking statements after the filing of this report. You are urged to review carefully and consider our various disclosures in this report and in our other reports publicly disclosed or filed with the SEC that attempt to advise you of the risks and factors that may affect our business.

Overview

We are a fabless semiconductor company that designs, develops and markets Very Fast static random access memories, or SRAMs, primarily for the networking and telecommunications markets. We are subject to the highly cyclical nature of the semiconductor industry, which has experienced significant fluctuations, often in connection with fluctuations in demand for the products in which semiconductor devices are used. Beginning in fiscal 2001, the networking and telecommunications markets experienced an extended period of severe contraction, during which our operating results sharply declined. Between fiscal 2004 and fiscal 2006, demand for networking and telecommunications equipment recovered. During the first three quarters of fiscal 2007, demand for such equipment accelerated and, as a result, our operating results improved. In the fourth quarter of fiscal 2007 and the first quarter of fiscal 2008, revenues again declined due, in part, to the implementation of a lean manufacturing program by our largest customer, Cisco Systems. Purchases by Cisco Systems consignment warehouses and contract manufacturers increased in the four quarters ended June 30, 2008 compared to the prior two earlier quarters and then declined again in the quarter ended September 30, 2008. We expect that future direct and indirect sales to Cisco Systems will fluctuate significantly on a quarterly basis. Looking

Table of Contents

forward to the third quarter and the balance of the fiscal year, we expect to be affected by the credit crisis and the resulting economic impact this may have on the end markets we serve. Our financial position continues to be strong, given the lack of debt and our expected cash flow from operations. In the current economic environment, like others in our industry, we expect to see, at the very least, a modest decline in operating results in our third quarter. With no debt and substantial liquidity, we believe we are in a far better position than many other companies of our size.

Revenues. Our revenues are derived primarily from sales of our Very Fast SRAM products. Sales to networking and telecommunications OEMs accounted for 70% to 80% of our net revenues during our last three fiscal years. We also sell our products to OEMs that manufacture products for defense applications such as radar and guidance systems, for professional audio applications such as sound mixing systems, for test and measurement applications such as high-speed testers, for automotive applications such as smart cruise control and voice recognition systems, and for medical applications such as ultrasound and CAT scan equipment.

As is typical in the semiconductor industry, the selling prices of our products generally decline over the life of the product. Our ability to increase net revenues, therefore, is dependent upon our ability to increase unit sales volumes of existing products and to introduce and sell new products with higher average selling prices in quantities sufficient to compensate for the anticipated declines in selling prices of our more mature products. Although we expect the average selling prices of individual products to decline over time, we believe that, over the next several quarters, our overall average selling prices will increase due to a continuing shift in product mix to a higher percentage of higher price, higher density products. Our ability to increase unit sales volumes is dependent primarily upon increases in customer demand but, particularly in periods of increasing demand, can also be affected by our ability to increase production through the availability of increased wafer fabrication capacity from Taiwan Semiconductor Manufacturing Company, or TSMC, our independent wafer foundry, and our ability to increase the number of good integrated circuit die produced from each wafer through die size reductions and yield enhancement activities.

We may experience fluctuations in quarterly net revenues for a number of reasons. Historically, orders on hand at the beginning of each quarter are insufficient to meet our revenue objectives for that quarter and are generally cancelable up to 30 days prior to scheduled delivery. Accordingly, we depend on obtaining and shipping orders in the same quarter to achieve our revenue objectives. In addition, the timing of product releases, purchase orders and product availability could result in significant product shipments at the end of a quarter. Failure to ship these products by the end of the quarter may adversely affect our operating results. Furthermore, our customers may delay scheduled delivery dates and/or cancel orders within specified time frames without significant penalty.

We sell our products through our direct sales force, international and domestic sales representatives and distributors. Revenues from product sales, except for sales to distributors, are generally recognized upon shipment, net of sales returns and allowances. Sales to consignment warehouses, who purchase products from us for use by contract manufacturers, are recorded upon delivery to the contract manufacturer. Sales to distributors are recorded as deferred revenues for financial reporting purposes and recognized as revenues when the products are resold by the distributors to the OEM. Sales to distributors are made under agreements allowing for returns or credits under certain circumstances. We therefore defer recognition of revenue on sales to distributors until products are resold by the distributor.

Cisco Systems, our largest OEM customer, purchases our products primarily through its consignment warehouse, SMART Modular Technologies, and also purchases some products through its contract manufacturers and directly from us. Historically, purchases by Cisco Systems have fluctuated from period to period. Based on information provided to us by Cisco Systems consignment warehouse and contract manufacturers, purchases by Cisco Systems represented approximately 28%, 30% and 28% of our net revenues in fiscal 2008, 2007 and 2006, respectively. During the quarter ended March 31, 2007, Cisco Systems announced the implementation of a lean manufacturing program under which it reduced the levels of inventory carried by it and by its contract manufacturers. The transition to this new program resulted in reductions

in purchases of our products by Cisco Systems contract manufacturers during the quarter ended March 31, 2007, as they drew down existing inventories. This transition continued to impact our revenues in the quarter ended June 30, 2007. Purchases by Cisco Systems consignment warehouses and contract manufacturers increased in the four quarters ended June 30, 2008 compared to the two immediately preceding quarters and then declined again in the quarter ended September 30, 2008. We expect that future direct and indirect sales to Cisco Systems will fluctuate significantly on a quarterly basis. To our knowledge, none of our other OEM customers accounted for more than 10% of our net revenues during any of these periods.

Cost of Revenues. Our cost of revenues consists primarily of wafer fabrication costs, wafer sort, assembly, test and burn-in expenses, the amortized cost of production mask sets, stock-based compensation and the cost of materials and overhead from operations. All of our wafer manufacturing and assembly operations, and most of our product testing operations, are outsourced. Accordingly, most of our cost of revenues consists of payments to TSMC, our independent wafer foundry, and to our independent assembly and test houses. Cost of revenues also includes expenses related to supply chain management, quality assurance, and final product testing and documentation control activities conducted at our headquarters in Santa Clara, California and our branch operations in Taiwan.

Table of Contents

Gross Profit. Our gross profit margins vary among our products and are generally greater on our higher density products and, within a particular density, greater on our higher speed and industrial temperature products. We expect that our overall gross margins will fluctuate from period to period as a result of shifts in product mix, changes in average selling prices and our ability to control our cost of revenues, including costs associated with outsourced wafer fabrication and product assembly and testing.

Research and Development Expenses. Research and development expenses consist primarily of salaries and related expenses for design engineers and other technical personnel, the cost of developing prototypes, stock-based compensation and fees paid to consultants. We charge all research and development expenses to operations as incurred. We charge mask costs used in production to costs of revenues over a 12-month period. However, we charge costs related to pre-production mask sets, which are not used in production, to research and development expenses at the time they are incurred. These charges often arise as we transition to new process technologies and, accordingly, can cause research and development expenses to fluctuate on a quarterly basis. We believe that continued investment in research and development is critical to our long-term success, and we expect to continue to devote significant resources to product development activities. Accordingly, we expect that our research and development expenses will increase in future periods, although such expenses as a percentage of net revenues may fluctuate.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of commissions paid to independent sales representatives, salaries, stock-based compensation and related expenses for personnel engaged in sales, marketing, administrative, finance and human resources activities, professional fees, costs associated with the promotion of our products and other corporate expenses. We expect that our sales and marketing expenses will increase in absolute dollars in future periods as we continue to grow and expand our sales force but that, to the extent our revenues increase in future periods, these expenses will generally decline as a percentage of net revenues. We also expect that, in support of our continued growth and our operations as a public company, general and administrative expenses will continue to increase in absolute dollars for the foreseeable future but will fluctuate as a percentage of net revenues.

Results of Operations

The following table sets forth statement of operations data as a percentage of net revenues for the periods indicated:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
Net revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues	54.3	63.8	55.0	62.4
Gross profit	45.7	36.2	45.0	37.6
Operating expenses:				
Research and development	7.9	8.6	7.5	9.2
	13.8	16.7	14.0	18.0

Selling, general and administrative				
Total operating expenses	21.7	25.3	21.5	27.2
Income from operations	24.0	10.9	23.5	10.4
Interest and other income (expense), net	2.1	3.7	2.0	3.9
Income before income taxes	26.1	14.6	25.5	14.3
Provision for income taxes	5.2	4.7	6.3	4.7
Net income	20.9%	9.9%	19.2%	9.6%

Net Revenues. Net revenues increased by 34.9% from $12.7 million in the three months ended September 30, 2007 to $17.1 million in the three months ended September 30, 2008. Net revenues increased by 43.6% from $24.0 million in the six months ended September 30, 2007 to $34.4 million in the six months ended September 30, 2008. Direct and indirect sales to Cisco Systems, our largest customer, increased by $0.5 million from $3.7 million in the three months ended September 30, 2007 to $4.2 million in the three months ended September 30, 2008 and increased by $3.3 million from $6.6 million in the six months ended September 30, 2007 to $9.9 million in the six months ended September 30, 2008. Purchases by Cisco Systems consignment warehouses and contract manufacturers were adversely impacted by Cisco s transition to its lean manufacturing program discussed above during the three months ended June 30, 2007. Strength in our North American business and Asian business accounted for the balance of the increase in net revenues in the three month and six month periods ended September 30, 2008. The improvement in net revenues was helped by the continued acceptance of our SigmaQuad product line which saw an increase in shipments of 272% in the six months ended September 30, 2008 compared to the six months ended September 30, 2007, accounting for 9.2% of shipments in the six months ended September 30, 2008.

Table of Contents

Cost of Revenues. Cost of revenues increased by 14.7% from $8.1 million in the three months ended September 30, 2007 to $9.3 million in the three months ended September 30, 2008 and by 26.4% from $15.0 million in the six months ended September 30, 2007 to $18.9 million in the six months ended September 30, 2008. These increases were due to the corresponding increases in net revenues. Cost of revenues included stock-based compensation of $72,000 and $70,000, respectively, for the three months ended September 30, 2008 and 2007 and $145,000 and $155,000, respectively, for the six months ended September 30, 2008 and 2007.

Gross Profit. Gross profit increased by 70.4% from $4.6 million in the three months ended September 30, 2007 to $7.8 million in the three months ended September 30, 2008 and by 72.2% from $9.0 million in the six months ended September 30, 2007 to $15.5 million in the six months ended September 30, 2008. Gross margin increased from 36.2% in the three months ended September 30, 2007 to 45.7% in the three months ended September 30, 2008 and from 37.6% in the six months ended September 30, 2007 to 45.0% in the six months ended September 30, 2008. These increases were primarily related to a shift in product mix to higher density, higher margin products.

Research and Development Expenses. Research and development expenses increased 24.0% from $1.1 million in the three months ended September 30, 2007 to $1.3 million in the three months September 30, 2008. This increase was primarily due to increases in payroll related expenses and outside design fees, partially offset by decreases in depreciation and stock based compensation expenses. Research and development expenses included stock-based compensation expense of $96,000 and $122,000 for the three months ended September 30, 2008 and 2007, respectively. Research and development expenses increased 17.2% from $2.2 million in the six months ended September 30, 2007 to $2.6 million in the six months ended September 30, 2008. This increase was primarily due to an increase of $225,000 in outside design fees and lesser increases in payroll related expenses and equipment repair and maintenance expenses, partially offset by decreases in depreciation and stock-based compensation expenses. Research and development expenses included stock-based compensation expense of $201,000 and $250,000 for the six months ended September 30, 2008 and 2007, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased 11.7% from $2.1 million in the three months ended September 30, 2007 to $2.4 million in the three months ended September 30, 2008. This increase was primarily due to increases of $124,000 in payroll related expenses, $111,000 in commissions for our independent sales representatives and lesser increases in outside accounting fees and taxes and licenses expenses. These increases were partially offset by decreases in outside legal fees, stock-based compensation and printing costs. Selling, general and administrative expenses included stock-based compensation expense of $141,000 and $182,000 for the three months ended September 30, 2008 and 2007, respectively. Selling, general and administrative expenses increased 12.0% from $4.3 million in the six months ended September 30, 2007 to $4.8 million in the six months ended September 30, 2008. This increase was primarily related to increases of $267,000 in commissions for our independent sales representatives, $259,000 in payroll related expenses, $192,000 in consulting fees related to implementation and maintenance of our new enterprise resource planning (ERP) system and Sarbanes Oxley Act compliance, partially offset by reductions in legal expenses and stock-based compensation. Selling, general and administrative expenses included stock-based compensation expense of $292,000 and $356,000 for the six months ended September 30, 2008 and 2007, respectively.

Interest and Other Income (Expense), Net. Interest and other income (expense), net decreased 24.1%, from $473,000 in the three months ended September 30, 2007 to $359,000 in the three months ended September 30, 2008 and decreased 28.1% from $938,000 in the six months ended September 30, 2007 to $674,000 in the six months ended September 30, 2008. These decreases were primarily the result of a decrease in interest income due to lower interest rates received on our cash, short-term and long-term investments. In addition, we experienced an exchange gain of $65,000 in the three months ended September 30, 2007 compared to an exchange loss of $19,000 in the three months ended September 30, 2008 and an exchange gain of $101,000 in the six months ended September 30, 2007 compared to an exchange loss of $76,000 for the six months ended September 30, 2008, all related to our Taiwan branch operations.

Provision for Income Taxes. The provision for income taxes increased from $0.6 million in the three months ended September 30, 2007 to $0.9 million in the three months ended September 30, 2008 and from $1.1 million in the six months ended September 30, 2007 to $2.2 million in the six months ended September 30, 2008. These increases were due to the increased pre-tax income in the three and six month periods.

Net Income. Net income increased 185.8% from $1.2 million in the three months ended September 30, 2007 to $3.6 million in the three months ended September 30, 2008 and increased 186.5% from $2.3 million in the six months ended September 30, 2007 to $6.6 million in the six months ended September 30, 2008. Theses increases were primarily due to the increased net revenues and gross margin and the changes in operating expenses and gross profit discussed above.

Table of Contents

Liquidity and Capital Resources

Since our inception, we have used proceeds from a number of sources, including the private sale of $9.6 million of equity securities, bank borrowings and cash generated by operating activities to support our operations, acquire capital equipment and finance accounts receivable and inventory growth. Our liquidity was enhanced by the receipt of net proceeds of approximately $30.0 million from the initial public offering of our common stock which closed on April 3, 2007.

As of September 30, 2008, our principal sources of liquidity were cash, cash equivalents and short term investments of $44.9 million compared to $39.6 million as of March 31, 2008.

Net cash provided by operating activities was $5.1 million for the six months ended September 30, 2008 compared to $9.4 million for the six months ended September 30, 2007. The primary source of cash in the current six month period was net income of $6.6 million which was offset by an increase in accounts receivable of $2.5 million and an increase in prepaid expenses and other current assets of $1.2 million.

Net cash used in investing activities was $13.9 million in the six month period ended September 30, 2008. Investment activities consisted primarily of the purchase of state and municipal obligations and corporate notes and purchases of property and equipment of $555,000. These uses were offset by sales and maturities of investments of $17.5 million. Net cash used in investing activities was $36.1 million in the six month period ended September 30, 2007. Investment activities consisted primarily of the purchase of state and municipal obligations and auction rate securities of $39.7 million and the purchase of test equipment and software in the amount of $1.8 million. These uses were offset by sales and maturities of investments of $4.5 million and a reduction in restricted cash of $1.0 million due to the expiration of our line of credit with Mega International Commercial Bank Co., Ltd on May 9, 2007 which we did not renew.

Net cash provided by financing activities in the six months ended September 30, 2008 primarily included net proceeds from the sale of common stock pursuant to employee stock plans in the current three month period. Net cash provided by financing activities in the six month period ended September 30, 2007 included net proceeds from the sale of common stock pursuant to option exercises and our initial public offering of common stock of $31.4 million, partially offset by a use of cash of $739,000 incurred for costs related to our initial public offering that closed on April 3, 2007.

On November 6, 2008, our Board of Directors authorized us to repurchase, at management s discretion, up to $10 million of our common stock. Under the repurchase program, we may repurchase shares from time to time on the open market or in private transactions. The specific timing and amount of the repurchases will be dependent on market conditions, securities law limitations and other factors. The repurchase program may be suspended or terminated at any time without prior notice.

We believe that our existing balances of cash, cash equivalents and short-term investments, and cash flow expected to be generated from our future operations will be sufficient to meet our cash needs for working capital and capital expenditures for at least the next 12 months, although we could be required, or could elect, to seek additional funding prior to that time. Our future capital requirements will depend on many factors, including the rate of revenue growth that we experience, the extent to which we utilize subcontractors, the levels of inventory and accounts receivable that we maintain, the timing and extent of spending to support our product development efforts and the expansion of our sales and marketing efforts. Additional capital may also be required for the consummation of any acquisition of businesses, products or technologies that

we may undertake. We cannot assure you that additional equity or debt financing, if required, will be available on terms that are acceptable or at all.

Contractual Obligations

The following table describes our contractual obligations as of September 30, 3008:

	Payments due by period				
	Up to 1 year	1-3 years	3-5 years	More than 5 years	Total
Facilities and equipment leases	$ 693,000	$ 380,000			$ 1,073,000
Wafer purchase obligations	2,328,000				2,328,000
	$ 3,021,000	$ 380,000			$ 3,401,000

As of September 30, 2008, our unrecognized tax benefits amounted to $388,000. There was no current portion of our unrecognized tax benefits at September 30, 2008. The long term portion at September 30, 2008 was $388,000, of which the timing of the resolution is uncertain.

Table of Contents

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are disclosed in our Annual Report on Form 10-K for the fiscal year ended March 31, 2008. We adopted SFAS 157 effective April 1, 2008 for financial assets and liabilities measured on a recurring basis. The adoption of SFAS 157 for financial assets and liabilities did not have a material impact on our financial position or results of operations. We have not otherwise materially changed our significant accounting policies and estimates.

Off-Balance Sheet Arrangements

At September 30, 2008, we did not have any off-balance sheet arrangements or relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Accordingly, we are not exposed to the type of financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

Recent Accounting Pronouncements

In May 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. This statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. We do not expect that this Statement will result in a change in any of our current accounting practices.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of SFAS No. 133* (SFAS 161), which expands the disclosure requirements for derivative instruments and hedging activities. SFAS No. 161 specifically requires entities to provide enhanced disclosures addressing: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity s financial position, financial performance and cash flows. SFAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. We are currently evaluating the potential impact of this pronouncement on our consolidated financial position, results of operations and disclosures.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* (SFAS 141R). SFAS 141R replaces SFAS 141, *Business Combinations* (SFAS 141). SFAS 141R retains the fundamental requirements in SFAS 141 that the acquisition method of accounting (which SFAS 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. SFAS 141R also establishes principles and requirements for how the acquirer: (a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R will apply prospectively to business combinations for which the acquisition date is on or after April 1, 2009, the beginning of our next fiscal year. While we have not yet evaluated this statement for the impact, if any, that SFAS 141R will have on our consolidated financial statements, we will be required to expense costs related to any acquisitions after March 31, 2009.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements (SFAS 160). SFAS 160 amends Accounting Research Bulletin 51 to establish accounting and reporting standards for the noncontrolling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 is effective for our fiscal year beginning April 1, 2009. We have not yet determined the impact, if any, that SFAS 160 will have on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159), which permits entities to choose to measure eligible financial instruments and certain other items at fair value that were not previously required to be measured at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS 159 did not have an effect on our financial position or results of operations as we did not elect this fair value option.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*(SFAS 157). SFAS 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. The changes to previous practice resulting from the application of this Statement relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. In February 2008, the FASB issued FASB Staff Position No. FAS 157-1,

Table of Contents

Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement Under Statement 13 (FSP 157-1). FSP 157-1 amends SFAS 157 to exclude from its scope SFAS No. 13 and other pronouncements that address fair value measurements for purposes of lease classification or measurement. The scope exception does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value (including assets and liabilities not related to leases). In February 2008, the FASB issued Staff Position 157-2, *Effective Date of FASB Statement No. 157*, which delayed the effective date of SFAS 157 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. In October 2008, the FASB issued FSP FAS No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active* (FSP 157-3). FSP 157-3 clarifies the application of SFAS 157, in situations where the market is not active. We considered the guidance provided by FSP 157-3 in our determination of estimated fair values as of September 30, 2008, and determined that the impact was not material. We adopted SFAS 157 effective April 1, 2008 for financial assets and liabilities measured on a recurring basis. The adoption of SFAS 157 for financial assets and liabilities did not have a material impact on our financial position or results of operations.

Item 3. ***Quantitative and Qualitative Disclosure About Market Risk***

Foreign Currency Exchange Risk. Our revenues and expenses, except those expenses related to our operations in Taiwan, including subcontractor manufacturing expenses, are denominated in U.S. dollars. As a result, we have relatively little exposure for currency exchange risks, and foreign exchange losses have been minimal to date. We do not currently enter into forward exchange contracts to hedge exposure denominated in foreign currencies or any other derivative financial instruments for trading or speculative purposes. In the future, if we feel our foreign currency exposure has increased, we may consider entering into hedging transactions to help mitigate that risk.

Interest Rate Sensitivity. We had cash, cash equivalents, short term investments and long-term investments totaling $59.6 million at September 30, 2008. These amounts were invested primarily in money market funds, state and municipal obligations, corporate notes and auction rate securities. The cash, cash equivalents and short-term marketable securities are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. We believe a hypothetical 100 basis point increase in interest rates would not materially affect the fair value of our interest-sensitive financial instruments. Declines in interest rates, however, will reduce future investment income.

Auction Rate Securities. As of September 30, 2008, the carrying value of the auction rate security held in our investment portfolio totaled $1.9 million. This auction rate security is backed by a state, is insured and rated by the major independent rating agencies as either AAA or Aaa. This auction rate security had auctions that have failed since February 2008 and we continue to earn interest at the contractual rate. We believe that these failures do not reflect an adverse credit issue, but rather have been caused by a lack of liquidity. We have classified this auction rate security as a long-term investment as of September 30, 2008 due to lack of liquidity, as it is not to expected to be sold or redeemed within the next twelve months. In the event we should need access to these funds, they are not expected to be accessible until one of the following occurs: a successful auction occurs, the issuer redeems the issue, a buyer is found outside of the auction process or the security matures. As of September 30, 2008, we performed a discounted cash flow analysis based on variables that reflected the risks and nature of this security, including a sensitivity analysis on the expected time to redemption given current market conditions, and determined that a temporary impairment in the value of the security in the amount of $88,000 existed as of September 30, 2008. This amount was recorded within accumulated other comprehensive income (loss).

Table of Contents

Item 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of September 30, 2008, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report for the purpose of ensuring that the information required to be disclosed by us in this report is made known to them by others on a timely basis, and that the information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, in order to allow timely decisions regarding required disclosure, and that such information is recorded, processed, summarized, and reported by us within the time periods specified in the SEC s rules and instructions for Form 10-Q.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting that occurred during the three months ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. ***Legal Proceedings***

The information relating to legal matters set forth under Note 10 Litigation of the Notes to Unaudited Condensed Consolidated Financial Statements of this report is incorporated herein by reference.

Item 1A. ***Risk Factors***

Our future performance is subject to a variety of risks. If any of the following risks actually occur, our business, financial condition and results of operations could suffer and the trading price of our common stock could decline. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business operations. You should also refer to other information contained in this report, including our consolidated financial statements and related notes. The risk factors described below do not contain any material changes from those previously disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2008.

Unpredictable fluctuations in our operating results could cause our stock price to decline.

Our quarterly and annual revenues, expenses and operating results have varied significantly and are likely to vary in the future. For example, in the twelve fiscal quarters ended September 30, 2008, we recorded net revenues of as much as $17.3 million and as little as $10.4 million and quarterly operating income of as much as $4.1 million and as little as $508,000. We therefore believe that period-to-period comparisons of our operating results are not a good indication of our future performance, and you should not rely on them to predict our future performance or the future performance of our stock price. In future periods, we may not have any revenue growth, or our revenues could decline. Furthermore, if our operating expenses exceed our expectations, our financial performance could be adversely affected. Factors that may affect periodic operating results in the future include:

- our ability to attract new customers, retain existing customers and increase sales to such customers;

- unpredictability of the timing and size of customer orders, since most of our customers purchase our products on a purchase order basis rather than pursuant to a long term contract;

- changes in our customers inventory management practices;

- fluctuations in availability and costs associated with materials needed to satisfy customer requirements;

- manufacturing defects, which could cause us to incur significant warranty, support and repair costs, lose potential sales, harm our relationships with customers and result in write-downs;

- changes in our product pricing policies, including those made in response to new product announcements and pricing changes of our competitors; and

- our ability to address technology issues as they arise, improve our products functionality and expand our product offerings.

Table of Contents

Our expenses are, to a large extent, fixed, and we expect that these expenses will increase in the future. We will not be able to adjust our spending quickly if our revenues fall short of our expectations. If this were to occur, our operating results would be harmed. If our operating results in future quarters fall below the expectations of market analysts and investors, the price of our common stock could fall.

Cisco Systems, our largest OEM customer, accounts for a significant percentage of our net revenues. If Cisco Systems, or any of our other major customers reduce the amount they purchase or stop purchasing our products, our operating results will suffer.

Cisco Systems, our largest OEM customer, purchases our products through SMART Modular Technologies, its consignment warehouse, through its contract manufacturers and directly from us. Based on information provided to us by consignment warehouses and contract manufacturers, purchases by Cisco Systems represented approximately 29%, 28%, 30% and 28% of our net revenues in the six months ended September 30, 2008 and in fiscal 2008, 2007 and 2006, respectively. In the quarter ended March 31, 2007, Cisco Systems implemented a lean manufacturing program under which it reduced the levels of inventory carried by it and by its contract manufacturers. The transition to this new program resulted in reductions in purchases of our products by Cisco Systems contract manufacturers during the quarters ended June 30, 2007 and March 31, 2007, as they drew down their existing inventories, and such reductions resulted in our net revenues for these quarters being less than in the quarter ended December 31, 2006.

We expect that our operating results in any given period will continue to depend significantly on orders from our key OEM customers, particularly Cisco Systems, and our future success is dependent to a large degree on the business success of these OEMs over which we have no control. We do not have long-term contracts with Cisco Systems or any of our other major OEM customers, distributors or contract manufacturers that obligate them to purchase our products. Although Cisco Systems has completed the transition to its lean manufacturing program, we expect that future direct and indirect sales to Cisco Systems will fluctuate significantly on a quarterly basis. If we fail to continue to sell to our key OEM customers, distributors or contract manufacturers in sufficient quantities, the growth of our business could be harmed.

We have incurred significant losses in prior periods and may incur losses in the future.

We have incurred significant losses in prior periods. For example, in fiscal 2003 and 2004, we incurred losses of $7.4 million and $670,000, respectively. Although we have operated profitably during the last four fiscal years, there can be no assurance that our Very Fast SRAMs will continue to receive broad market acceptance or that we will be able to sustain revenue growth or profitability. Our failure to do so may result in additional losses in the future. In addition, we expect our operating expenses to increase as we expand our business. If our revenues do not grow to offset these expected increased expenses, our business will suffer.

We depend upon the sale of our Very Fast SRAMs for most of our revenues, and a downturn in demand for these products could significantly reduce our revenues and harm our business.

We derive most of our revenues from the sale of Very Fast SRAMs, and we expect that sales of these products will represent the substantial majority of our revenues for the foreseeable future. Our business depends in large part upon continued demand for our products in the markets we currently serve, and adoption of our products in new markets. Market adoption will be dependent upon our ability to increase customer awareness of the benefits of our products and to prove their high-performance and cost-effectiveness. We may not be able to sustain or increase our revenues from sales of our products, particularly if the networking and telecommunications markets were to experience another significant downturn in the future. Any decrease in revenues from sales of our products could harm our business more than it would if we offered a more diversified line of products.

We are subject to the highly cyclical nature of the networking and telecommunications markets.

Our products are incorporated into routers, switches, wireless local area network infrastructure equipment, wireless base stations and network access equipment used in the highly cyclical networking and telecommunications markets. Our operating results declined sharply in fiscal 2002 and 2003 as a result of the severe contraction in demand for networking and telecommunications equipment in which our products are incorporated. Prior to this period of contraction, the networking and telecommunications markets experienced a period of rapid growth, which resulted in a significant increase in demand for our products. We expect that the networking and telecommunications markets will continue to be highly cyclical, characterized by periods of rapid growth and contraction. Our business and our operating results are likely to fluctuate, perhaps quite severely, as a result of this cyclicality.

Table of Contents

The average selling prices of our products are expected to decline, and if we are unable to offset these declines, our operating results will suffer.

Historically, the average unit selling prices of our products have declined substantially over the lives of the products, and we expect this trend to continue. A reduction in overall average selling prices of our products could result in reduced revenues and lower gross margins. Our ability to increase our net revenues and maintain our gross margins despite a decline in the average selling prices of our products will depend on a variety of factors, including our ability to introduce lower cost versions of our existing products, increase unit sales volumes of these products, and introduce new products with higher prices and greater margins. If we fail to accomplish any of these objectives, our business will suffer. To reduce our costs, we may be required to implement design changes that lower our manufacturing costs, negotiate reduced purchase prices from our independent foundry, TSMC, and our independent assembly and test vendors, and successfully manage our manufacturing and subcontractor relationships. Because we do not operate our own wafer foundry or assembly facilities, we may not be able to reduce our costs as rapidly as companies that operate their own foundries or facilities.

We rely heavily on distributors and our success depends on our ability to develop and manage our indirect distribution channels.

A significant percentage of our sales are made to distributors and to contract manufacturers who incorporate our products into end products for OEMs. For example, in the six months ended September 30, 3008 and in fiscal 2008, 2007 and 2006, our distributor Avnet Logistics accounted for 23.8%, 29.2%, 24.7% and 30.4%, respectively, of our net revenues and our distributor Nu Horizons accounted for 7.3%, 7.2%, 8.7% and 10.3%, respectively, of our net revenues. Avnet Logistics, Nu Horizons and our other existing distributors may choose to devote greater resources to marketing and supporting the products of other companies. Since we sell through multiple channels and distribution networks, we may have to resolve potential conflicts between these channels. For example, these conflicts may result from the different discount levels offered by multiple channel distributors to their customers or, potentially, from our direct sales force targeting the same equipment manufacturer accounts as our indirect channel distributors. These conflicts may harm our business or reputation.

We may be unable to accurately predict future sales through our distributors, which could harm our ability to efficiently manage our resources to match market demand.

Our financial results, quarterly product sales, trends and comparisons are affected by fluctuations in the buying patterns of the OEMs that purchase our products from our distributors. While we attempt to assist our distributors in maintaining targeted stocking levels of our products, we may not consistently be accurate or successful. This process involves the exercise of judgment and use of assumptions as to future uncertainties, including end user demand. Inventory levels of our products held by our distributors may exceed or fall below the levels we consider desirable on a going-forward basis. This could result in distributors returning unsold inventory to us, or in us not having sufficient inventory to meet the demand for our products. If we are not able to accurately predict sales through our distributors or effectively manage our relationships with our distributors, our business and financial results will suffer.

A small number of customers generally account for a significant portion of our accounts receivable in any period, and if any one of them fails to pay us, our operating results will suffer.

At September 30, 2008, six customers accounted for 17%, 16%, 13%, 13%, 12% and 11% of accounts receivable, respectively. If any of these customers do not pay us, our operating results will be harmed. Generally, we do not require collateral from our customers.

If the recent worsening of credit market conditions continues or increases, it could have a material adverse impact on our investment portfolio.

Recent U.S. sub-prime mortgage defaults have had a significant impact across various sectors of the financial markets, causing global credit and liquidity issues. The short-term funding markets experienced credit issues during the second half of fiscal 2008 which have continued into the third quarter of fiscal 2009, leading to liquidity disruption in asset-backed commercial paper and failed auctions in the auction rate securities markets. If the global credit market continues to deteriorate, our investment portfolio may be impacted and we could determine that some of our investments are impaired. This could materially adversely impact our results of operations and financial condition.

As of September 30, 2008, the auction rate security that we own has experienced several failed auctions due to sell orders exceeding buy orders. We believe that these failures do not reflect an adverse credit issue, but rather have been caused by a lack of liquidity. This auction rate security has been classified as a long-term investment as of September 30, 2008 due to lack of liquidity and as it is not expected to be sold or redeemed within the next twelve months. In the event we should need access to these funds, they are not expected to be accessible until one of the following occurs: a successful auction occurs, the issuer redeems the issue, a buyer is

Table of Contents

found outside of the auction process or the security matures. As of September 30, 2008, we performed a discounted cash flow analysis based on variables that reflect the risks and nature of this security, including a sensitivity analysis on the expected time to redemption given current market conditions, and determined that a temporary impairment in the value of the security in the amount of $88,000 existed as of September 30, 2008. This amount was charged to accumulated other comprehensive income (loss). We may be required to adjust the carrying value of the auction rate security and record additional impairment charges in future periods, which could materially affect our results of operations and financial condition.

We could become subject to claims and litigation regarding intellectual property rights, which could seriously harm our business and require us to incur significant costs.

In recent years, there has been significant litigation in the semiconductor industry involving patents and other intellectual property rights. In the past, we have been subject to claims and litigation regarding alleged infringement of other parties intellectual property rights. In 2002, we settled patent litigation filed against us by one of our competitors. In connection with the settlement, we obtained a license from that competitor and agreed to pay a license fee and ongoing royalties. We could become subject to additional litigation in the future as a result of allegations that we infringe others intellectual property rights or that our use of intellectual property otherwise violates the law. Claims that our products infringe the proprietary rights of others would force us to defend ourselves and possibly our customers or manufacturers against the alleged infringement. Any such litigation regarding intellectual property could result in substantial costs and diversion of resources and could have a material adverse effect on our business, financial condition and results of operations. Similarly, changing our products or processes to avoid infringing the rights of others may be costly or impractical. If any claims received in the future were to be upheld, the consequences to us would be severe and could require us to:

- stop selling our products that incorporate the challenged intellectual property;
- obtain a license to sell or use the relevant technology, which license may not be available on reasonable terms or at all;
- pay damages; or
- redesign those products that use the disputed technology.

Although patent disputes in the semiconductor industry have often been settled through cross-licensing arrangements, we may not be able in any or every instance to settle an alleged patent infringement claim through a cross-licensing arrangement. We have a more limited patent portfolio than many of our competitors. If a successful claim is made against us or any of our customers and a license is not made available to us on commercially reasonable terms or we are required to pay substantial damages or awards, our business, financial condition and results of operations would be materially adversely affected.

Our business will suffer if we are unable to protect our intellectual property.

Our success and ability to compete depends in large part upon protecting our proprietary technology. We rely on a combination of patent, trade secret, copyright and trademark laws and non-disclosure and other contractual agreements to protect our proprietary rights. These agreements and measures may not be sufficient to protect our technology from third-party infringement, or to protect us from the claims of others. Monitoring unauthorized use of our products is difficult and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. Our attempts to enforce our intellectual property rights could be time consuming and costly. Litigation may be necessary in order to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. If competitors are able to use our technology without our approval or compensation, our ability to compete effectively could be harmed.

The market for Very Fast SRAMs is highly competitive.

The market for Very Fast SRAMs, which are used primarily in networking and telecommunications equipment, is characterized by price erosion, rapid technological change, cyclical market patterns and heightened foreign and domestic competition. Several of our competitors offer a broad array of memory products and have greater financial, technical, marketing, distribution and other resources than we have. Some of our competitors maintain their own semiconductor fabrication facilities, which may provide them with capacity, cost and technical advantages over us. We cannot assure you that we will be able to compete successfully against any of these competitors. Our ability to compete successfully in this market depends on factors both within and outside of our control, including:

- real or perceived imbalances in supply and demand of Very Fast SRAMs;

- the rate at which OEMs incorporate our products into their systems;

Table of Contents

- the success of our customers products;
- our ability to develop and market new products;
- access to advanced process technologies at competitive prices; and
- the supply and cost of wafers.

In addition, we are vulnerable to advances in technology by competitors, including new SRAM architectures and new forms of DRAM, or the emergence of new memory technologies that could enable the development of products that feature higher performance, lower cost or lower power capabilities. Additionally, the trend toward incorporating SRAM into other chips in the networking and telecommunications markets has the potential to reduce future demand for Very Fast SRAM products. There can be no assurance that we will be able to compete successfully in the future. Our failure to compete successfully in these or other areas could harm our business.

We may experience difficulties in transitioning to smaller geometry process technologies and other more advanced manufacturing process technologies, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.

In order to remain competitive, we expect to continue to transition the manufacture of our products to smaller geometry process technologies. This transition will require us to migrate to new manufacturing processes for our products and redesign certain products. The manufacture and design of our products is complex, and we may experience difficulty in transitioning to smaller geometry process technologies or new manufacturing processes. These difficulties could result in reduced manufacturing yields, delays in product deliveries and increased expenses. We are dependent on our relationships with TSMC to transition successfully to smaller geometry process technologies and to more advanced manufacturing processes. We cannot assure you that TSMC will be able to effectively manage the transition or that we will be able to maintain our relationship with TSMC. If we or TSMC experience significant delays in this transition or fail to implement these transitions, our business, financial condition and results of operations could be materially and adversely affected.

Manufacturing process technologies are subject to rapid change and require significant expenditures for research and development.

We continuously evaluate the benefits of migrating to smaller geometry process technologies in order to improve performance and reduce costs. Historically, these migrations to new manufacturing processes have resulted in significant initial design and development costs associated with pre-production mask sets for the manufacture of new products with smaller geometry process technologies. For example, in fiscal 2006, we incurred $678,000 in research and development expense associated with pre-production mask sets, which were not later used in production as part of the transition to our new 90 nanometer process technology. We will incur similar expenses in the future as we continue to transition our products to smaller geometry processes. The transition costs inherent in the transition to new manufacturing process technologies will adversely affect our operating results and our gross margin.

Our products are complex to design and manufacture and could contain defects, which could reduce revenues or result in claims against us.

We develop complex products. Despite testing by us and our OEM customers, design or manufacturing errors may be found in existing or new products. These defects could result in a delay in recognition or loss of revenues, loss of market share or failure to achieve market acceptance. These defects may also cause us to incur significant warranty, support and repair costs, divert the attention of our engineering personnel from our product development efforts, result in a loss of market acceptance of our products and harm our relationships with our OEM customers. Our OEM customers could also seek and obtain damages from us for their losses. A product liability claim brought against us, even if unsuccessful, would likely be time consuming and costly to defend.

Defects in wafers and other components used in our products and arising from the manufacturing of these products may not be fully recoverable from TSMC or other suppliers. For example, in the quarter ended December 31, 2005, we incurred a charge of approximately $900,000 related to the write-off of inventory resulting from an error in the assembly process at one of our suppliers. This write-off adversely affected our operating results for fiscal 2006.

Table of Contents

We are dependent on a number of single source suppliers, and if we fail to obtain adequate supplies, our business will be harmed and our prospects for growth will be curtailed.

We currently purchase several key components used in the manufacture of our products from single sources and are dependent upon supply from these sources to meet our needs. If any of these suppliers cannot provide components on a timely basis, at the same price or at all, our ability to manufacture our products will be constrained and our business will suffer. For example, we obtain wafers from a single foundry, TSMC. If we are unable to obtain an adequate supply of wafers from TSMC or find alternative sources in a timely manner, we will be unable to fulfill our customer orders and our operating results will be harmed. We do not have supply agreements with TSMC or any of our independent assembly and test suppliers, and instead obtain manufacturing services and products on a purchase-order basis. Our suppliers, including TSMC, have no obligation to supply products or services to us for any specific product, in any specific quantity, at any specific price or for any specific time period. As a result, the loss or failure to perform by any of these suppliers could adversely affect our business and operating results.

Should any of our single source suppliers experience manufacturing failures or yield shortfalls, be disrupted by natural disaster or political instability, choose to prioritize capacity or inventory for other uses or reduce or eliminate deliveries to us, we likely will not be able to enforce fulfillment of any delivery commitments and we would have to identify and qualify acceptable replacements from alternative sources of supply. In particular, if TSMC is unable to supply us with sufficient quantities of wafers to meet all of our requirements, we would have to allocate our products among our customers, which would constrain our growth and might cause some of them to seek alternative sources of supply. Since the manufacturing of wafers and other components is extremely complex, the process of qualifying new foundries and suppliers is a lengthy process and there is no assurance that we will be able to find and qualify another supplier without materially adversely affecting our business, financial condition and results of operations.

Because we outsource our wafer manufacturing and independent wafer foundry capacity is limited, we may be required to enter into costly long-term supply arrangements to secure foundry capacity.

We do not have long-term supply agreements with TSMC, but instead obtain our wafers on a purchase order basis. In order to secure future wafer supply from TSMC or from other independent foundries, we may be required to enter into various arrangements with them, which could include:

- contracts that commit us to purchase specified quantities of wafers over extended periods;
- investments in and joint ventures with the foundries; or
- non-refundable deposits with or prepayments or loans to foundries in exchange for capacity commitments.

We may not be able to make any of these arrangements in a timely fashion or at all, and these arrangements, if any, may not be on terms favorable to us. Moreover, even if we are able to secure independent foundry capacity, we may be obligated to use all of that capacity or incur penalties. These penalties may be expensive and could harm our financial results.

If we are unable to offset increased wafer fabrication costs by increasing the average selling prices of our products, our gross margins will suffer.

If there is a significant upturn in the networking and telecommunications markets that results in increased demand for our products and competing products, the available supply of wafers may be limited. As a result, we could be required to obtain additional manufacturing capacity in order to meet increased demand. Securing additional manufacturing capacity may cause our wafer fabrication costs to increase. If we are unable to offset these increased costs by increasing the average selling prices of our products, our gross margins will decline.

Demand for our products may decrease if our OEM customers experience difficulty manufacturing, marketing or selling their products.

Our products are used as components in our OEM customers products. For example, Cisco Systems, our largest OEM customer, incorporates our products in a number of its networking routers and switches. Accordingly, demand for our products is subject to factors affecting the ability of our OEM customers to successfully introduce and market their products, including:

- capital spending by telecommunication and network service providers and other end users who purchase our OEM customers products;
- the competition our OEM customers face, particularly in the networking and telecommunications industries;

Table of Contents

- the technical, manufacturing, sales and marketing and management capabilities of our OEM customers;
- the financial and other resources of our OEM customers; and
- the inability of our OEM customers to sell their products if they infringe third-party intellectual property rights.

As a result, if OEM customers reduce their purchases of our products, our business will suffer.

Downturns in the semiconductor industry may harm our revenues and margins.

The semiconductor industry is highly cyclical. The industry has experienced significant downturns, often in connection with, or in anticipation of, maturing product cycles of both semiconductor companies and their customers products and declines in general economic conditions. These downturns have been characterized by production overcapacity, high inventory levels and accelerated erosion of average selling prices. From time to time, the semiconductor industry also has experienced periods of increased demand and production capacity constraints.

Our operating results may suffer during the down portion of these cycles. For example, the SRAM industry experienced significant declines in the average selling prices of SRAM products during the recent downturn in the semiconductor industry. We expect similar declines to occur in the future. Downturns in the semiconductor industry could cause our stock price to be volatile, and a prolonged decline in the industry could adversely affect our revenues. If we are unable to control our expenses adequately in response to reduced net sales, our results of operations would be negatively impacted. For example, the industry downturn in 2001 resulted in a $3.9 million inventory write-off in fiscal 2002.

If we do not successfully develop new products to respond to rapid market changes due to changing technology and evolving industry standards, particularly in the networking and telecommunications markets, our business will be harmed.

If we fail to offer technologically advanced products and respond to technological advances and emerging standards, we may not generate sufficient revenues to offset our development costs and other expenses, which will hurt our business. The development of new or enhanced products is a complex and uncertain process that requires the accurate anticipation of technological and market trends. In particular, the networking and telecommunications markets are rapidly evolving and new standards are emerging. We are vulnerable to advances in technology by competitors, including new SRAM architectures, new forms of DRAM and the emergence of new memory technologies that could enable the development of products that feature higher performance or lower cost. We may experience development, marketing and other technological difficulties that may delay or limit our ability to respond to technological changes, evolving industry standards, competitive developments or end-user requirements. For example, because we have limited experience developing integrated circuits, or IC, products other than Very Fast SRAMs, our efforts to introduce new products may not be successful and our business may suffer. Other challenges that we face include:

- our products may become obsolete upon the introduction of alternative technologies;
- we may incur substantial costs if we need to modify our products to respond to these alternative technologies;
- we may not have sufficient resources to develop or acquire new technologies or to introduce new products capable of competing with future technologies;
- new products that we develop may not successfully integrate with our end-users products into which they are incorporated;
- we may be unable to develop new products that incorporate emerging industry standards;
- we may be unable to develop or acquire the rights to use the intellectual property necessary to implement new technologies; and
- when introducing new or enhanced products, we may be unable to manage effectively the transition from older products.

Table of Contents

Our products have lengthy sales cycles that make it difficult to plan our expenses and forecast results.

Our products are generally incorporated in our OEM customers products at the design stage. However, their decisions to use our products often require significant expenditures by us without any assurance of success, and often precede volume sales, if any, by a year or more. If an OEM customer decides at the design stage not to incorporate our products into their products, we will not have another opportunity for a design win with respect to that customer s product for many months or years, if at all. Our sales cycle can take up to 24 months to complete, and because of this lengthy sales cycle, we may experience a delay between increasing expenses for research and development and our sales and marketing efforts and the generation of volume production revenues, if any, from these expenditures. Moreover, the value of any design win will largely depend on the commercial success of our OEM customers products. There can be no assurance that we will continue to achieve design wins or that any design win will result in future revenues.

Any significant order cancellations or order deferrals could adversely affect our operating results.

We typically sell products pursuant to purchase orders that customers can generally cancel or defer on short notice without incurring a significant penalty. Any significant cancellations or deferrals in the future could materially and adversely affect our business, financial condition and results of operations. Cancellations or deferrals could cause us to hold excess inventory, which could reduce our profit margins, increase product obsolescence and restrict our ability to fund our operations. We generally recognize revenue upon shipment of products to a customer. If a customer refuses to accept shipped products or does not pay for these products, we could miss future revenue projections or incur significant charges against our income, which could materially and adversely affect our operating results.

As our business grows, such growth may place a significant strain on our management and operations and, as a result, our business may suffer.

We plan to continue expanding our business, and our expected growth could place a significant strain on our management systems, infrastructure and other resources. To manage the expected growth of our operations and increases in the number of our personnel, we will need to invest the necessary capital to improve our operational, financial and management controls and our reporting systems and procedures. Our controls, systems and procedures might not be adequate to support a growing public company. In addition, we may not have sufficient administrative staff to support our operations. For example, we currently have only five employees in our finance department in the United States, including our Chief Financial Officer. Furthermore, our officers have limited experience in managing large or rapidly growing businesses and the majority of our management had no previous experience in managing a public company or communicating with securities analysts and public company investors. If our management fails to respond effectively to changes in our business, our business may suffer.

Our international business exposes us to additional risks.

Products shipped to destinations outside of the United States accounted for 60%, 53.0%, 48.9% and 48.3% of our net revenues in the six months ended September 30, 2008 and in fiscal 2008, 2007 and 2006, respectively. Moreover, a substantial portion of our products is manufactured and tested in Taiwan. We intend to expand our international business in the future. Conducting business outside of the United States subjects us to additional risks and challenges, including:

- heightened price sensitivity from customers in emerging markets;
- compliance with a wide variety of foreign laws and regulations;
- legal uncertainties regarding taxes, tariffs, quotas, export controls, competition, export licenses and other trade barriers;
- political and economic instability in, or foreign conflicts that involve or affect, the countries of our customers;
- difficulties in collecting accounts receivable and longer accounts receivable payment cycles;
- difficulties in staffing and managing personnel, distributors and representatives;
- limited protection for intellectual property rights in some countries; and
- fluctuations in freight rates and transportation disruptions.

Moreover, our reporting currency is the U.S. dollar. However, a portion of our cost of revenues and our operating expenses is denominated in currencies other than the U.S. dollar, primarily the New Taiwanese dollar. As a result, appreciation or depreciation of other currencies in relation to the U.S. dollar could result in transaction gains or losses that could impact our operating results. We do not currently engage in currency hedging activities.

Table of Contents

TSMC, our other independent suppliers and many of our OEM customers have operations in the Pacific Rim, an area subject to significant earthquake risk and adverse consequences related to the potential outbreak of contagious diseases such as the Avian Flu.

The foundry that manufactures our products, TSMC, and all of the principal independent suppliers that assemble and test our products are located in Taiwan. Many of our customers are also located in the Pacific Rim. The risk of an earthquake in these Pacific Rim locations is significant. The occurrence of an earthquake or other natural disaster near the fabrication facilities of TSMC or our other independent suppliers could result in damage, power outages and other disruptions that impair their production and assembly capacity. Any disruption resulting from such events could cause significant delays in the production or shipment of our products until we are able to shift our manufacturing, assembling, packaging or production testing from the affected contractor to another third-party vendor. In such an event, we may not be able to obtain alternate foundry capacity on favorable terms, or at all.

The outbreak of SARS in 2003 curtailed travel to and from certain countries, primarily in the Asia-Pacific region, and limited travel within those countries. If there were to be another outbreak of a contagious disease, such as SARS or the Avian Flu, that significantly affected the Asia-Pacific region, the operations of our key suppliers could be disrupted. In addition, our business could be harmed if such an outbreak resulted in travel being restricted, as it was during parts of 2003, or if it adversely affected the operations of our OEM customers or the demand for our products or our OEM customers products.

Changes in Taiwan s political, social and economic environment may affect our business performance.

Because much of the manufacturing and testing of our products is conducted in Taiwan, our business performance may be affected by changes in Taiwan s political, social and economic environment. For example, any political instability resulting from the relationship among the United States, Taiwan and the People s Republic of China could damage our business. Moreover, the role of the Taiwanese government in the Taiwanese economy is significant. Taiwanese policies toward economic liberalization, and laws and policies affecting technology companies, foreign investment, currency exchange rates, taxes and other matters could change, resulting in greater restrictions on our ability and our suppliers ability to do business and operate facilities in Taiwan. If any of these changes were to occur, our business could be harmed and our stock price could decline.

Market demand for our products may decrease as a result of changes in general economic conditions, as well as incidents of terrorism, war and other social and political instability.

Our revenues and gross profit depend largely on general economic conditions and, in particular, the strength of demand for our products in the markets in which we are doing business. From time to time, customers and potential customers have elected not to make purchases of our products due to reduced budgets and uncertainty about the future, and, in the case of distributors, declining demand from their customers for their solutions in which they integrate our products. Similarly, from time to time, acts of terrorism, in particular in the United States, have had a negative impact on information technology spending. High fuel prices, growing concerns regarding the prospects for the U.S. and worldwide economies and continuing turmoil in the Middle East and elsewhere have increased uncertainty in the United States and our other markets. Should these factors result in a downturn in economic activity in the United States or globally, our customers may delay or reduce their purchases of information technology, which would result in lower demand for our products and adversely affect our results of operations.

We are substantially dependent on the continued services and performance of our senior management and other key personnel.

Our future success is substantially dependent on the continued services and continuing contributions of our senior management who must work together effectively in order to design our products, expand our business, increase our revenues and improve our operating results. The loss of services of Lee-Lean Shu, our President and Chief Executive Officer, Robert Yau, our Vice President of Engineering, any other executive officer or other key employee could significantly delay or prevent the achievement of our development and strategic objectives. We do not have employment contracts with, nor maintain key person insurance on, any of our executive officers.

Table of Contents

If we are unable to recruit or retain qualified personnel, our business and product development efforts could be harmed.

We must continue to identify, recruit, hire, train, retain and motivate highly skilled technical, managerial, sales and marketing and administrative personnel. Competition for these individuals is intense, and we may not be able to successfully recruit, assimilate or retain sufficiently qualified personnel. We may encounter difficulties in recruiting and retaining a sufficient number of qualified engineers, which could harm our ability to develop new products and adversely impact our relationships with existing and future end-users at a critical stage of development. The failure to recruit and retain necessary technical, managerial, sales, marketing and administrative personnel could harm our business and our ability to obtain new OEM customers and develop new products.

We may need to raise additional capital in the future, which may not be available on favorable terms or at all, and which may cause dilution to existing stockholders.

We may need to seek additional funding in the future. We do not know if we will be able to obtain additional financing on favorable terms, if at all. If we cannot raise funds on acceptable terms, if and when needed, we may not be able to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements, and we may be required to reduce operating costs, which could seriously harm our business. In addition, if we issue equity securities, our stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of our common stock.

Our products are increasingly being incorporated into advanced military electronics, and changes in international geopolitical circumstances and domestic budget considerations may hurt our business.

Our products are increasingly being incorporated into advanced military electronics such as radar and guidance systems. Military expenditures and appropriations for such purchases have risen significantly in recent years. However, should the current conflicts in Iraq and Afghanistan and the general war on terror subside, our operating results would likely suffer. Domestic budget considerations may also adversely affect our operating results. For example, if governmental appropriations for military purchases of electronic devices that include our products are reduced, our revenues will likely decline.

If we acquire any companies or technologies in the future, they could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results.

In the future, we may acquire or make investments in companies, assets or technologies that we believe are complementary or strategic. We have not made any acquisitions or investments to date, and therefore our ability as an organization to make acquisitions or investments is unproven. If we decide to make an acquisition or investment, we face numerous risks, including:

- difficulties in integrating operations, technologies, products and personnel;
- diversion of financial and managerial resources from existing operations;
- risk of overpaying for or misjudging the strategic fit of an acquired company, asset or technology;
- problems or liabilities stemming from defects of an acquired product or intellectual property litigation that may result from offering the acquired product in our markets;
- challenges in retaining key employees to maximize the value of the acquisition or investment;
- inability to generate sufficient return on investment;
- incurrence of significant one-time write-offs; and
- delays in customer purchases due to uncertainty.

If we proceed with an acquisition or investment, we may be required to use a considerable amount of our cash, or to finance the transaction through debt or equity securities offerings, which may decrease our financial liquidity or dilute our stockholders and affect the market price of our stock. As a result, if we fail to properly evaluate and execute acquisitions or investments, our business and prospects may be harmed.

Table of Contents

We will incur significant costs as a result of being a public company, and the related commitment of resources may divert management attention from our business and impair our financial results.

As a public company, we are incurring and will continue to incur additional legal, accounting and other expenses that we did not incur as a private company. The Securities Exchange Act of 1934, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, and The NASDAQ Marketplace Rules now apply to us as a public company. Compliance with these rules and regulations have required significant increases in our legal and financial budgets and may also strain our personnel, systems and resources.

The Exchange Act requires, among other things, filing of annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. Satisfying these requirements involves a commitment of significant resources and management oversight. As a result of management s efforts to comply with such requirements, other important business concerns may receive insufficient attention, which could have a material adverse effect on our business, financial condition and results of operations. Failure to meet certain of these regulatory requirements could also cause us to be delisted from the NASDAQ Global Market.

In addition, in order to comply with these requirements, we are hiring and will continue to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge, which will increase our operating expenses in future periods.

We also expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to maintain coverage. If we are unable to maintain adequate directors and officers insurance, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors, particularly to serve on our audit committee, and qualified executive officers.

If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements could be impaired, which could adversely affect our operating results, our ability to operate our business and investors views of us.

Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time-consuming process. On a continuous basis, we update our internal controls documentation and, where appropriate, improve our internal controls and procedures as we are subject to Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal control over financial reporting and in the future a report by our independent registered public accounting firm addressing the effectiveness of our internal control over financial reporting. Both we and our independent registered public accounting firm are, or will be, testing our internal controls in anticipation of becoming fully subject to Section 404 requirements and, as part of that documentation and testing, will identify areas for further attention and improvement. Implementing any appropriate changes to our internal controls may entail substantial costs in order to modify our existing financial and accounting systems, take a significant period of time to complete, and distract our officers, directors and employees from the operation of our business. These changes may not, however, be effective in maintaining the adequacy of our internal controls. Any failure to maintain that adequacy, or a consequent inability to produce accurate financial statements on a timely basis, could increase our operating costs, materially impair our ability to operate our business, and adversely affect our stock price.

Our operations involve the use of hazardous and toxic materials, and we must comply with environmental laws and regulations, which can be expensive, and may affect our business and operating results.

We are subject to federal, state and local regulations relating to the use, handling, storage, disposal and human exposure to hazardous and toxic materials. If we were to violate or become liable under environmental laws in the future as a result of our inability to obtain permits, human error, accident, equipment failure or other causes, we could be subject to fines, costs, or civil or criminal sanctions, face property damage or personal injury claims or be required to incur substantial investigation or remediation costs, which could be material, or experience disruptions in our operations, any of which could have a material adverse effect on our business. In addition, environmental laws could become more stringent over time imposing greater compliance costs and increasing risks and penalties associated with violations, which could harm our business.

We also face increasing complexity in our product design as we adjust to new and future requirements relating to the materials composition of our products, including the restrictions on lead and other hazardous substances applicable to specified electronic products placed on the market in the European Union (Restriction on the Use of Hazardous Substances Directive 2002/95/EC, also known as the RoHS Directive). We also expect that our operations will be affected by other new environmental laws and regulations on an ongoing basis. Although we cannot predict the ultimate impact of any such new laws and regulations, they will likely result in additional costs, and could require that we change the design and/or manufacturing of our products, any of which could have a material adverse effect on our business.

Table of Contents

The trading price of our common stock is subject to fluctuation and is likely to be volatile.

The trading price of our common stock may fluctuate significantly in response to a number of factors, some of which are beyond our control, including:

- actual or anticipated declines in operating results;
- changes in financial estimates or recommendations by securities analysts;
- announcements by us or our competitors of financial results, new products, significant technological innovations, contracts, acquisitions, strategic relationships, joint ventures, capital commitments or other events;
- rapid changes in industry estimates in demand for Very Fast SRAM products;
- the gain or loss of significant orders or customers;
- recruitment or departure of key personnel; and
- market conditions in our industry, the industries of our customers and the economy as a whole.

In recent years the stock market in general, and the market for technology stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. The market price of our common stock might experience significant fluctuations in the future, including fluctuations unrelated to our performance. These fluctuations could materially adversely affect our business relationships, our ability to obtain future financing on favorable terms or otherwise harm our business. In addition, in the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. This risk is especially acute for us because the extreme volatility of market prices of technology companies has resulted in a larger number of securities class action claims against them. Due to the potential volatility of our stock price, we may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management s attention and resources. This could harm our business and cause the value of our stock to decline.

Our executive officers, directors and entities affiliated with them hold a substantial percentage of our common stock.

As of September 30, 2008, our executive officers, directors and entities affiliated with them beneficially owned approximately 23% of our outstanding common stock. As a result, these stockholders will be able to exercise substantial influence over, and may be able to effectively control, matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, which could have the effect of delaying or preventing a third party from acquiring control over or merging with us.

The provisions of our charter documents might inhibit potential acquisition bids that a stockholder might believe are desirable, and the market price of our common stock could be lower as a result.

Our Board of Directors has the authority to issue up to 5,000,000 shares of preferred stock. Our Board of Directors can fix the price, rights, preferences, privileges and restrictions of the preferred stock without any further vote or action by our stockholders. The issuance of shares of preferred stock might delay or prevent a change in control transaction. As a result, the market price of our common stock and the voting and other rights of our stockholders might be adversely affected. The issuance of preferred stock might result in the loss of voting control to other stockholders. We have no current plans to issue any shares of preferred stock. Our charter documents also contain other provisions, which might discourage, delay or prevent a merger or acquisition, including:

- our stockholders have no right to remove directors without cause;
- our stockholders have no right to act by written consent;
- our stockholders have no right to call a special meeting of stockholders; and
- stockholders must comply with advance notice requirements to nominate directors or submit proposals for consideration at stockholder meetings.

Table of Contents

These provisions could also have the effect of discouraging others from making tender offers for our common stock. As a result, these provisions might prevent the market price of our common stock from increasing substantially in response to actual or rumored takeover attempts. These provisions might also prevent changes in our management.

We do not expect to pay any cash dividends for the foreseeable future.

We do not anticipate that we will pay any cash dividends to holders of our common stock in the foreseeable future. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

On March 29, 2007, our Registration Statement on Form S-1 (333-139885) covering the initial public offering of our common stock was declared effective by the SEC. We registered 6,131,111 shares to be sold by us and up to 919,667 shares to be sold by selling stockholders to cover an over-allotment option granted to the underwriters. All 6,131,111 shares offered by us were sold at an initial public offering price of $5.50, for an aggregate offering price of $33,721,111. On April 27, 2007, the underwriters partially exercised their over-allotment option, and an additional 303,583 shares were sold by the selling stockholders for an aggregate offering price of $1,669,706. We did not receive any portion of the proceeds from the sale of shares by the selling stockholders upon exercise of the underwriters over-allotment option.

The principal purposes of the offering were to obtain additional capital, establish a public market for our common stock and facilitate our future access to public capital markets. We intend to use the net proceeds of the offering for working capital and other general corporate purposes, including capital expenditures and research and development. We may use a portion of the net proceeds to acquire businesses, products or technologies that are complementary to our current or future business and product lines; however, we have never made an acquisition and currently have no specific acquisitions planned. To date, we have used proceeds from the offering as follows:

Underwriting discount	$	2,360,000
Offering expenses		739,000
Capital expenditures		3,906,000
Accounts payable		3,318,000
Income taxes		4,713,000
Payroll and payroll related expenses		11,333,000
Total	$	26,369,000

Pending such uses, the balance of the net proceeds of the offering has been invested in investment grade, interest-bearing securities.

Item 4. ***Submission of Matters to a Vote of Security Holders***

At the Company s annual meeting of stockholders held on August 28, 2008, the following proposals were submitted to a vote of stockholders:

Proposal No. 1: Election of Directors

The following votes were cast for the nominees, and each such nominee was elected to the Company s Board of Directors:

Name	Votes For	Votes Withheld

Lee-Lean Shu	**23,464,280**	**131,691**

Haydn Hsieh	**23,577,380**	**18,591**

Ruey L. Lu	**22,920,580**	**675,391**

Arthur O. Whipple	**23,547,980**	**47,991**

Robert Yau	**22,836,880**	**759,091**

Proposal No. 2: Ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the fiscal year ending March 31, 2009, which was approved by the following vote:

For	**23,595,335**

Against	**36**

Abstain	**600**

Table of Contents

Item 6. *Exhibits*

Exhibit Number	**Name of Document**
31.1	Certification of Lee-Lean Shu, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Douglas Schirle, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Lee-Lean Shu, President and Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Douglas Schirle, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

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 thereunto duly authorized.

Date: November 12, 2008

GSI Technology, Inc.

By: **/s/ LEE-LEAN SHU**
Lee-Lean Shu
President, Chief Executive Officer and Chairman

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

Table of Contents

EXHIBIT INDEX

Exhibit Number	Name of Document
31.1	Certification of Lee-Lean Shu, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Douglas Schirle, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Lee-Lean Shu, President and Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Douglas Schirle, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.