

GSI TECHNOLOGY INC
Form 425
August 19, 2014

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

FORM 8-K

CURRENT REPORT

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

August 19, 2014

Date of Report (date of earliest event reported)

GIGOPTIX, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-35520
(Commission
File Number)

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

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130 Baytech Drive

San Jose, CA 95134

(Address of principal executive offices)

(408) 522-3100

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On August 19, 2014, GigOptix, Inc. (GigOptix) issued a press release announcing its proposal to acquire GSI Technology, Inc. (GSI). The proposal was communicated on August 18, 2014 in a letter from Dr. Avi S. Katz, Chief Executive Officer, President and Chairman of the Board of Directors of GigOptix, to the Board of Directors of GSI and Mr. Lee-Lean Shu, President, Chief Executive Officer and Chairman of the Board of GSI. The press release announcing the proposal, including the full text of the proposal letter delivered to the Board of Directors and Mr. Lee-Lean Shu, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

Exhibit 99.1 Press Release dated August 19, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GIGOPTIX, INC.

By: /s/ Dr. Avi Katz

Name: Dr. Avi Katz

Title: Chief Executive Officer

Date: August 19, 2014

EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|-------------------------------------|
| 99.1 | Press Release dated August 19, 2014 |