

GSI TECHNOLOGY INC  
Form 10-Q  
August 10, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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

For the quarterly period ended **June 30, 2007** or

**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**

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**GSI Technology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**77-0398779**

(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  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act). Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the registrant's common stock outstanding as of August 8, 2007: 27,615,815.

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GSI TECHNOLOGY, INC.

FORM 10-Q FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2007

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**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****GSI TECHNOLOGY, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)**

|  | <b>June 30,<br/>2007</b>                                      | <b>March 31,<br/>2007</b> |
|--|---|---------------------------|
|  | <b>(In thousands, except share<br/>and per share amounts)</b> |                           |
| <b>ASSETS</b>  |   |                           |
| Cash and cash equivalents  | \$ 15,287   | \$ 4,275                  |
| Restricted cash  |   | 1,000                     |
| Short-term investments   | 27,483  | 4,000                     |
| Accounts receivable, net   | 5,073   | 6,397                     |
| Inventories  | 21,100  | 24,209                    |
| Prepaid expenses and other current assets  | 1,961   | 3,205                     |
| Deferred income taxes  | 951   | 1,084                     |
| Total current assets   | 71,855  | 44,170                    |
| Property and equipment, net  | 4,832   | 4,745                     |
| Other assets   | 1,027   | 995                       |
| Total assets   | \$ 77,714   | \$ 49,910                 |
| <b>LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND<br/>STOCKHOLDERS EQUITY</b> |   |                           |
| Accounts payable   | \$ 1,939  | \$ 4,864                  |
| Accrued expenses and other liabilities   | 1,655   | 2,603                     |
| Deferred revenue   | 3,636   | 3,704                     |
| Total current liabilities  | 7,230   | 11,171                    |
| Income taxes payable   | 284   |                           |
| Total liabilities  | 7,514   | 11,171                    |
| Commitments and contingencies (Notes 7 and 13)   |   |                           |
| Redeemable convertible preferred stock: \$0.001 par value                              |   |                           |
| Authorized: 15,120,168 shares  |   |                           |
| Issued and outstanding: 0 and 15,120,168 shares, respectively                          |   |                           |
| Liquidation preference: \$0 and \$9,007, respectively                                  |   | 9,007                     |
| 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: 27,615,815 and 6,343,411 shares, respectively                  | 28  | 6                         |
| Additional paid-in capital   | 46,961  | 7,542                     |
| Accumulated other comprehensive loss   | (27   | )                         |
| Retained earnings  | 23,238  | 22,184                    |
| Total stockholders' equity   | 70,200  | 29,732                    |
| Total liabilities, redeemable convertible preferred stock and stockholders' equity     | \$ 77,714   | \$ 49,910                 |

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



## GSI TECHNOLOGY, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

|  | Three Months Ended June 30, |           |
|--|-----------------------------|-----------|
|  | 2007                        | 2006      |
| (In thousands, except per share amounts)                                 |                             |           |
| Net revenues   | \$ 11,305                   | \$ 13,973 |
| Cost of revenues   | 6,886                       | 8,395     |
| Gross profit   | 4,419                       | 5,578     |
| Operating expenses:  |                             |           |
| Research and development   | 1,132                       | 1,287     |
| Selling, general and administrative                                      | 2,187                       | 1,318     |
| Total operating expenses   | 3,319                       | 2,605     |
| Income from operations   | 1,100                       | 2,973     |
| Interest income, net   | 413                         | 179       |
| Other income, net  | 52                          | 6         |
| Income before income taxes   | 1,565                       | 3,158     |
| Provision for income taxes   | 511                         | 1,048     |
| Net income   | \$ 1,054                    | \$ 2,110  |
| Basic and diluted net income per share available to common stockholders: |                             |           |
| Basic  | \$ 0.04                     | \$ 0.30   |
| Diluted  | \$ 0.04                     | \$ 0.09   |
| Weighted average shares used in per share calculations:                  |                             |           |
| Basic  | 27,133                      | 6,181     |
| Diluted  | 28,790                      | 22,642    |

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

## GSI TECHNOLOGY, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

|   | Three Months Ended June 30, |           |
|---|-----------------------------|-----------|
|   | 2007                        | 2006      |
|   | (In thousands)              |           |
| Cash flows from operating activities:   |                             |           |
| Net income  | \$ 1,054                    | \$ 2,110  |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                             |           |
| Reversal of allowance for sales returns and doubtful accounts                               | (3 )                        | (44 )     |
| Provision for excess and obsolete inventories   | 2                           |           |
| Depreciation and amortization   | 267                         | 211       |
| Stock-based compensation  | 387                         | 111       |
| Deferred income taxes   | 101                         |           |
| Amortization of bond premium on investments   | 85                          |           |
| Changes in assets and liabilities:  |                             |           |
| Accounts receivable   | 1,327                       | (2,125 )  |
| Inventory   | 3,107                       | (959 )    |
| Prepaid expenses and other assets   | 664                         | (209 )    |
| Accounts payable  | (2,778 )                    | (1,387 )  |
| Accrued expenses and other liabilities  | 426                         | 1,158     |
| Deferred revenue  | (68 )                       | 1,088     |
| Net cash provided by (used in) operating activities   | 4,571                       | (46 )     |
| Cash flows from investing activities:   |                             |           |
| Decrease in restricted cash   | 1,000                       |           |
| Purchase of short-term investments  | (26,595 )                   | (1,500 )  |
| Proceeds from sales and maturities of short-term investments                                | 3,000                       | 1,000     |
| Purchases of property and equipment   | (1,591 )                    | (24 )     |
| Net cash used in investing activities   | (24,186 )                   | (524 )    |
| 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                      |           |
| Proceeds from issuance of common stock upon option exercises                                | 5                           | 27        |
| Net cash provided by financing activities   | 30,627                      | 27        |
| Net increase (decrease) in cash and cash equivalents  | 11,012                      | (543 )    |
| Cash and cash equivalents at beginning of the period  | 4,275                       | 11,505    |
| Cash and cash equivalents at end of the period  | \$ 15,287                   | \$ 10,962 |
| Non-cash financing activities:  |                             |           |
| Purchases of property and equipment through accounts payable and accruals                   | \$ 105                      | \$        |
| Supplemental cash flow information:   |                             |           |
| Cash paid for income taxes  | \$ 31                       | \$ 19     |
| Cash paid for interest  | \$                          | \$ 8      |

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

**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, 2007.

The consolidated results of operations for the three months ended June 30, 2007 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, 2007. The Company adopted the provisions of Financial Accounting Standards Board ( FASB ) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - An Interpretation of FASB Statement No. 109* ( FIN 48 ) as of the first day of the first quarter of fiscal 2008. The Company has not otherwise materially changed its significant accounting policies.

***Income Taxes***

FIN 48 prescribes a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a decision whether to file or not to file a return in a particular jurisdiction). Under the Interpretation, the financial statements will reflect expected future tax consequences of such positions presuming the taxing authorities full knowledge of the position and all relevant facts, but without considering time values. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation process, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. The Company adopted this standard in the first quarter of fiscal 2008 and the impact of the adoption of FIN 48 is disclosed in Note 5.

***Recent accounting pronouncements***

In February 2007, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, which permits entities to choose to measure eligible financial instruments and certain other items at fair value that are not currently 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 No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the effect that the adoption of SFAS 159 will have on its consolidated financial position and results of operations.



In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. The changes to current 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. The Company will be required to adopt the provisions of SFAS No. 157 beginning with its fiscal quarter ending June 30, 2008. The Company is currently evaluating the impact of the adoption of SFAS No. 157, but we do not currently believe its adoption will have a material impact on our consolidated financial position, results of operations or cash flows.

## 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* ( EITF No. 03-6 ), 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 are 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 ended June 30, 2007 and 2006, 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 it is dilutive.

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

|   | Three Months Ended June 30, |          |
|---|-----------------------------|----------|
|   | 2007                        | 2006     |
| (In thousands, except per share amounts)  |                             |          |
| Numerators:   |                             |          |
| Net income  | \$ 1,054                    | \$ 2,110 |
| Net income allocated to participating redeemable convertible preferred stockholders | 5                           | 225      |
| Net income available to common stockholders - Basic                                 | \$ 1,049                    | \$ 1,885 |
| Net income allocated to participating redeemable convertible preferred stockholders | 2                           | 214      |
| Net income available to common stockholders - Diluted                               | \$ 1,051                    | \$ 2,099 |
| Denominators:   |                             |          |
| Weighted average common shares outstanding  | 27,133                      | 6,181    |
| Weighted average shares - Basic   | 27,133                      | 6,181    |
| Dilutive effect of employee stock options   | 1,396                       | 1,461    |
| Dilutive effect of redeemable convertible preferred shares                          | 261                         | 15,000   |
| Weighted average shares - Dilutive  | 28,790                      | 22,642   |
| Net income per common share - Basic   | \$ 0.04                     | \$ 0.30  |
| Net income per common share - Diluted   | \$ 0.04                     | \$ 0.09  |

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

|  | <b>Three Months Ended June 30,</b> |             |
|--|------------------------------------|-------------|
|  | <b>2007</b>                        | <b>2006</b> |
|  | <b>(In thousands)</b>              |             |
| Redeemable convertible preferred stock | 72                                 | 120         |
| Stock options                          | 2,066                              | 945         |
|  | 2,138                              | 1,065       |

**NOTE 3 BALANCE SHEET DETAIL**

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

|                                 | <b>June 30, 2007</b>  |                               |                                |                   |
|---------------------------------|-----------------------|-------------------------------|--------------------------------|-------------------|
|                                 | <b>Cost</b>           | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> | <b>Fair Value</b> |
|                                 | <b>(In thousands)</b> |                               |                                |                   |
| Short-term investments          |                       |                               |                                |                   |
| Auction rate securities         | \$ 6,000              | \$                            | \$                             | \$ 6,000          |
| State and municipal obligations | 20,510                |                               | (27)                           | 20,483            |
| Certificates of deposit         | 1,000                 |                               |                                | 1,000             |
| Total short-term investments    | \$ 27,510             | \$                            | \$ (27)                        | \$ 27,483         |

|                              | <b>March 31, 2007</b> |                               |                                |                   |
|------------------------------|-----------------------|-------------------------------|--------------------------------|-------------------|
|                              | <b>Cost</b>           | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> | <b>Fair Value</b> |
|                              | <b>(In thousands)</b> |                               |                                |                   |
| Short-term investments       |                       |                               |                                |                   |
| Auction rate securities      | \$ 4,000              | \$                            | \$                             | \$ 4,000          |
| Total short-term investments | \$ 4,000              | \$                            | \$                             | \$ 4,000          |

At March 31, 2007, restricted cash consisted of certificates of deposit totaling \$1,000,000 held with a financial institution as collateral for the Company's line of credit. On May 9, 2007, the line of credit was terminated and this cash is no longer restricted.

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

|                           | <b>June 30, 2007</b>  |        | <b>March 31, 2007</b> |        |
|---------------------------|-----------------------|--------|-----------------------|--------|
|                           | <b>(In thousands)</b> |        |                       |        |
| <b>Inventories:</b>       |                       |        |                       |        |
| Work-in-progress          | \$                    | 11,678 | \$                    | 14,009 |
| Finished goods            | 7,960                 |        | 8,893                 |        |
| Inventory at distributors | 1,462                 |        | 1,307                 |        |
|                           | \$                    | 21,100 | \$                    | 24,209 |

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|  | June 30, 2007  | March 31, 2007 |
|--|----------------|----------------|
|  | (In thousands) |                |
| Accounts receivable, net:                                |                |                |
| Accounts receivable                                      | \$ 5,177       | \$ 6,505       |
| Less: Allowances for sales returns and doubtful accounts | (104)          | (108)          |
|  | \$ 5,073       | \$ 6,397       |

|   | June 30, 2007  | March 31, 2007 |
|---|----------------|----------------|
|   | (In thousands) |                |
| Prepaid expenses and other current assets:      |                |                |
| Prepaid tooling and masks                       | \$ 716         | \$ 1,073       |
| Prepaid initial public offering costs           |                | 1,197          |
| Other prepaid expenses                          | 1,245          | 935            |
|   | \$ 1,961       | \$ 3,205       |
| Property and equipment, net:                    |                |                |
| Computer and other equipment                    | \$ 8,165       | \$ 8,078       |
| Software  | 2,623          | 2,353          |
| Furniture and fixtures                          | 228            | 228            |
| Leasehold improvements                          | 286            | 286            |
|   | 11,302         | 10,945         |
| Less: Accumulated depreciation and amortization | (6,470)        | (6,200)        |
|   | \$ 4,832       | \$ 4,745       |

Depreciation and amortization expense was \$267,000 and \$211,000 for the three months ended June 30, 2007 and March 31, 2007, respectively.

|                                   | June 30, 2007  | March 31, 2007 |
|-----------------------------------|----------------|----------------|
|                                   | (In thousands) |                |
| Other Assets:                     |                |                |
| Non-current deferred income taxes | \$ 931         | \$ 901         |
| Deposits                          | 96             | 94             |
|                                   | \$ 1,027       | \$ 995         |

|   | June 30, 2007  | March 31, 2007 |
|---|----------------|----------------|
|   | (In thousands) |                |
| Accrued expenses and other liabilities: |                |                |
| Accrued compensation                    | \$ 431         | \$ 373         |
| Accrued professional fees               | 200            | 100            |
| Accrued commissions                     | 295            | 340            |
| Accrued royalties                       | 21             | 20             |
| Accrued income taxes                    | 319            | 227            |
| Accrued equipment and software costs    | 71             | 1,161          |
| Other accrued expenses                  | 318            | 382            |
|   | \$ 1,655       | \$ 2,603       |



**NOTE 4 RELATED PARTY TRANSACTIONS**

HolyStone Enterprises Co. Ltd., its subsidiaries, and its Chief Executive Officer, who is also a director of the Company, together held approximately 11% of the outstanding shares of the Company's common stock as of June 30, 2007. The Company made sales of \$299,000 and \$338,000 to HolyStone Enterprises Co. Ltd. during the three months ended June 30, 2007 and 2006, respectively.

The Company had a receivable balance of \$311,000 and \$1,155,000 from HolyStone Enterprises Co. Ltd. at June 30, 2007 and March 31, 2007, respectively.

**NOTE 5 INCOME TAXES**

Effective at the beginning of the three month period ended June 30, 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*.

The adoption of FIN 48 did not have a material effect on our consolidated results of operations or financial position. The total amount of gross unrecognized tax benefits as of the date of adoption was \$303,000 of which \$276,000, if recognized, would affect the Company's effective tax rate. The Company historically classified unrecognized tax benefits in current taxes payable. As a result of adoption of FIN 48, \$284,000 of unrecognized tax benefits were classified to long-term income taxes payable. Interest and penalties related to uncertain tax positions accrued as of the date of adoption of FIN 48 were approximately \$45,000. The current portion of our unrecognized tax benefits at June 30, 2007 was \$19,000 which is expected to be resolved in the next twelve months. The long term portion at June 30, 2007 was \$284,000, of which the timing of the resolution is uncertain.

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 US and various state and foreign jurisdictions. The fiscal years 2004 to 2007 remain open to examination by the federal and most state tax authorities.

**NOTE 6 BORROWINGS**

At March 31, 2007, the Company had a line of credit with Mega International Commercial Bank Co., Ltd., which expired on May 9, 2007. The line of credit was not renewed.

**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 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 ended June 30, 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 13 for a description of certain pending litigation.

**NOTE 8 REDEEMABLE CONVERTIBLE PREFERRED STOCK**

Redeemable convertible preferred stock at March 31, 2007 consisted of the following:

|          | <b>Shares<br/>Issued and<br/>Outstanding<br/>(In thousands, except share data)</b> | <b>Liquidation<br/>Amount</b> |
|----------|--|-------------------------------|
| Series A | 4,350,000  | \$ 870                        |
| Series B | 7,260,000  | 2,722                         |
| Series C | 253,500  | 254                           |
| Series D | 3,136,668  | 4,705                         |
| Series E | 120,000  | 456                           |
|          | 15,120,168   | \$ 9,007                      |

On April 3, 2007, all shares of redeemable convertible preferred stock were converted into common stock immediately prior to the closing of the initial public offering of the Company's common stock.



**NOTE 9 COMMON STOCK**

The Company's Certificate of Incorporation, as amended, authorizes the Company to issue 150,000,000 shares of \$0.001 par value common stock. The Company's initial public offering of common stock closed on April 3, 2007. The Company issued 6,131,111 shares of common stock at an initial public offering price of \$5.50, for an aggregate offering price of \$33.7 million. Net proceeds to the Company after an underwriting discount of \$2.4 million and offering expenses of \$1.3 million were \$30.0 million.

**NOTE 10 STOCK OPTION PLANS**

As of June 30, 2007, 2,852,402 shares were available for grant under the Company's 2007 Equity Incentive Plan.

The following table summarizes the Company's stock option activities for the three months ended June 30, 2007:

|  | Number of<br>Options<br>Outstanding | Weighted<br>Average<br>Remaining<br>Contractual<br>Life (Years) | Weighted<br>Average<br>Exercise<br>Price | Intrinsic<br>Value |
|--|-------------------------------------|---|--|--------------------|
| Options outstanding as of March 31, 2007 | 4,312,419                           |   | \$ 3.57                                  |                    |
| Granted                                  | 147,598                             |   | \$ 4.20                                  |                    |
| Exercised                                | (21,125)                            |   | \$ 0.25                                  | \$ 86,441          |
| Forfeited                                | (23,375)                            |   | \$ 5.36                                  |                    |
| Options outstanding as of June 30, 2007  | 4,415,517                           | 5.72  | \$ 3.60                                  | \$ 6,629,992       |
| Options exercisable as of June 30, 2007  | 3,049,439                           | 4.21  | \$ 2.88                                  | \$ 6,369,792       |
| Options vested and expected to vest      | 4,322,228                           | 5.64  | \$ 3.56                                  | \$ 6,616,372       |

Options outstanding by exercise price at June 30, 2007 were as follows:

| Exercise Price | Options Outstanding   |  |   | Options Exercisable                 |  |
|----------------|-----------------------|--|---|-------------------------------------|--|
|                | Number<br>Outstanding | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Life (Years) | Number<br>Vested and<br>Exercisable | Weighted<br>Average<br>Exercise<br>Price |
| \$0.04-0.15    | 460,500               | \$ 0.14                                  | 1.76  | 460,500                             | \$ 0.14                                  |
| \$2.00         | 777,927               | \$ 2.00                                  | 2.78  | 777,927                             | \$ 2.00                                  |
| \$2.10         | 679,717               | \$ 2.10                                  | 6.04  | 669,217                             | \$ 2.10                                  |
| \$3.50-4.20    | 498,924               | \$ 3.87                                  | 6.77  | 252,339                             | \$ 3.80                                  |
| \$4.50-4.70    | 115,600               | \$ 4.50                                  | 8.11  | 33,000                              | \$ 4.51                                  |
| \$5.40         | 673,880               | \$ 5.40                                  | 3.87  | 673,880                             | \$ 5.40                                  |
| \$5.50         | 999,769               | \$ 5.50                                  | 9.38  | 167,576                             | \$ 5.50                                  |
| \$5.75         | 155,200               | \$ 5.75                                  | 9.18  |                                     |  |
| \$6.00         | 20,000                | \$ 6.00                                  | 6.75  | 15,000                              | \$ 6.00                                  |
| \$6.70         | 34,000                | \$ 6.70                                  | 9.53  |                                     |  |
|                | 4,415,517             |  |   | 3,049,439                           |  |



**Stock-based compensation**

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

|                                     | <b>Three Months Ended<br/>June 30, 2007<br/>(In thousands)</b> | <b>June 30, 2006</b> |
|-------------------------------------|--|----------------------|
| Cost of revenues                    | \$ 85  | \$ 19                |
| Research and development            | 128  | 47                   |
| Selling, general and administrative | 174  | 45                   |
| Total                               | \$ 387   | \$ 111               |

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 \$31,000 and \$2,000 in the three month periods ended June 30, 2007 and 2006, respectively. There were no windfall tax benefits realized from exercised stock options during either period. Compensation cost capitalized within inventory at June 30, 2007 was insignificant. As of June 30, 2007, the Company's total unrecognized compensation cost was \$2.6 million, which will be recognized over the weighted average period of 2.23 years. The Company calculated the fair value of each option grant in the periods presented using the Black-Scholes option pricing model and the following weighted average assumptions:

|                          | <b>Three Months Ended<br/>June 30, 2007</b> |   |
|--------------------------|---|---|
| Risk-free interest rate  | 4.76  | % |
| Expected life (in years) | 4.00  |   |
| Volatility               | 43.8  | % |
| Dividend yield           | 0   | % |

There were no options granted in the three months ended June 30, 2006.

**NOTE 11 COMPREHENSIVE INCOME**

The Company's comprehensive net income for the three months ended June 30, 2007 and June 30, 2006 was as follows:

|   | <b>Three Months Ended June 30,</b> |             |
|---|------------------------------------|-------------|
|   | <b>2007</b>                        | <b>2006</b> |
|   | <b>(In thousands)</b>              |             |
| Net income                                    | \$ 1,054                           | \$ 2,110    |
| Unrealized loss on marketable securities, net | (27 )                              |             |
| Comprehensive income                          | \$ 1,027                           | \$ 2,110    |

**NOTE 12 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:

|                   | <b>Three Months Ended</b> |                      |
|-------------------|---------------------------|----------------------|
|                   | <b>June 30, 2007</b>      | <b>June 30, 2006</b> |
|                   | <b>(In thousands)</b>     |                      |
| United States     | \$ 5,983                  | \$ 7,139             |
| China             | 1,496                     | 1,489                |
| Malaysia          | 1,747                     | 2,783                |
| Rest of the world | 2,079                     | 2,562                |
|                   | <b>\$ 11,305</b>          | <b>\$ 13,973</b>     |

All sales are denominated in United States dollars.

**NOTE 13 PENDING 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 has been 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 an agreement in principle with the lead plaintiffs for the direct and indirect classes in the U.S. cases under which the Company will be 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. The tolling agreement does not involve the lawsuits in Canada, which remain pending. The Company believes that it has meritorious defenses to the allegations in the complaints, including the complaints that remain pending in Canada, and the Company intends to

defend these lawsuits vigorously. However, the litigation is in the preliminary stage, and the litigation process is inherently uncertain. Given the early stage of these cases, the Company cannot predict their outcome or provide an estimate of any possible losses. Antitrust litigation is particularly complex and can extend for a protracted time which can substantially increase the cost of such litigation. The defense of these lawsuits is also expected to divert the efforts and attention of some of the Company's key management and technical personnel. As a result, the Company's defense of this litigation, regardless of its eventual outcome, will 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.

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**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 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.

*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.

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.

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 30%, 28% and 34% of our net revenues in fiscal 2007, 2006 and 2005, 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.

*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

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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 Taiwan Semiconductor Manufacturing Company, or 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.

*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 |   |               |   |
|--|--------------------|---|---------------|---|
|  | June 30, 2007      |   | June 30, 2006 |   |
| Net revenues                             | 100.0              | % | 100.0         | % |
| Cost of revenues                         | 60.9               |   | 60.1          |   |
| Gross profit                             | 39.1               |   | 39.9          |   |
| Operating expenses:                      |                    |   |               |   |
| Research and development                 | 10.0               |   | 9.2           |   |
| Selling, general and administrative      | 19.4               |   | 9.4           |   |
| Total operating expenses                 | 29.4               |   | 18.6          |   |
| Income from operations                   | 9.7                |   | 21.3          |   |
| Interest and other income (expense), net | 4.1                |   | 1.3           |   |
| Income before income taxes               | 13.8               |   | 22.6          |   |
| Provision for income taxes               | 4.5                |   | 7.5           |   |
| Net income                               | 9.3                | % | 15.1          | % |





*Three Months Ended June 30, 2007 Compared to Three Months Ended June 30, 2006*

*Net Revenues.* Net revenues decreased by 19.1% from \$14.0 million in the three months ended June 30, 2006 to \$11.3 million in the three months ended June 30, 2007. The reduction in net revenues in the quarter ended June 30, 2007 was principally due to overall weakness in the telecommunications segment of the network equipment market resulting in decreased orders from our distributors as they, and a number of our OEM customers who buy from them, adjusted their inventories. In addition, direct and indirect sales to Cisco Systems, our largest customer, were down approximately 14% from the previous quarter due, in part, to the continued impact of the implementation of its lean manufacturing program, described above. During the quarter, Cisco Systems contract manufacturers further curtailed their purchases of our products as they continued to work against their existing inventories. Although sales for Cisco Systems related business are expected to increase in the quarter ending September 30, 2007 compared to the quarter ended June 30, 2007, we do not expect them to return to historical levels this quarter.

*Cost of Revenues.* Cost of revenues decreased by 18.0% from \$8.4 million in the three months ended June 30, 2006 to \$6.9 million in the three months ended June 30, 2007. This decrease was due to the decrease in net revenues. Cost of revenues included stock-based compensation of \$85,000 and \$19,000 for the first quarter of fiscal 2008 and 2007, respectively.

*Gross Profit.* Gross profit decreased by 20.8% from \$5.6 million in the three months ended June 30, 2006 to \$4.4 million in the three months ended June 30, 2007. Gross margin decreased from 39.9% in the three months ended June 30, 2006 to 39.1% in the three months ended June 30, 2007. This decrease was primarily related to a shift in product mix and the increase in stock-based compensation expense in first quarter of fiscal 2008.

*Research and Development Expenses.* Research and development expenses decreased 12.0% from \$1.3 million in the three months ended June 30, 2006 to \$1.1 million in the three months ended June 30, 2007. This decrease was primarily due to decreases in payroll related expenses, prototype expenses and outside consulting expenses, partially offset by an increase in stock-based compensation expense. Research and development expenses included stock-based compensation expense of \$128,000 and \$47,000 for the first quarter of fiscal 2008 and 2007, respectively.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses increased 65.9% from \$1.3 million in the three months ended June 30, 2006 to \$2.2 million in the three months ended June 30, 2007. This increase was primarily related to increases of \$214,000 in outside accounting fees, \$209,000 in outside legal fees, \$129,000 in stock-based compensation costs, \$94,000 in outside consultant costs and lesser increases in payroll related expenses, insurance costs and travel expenses, partially offset by a decrease in commissions paid to manufacturers representatives. Most of the increases in outside accounting fees, legal fees, insurance costs and consulting expenses were related to our becoming a public company with the closing of our initial public offering on April 3, 2007. Selling, general and administrative expenses included stock-based compensation expense of \$174,000 and \$45,000 for the first quarter of fiscal 2008 and 2007, respectively.

*Interest and Other Income (Expense), Net.* Interest and other income (expense), net increased by 151.4%, from \$185,000 in the first quarter of fiscal 2007 to \$465,000 in the first quarter of fiscal 2008. This increase was primarily the result of an increase in interest income of \$234,000 due to higher interest rates and higher average balances of invested cash resulting from the investment of the net proceeds from our initial public offering which closed on April 3, 2007.

*Provision for Income Taxes.* The provision for income taxes decreased from \$1.0 million in the three months ended June 30, 2006 to \$511,000 in the three months ended June 30, 2007. This decrease was due to the decrease in pre-tax income in the first quarter of fiscal 2008 compared to the first quarter of fiscal 2007.

*Net Income.* Net income decreased 50.0% from \$2.1 million in the three months ended June 30, 2006 to \$1.0 million in the three months ended June 30, 2007. This decrease was primarily due to the decreased net revenues and increased operating expenses.

## 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 June 30, 2007, our principal sources of liquidity were cash, cash equivalents and short term investments of \$42.8 million compared to \$8.3 million as of March 31, 2007. As of March 31, 2007 we had a \$4.0 million line of credit with Mega International Commercial Bank Co., Ltd. Borrowings under our credit line were limited to \$1.0 million plus 70.0% of eligible United States accounts receivable balances and 35.0% of finished goods inventory, with a sublimit of \$500,000 for inventory. As of March 31, 2007, no amounts were outstanding under the credit line. The credit line expired in May 2007 and was not renewed.

Net cash provided by operating activities was \$4.6 million for three months ended June 30, 2007 compared to net cash used in operating activities of \$46,000 for three months ended June 30, 2006. The primary sources of cash in the current three month period were net income of \$1.0 million and decreases of \$3.1 million for inventory and \$1.3 million for accounts receivable. Inventory levels decreased during the three months ended June 30, 2007 as we reduced the level of wafer purchases from TSMC. The decreased level of accounts receivable reflects lower net revenues in the three month period ended June 30, 2007 compared to the fourth quarter of fiscal 2007. These sources of cash were partially offset by a reduction in accounts payable of \$2.8 million which reflects the reduced level of wafer purchases in the current quarter compared to the fourth quarter of fiscal 2007. The primary uses of cash in the three months ended June 30, 2006 were accounts receivable of \$2.1 million, accounts payable of \$1.4 million and inventory of \$1.0 million which were partially offset by net income of \$2.1 million, accrued expenses of \$1.2 million and deferred revenue of \$1.1 million.

Net cash used in investing activities was \$24.2 million in the three month period ended June 30, 2007. Investment activities consisted of the purchase of short-term investments comprising primarily state and municipal obligations and auction rate securities of \$26.6 million and the purchase of test equipment and software in the amount of \$1.6 million. These uses were offset by sales and maturities of short-term investments of \$3.0 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. Investing activities in the three months ended June 30, 2006 were primarily the purchase of short-term investments of \$1.5 million offset by the sale and maturity of \$1.0 in short-term investments.

Net cash provided by financing activities 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 in the current three month period offset by a use of cash of \$739,000 incurred for costs related to our initial public offering that closed on April 3, 2007. Net cash provided by financing activities in the three months ended June 30, 2006 included proceeds of \$27,000 from option exercises to purchase common stock.

There were no significant changes in contractual obligations or commitments outstanding as of June 30, 2007 compared to March 31, 2007.

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.

### **Critical Accounting Policies and Estimates**

The Company's critical accounting policies are disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2007. The Company adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - An Interpretation of FASB Statement No. 109* (FIN 48) as of the first day of the first quarter of fiscal 2008. The Company has not otherwise materially changed its significant accounting policies or estimates.

FIN 48 prescribes a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return (including a decision whether to file or not to file a return in a particular jurisdiction). Under the Interpretation, the financial statements will reflect expected future tax consequences of such positions presuming the taxing authorities' full knowledge of the position and all relevant facts, but without considering time values. The Company adopted this standard in the first quarter of fiscal 2008 and the impact of the adoption of FIN 48 is disclosed in Note 5.

### **Off-Balance Sheet Arrangements**

At June 30, 2007, 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.

### **Contractual Commitments**

As of June 30, 2007, our unrecognized tax benefits amounted to \$303,000. The current portion of our unrecognized tax benefits at June 30, 2007 was \$19,000 which is expected to be resolved in the next twelve months. The long term portion at June 30, 2007 was \$284,000, of which the timing of the resolution is uncertain.

### **Recent Accounting Pronouncements**

In February 2007, the Financial Accounting Standards Board, or FASB, issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, which permits entities to choose to measure eligible financial instruments and certain other items at fair value that are not currently 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 No. 159 is effective for fiscal years beginning after November 15, 2007. We are currently evaluating the effect that the adoption of SFAS 159 will have on our consolidated financial position and results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. The changes to current 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. We will be required to adopt the provisions of SFAS No. 157 beginning with our fiscal quarter ending June 30, 2008. We are currently evaluating the impact of the adoption of SFAS No. 157, but we do not currently believe its adoption will have a material impact on our consolidated financial position, results of operations or cash flows.

### **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 and short term investments totaling \$42.8 million at June 30, 2007. These amounts were invested primarily in money market funds, state and municipal obligations 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. Declines in interest rates, however, will reduce future investment income.

**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 June 30, 2007, 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 quarter ended June 30, 2007 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 13 Pending 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, 2007.*

***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 nine most recent fiscal quarters ended June 30, 2007, we have recorded net revenues of as much as \$15.3 million and as little as \$10.4 million and quarterly operating income of as much as \$3.4 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 other future periods, we may not have any revenue growth, or our revenues could again 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.

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 26%, 30%, 28% and 34% of our net revenues in the three months ended June 30, 2007 and in fiscal 2007, 2006 and 2005, 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, 2007. Although shipments for Cisco Systems related business are expected to increase in the quarter ending September 30, 2007 compared to the quarter ended June 30, 2007, we do not expect them to return to historical levels this quarter.

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. 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 three 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 cyclical nature.

***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 three month period ended June 30, 2007 and in fiscal 2007, 2006 and 2005, our distributor Avnet Logistics accounted for 30.2%, 24.7%, 30.4% and 32.5%, respectively, of our net revenues and our distributor Nu Horizons accounted for 9.0%, 8.7%, 10.3% and 6.1%, 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 June 30, 2007, SMART Modular Technologies, Avnet Logistics and Nu Horizons accounted for 17.4%, 11.6% and 10.0%, respectively, of our accounts receivable. If any of these customers do not pay us, our operating results will be harmed. Generally, we do not require collateral from our customers.

***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;
- 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 the fiscal year ended March 31, 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.

***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;
- 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.

***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. Accordingly, we are currently transitioning the preparation of all of our internal reporting to a new enterprise resource planning system, which is expected to be implemented in the first half of fiscal 2008. If we encounter problems with the implementation of this system, we may have difficulties tracking internal information, which would adversely affect our ability to timely report our financial results. Our controls, systems and procedures might not be adequate to support a growing public company. In addition, we likely do not have sufficient administrative staff to support our operations. For example, we currently have only four 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 has no 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 47.1%, 48.9%, 48.3% and 51.9% of our net revenues in the three months ended June 30, 2007 and in fiscal 2007, 2006 and 2005, 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.

***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 and turmoil in the Middle East and elsewhere have increased uncertainty in the United States and our other markets. Should the current conflicts in the Middle East and in other parts of the world suppress economic activity in the United States or globally, our customers may delay or reduce their purchases on 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.

*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.



***We will incur increased costs as a result of being a public company, which may divert management attention from our business and impair our financial results.***

As a public company, we will 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 will necessitate 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 additional 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. We are in the process of documenting, reviewing and, where appropriate, improving our internal controls and procedures in anticipation of becoming subject to Section 404 of the Sarbanes-Oxley Act, which will in the future require annual management assessments of the effectiveness of our internal control over financial reporting and a report by our independent registered public accounting firm addressing these assessments. Both we and our independent registered public accounting firm will be testing our internal controls in anticipation of becoming 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.

***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.

***We are controlled by our executive officers, directors and major stockholders.***

As of June 30, 2007, our executive officers, directors and major stockholders beneficially owned approximately 53% of our outstanding common stock. As a result, these stockholders will be able to exercise control over all 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.

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.

***There are a large number of shares of our common stock that may be sold in the market following our initial public offering on March 29, 2007, which may depress the market price of our common stock.***

The market price of our common stock could decline as a result of sales of substantial amounts of our common stock in the public market, or the perception that those sales could occur. These sales or the possibility that they may occur also could make it more difficult for us to raise funds through future offerings of common stock. The number of shares of common stock available for sale in the public market is limited by restrictions under federal securities laws. In addition, we and the holders of approximately 99% of our common stock outstanding prior to our initial public offering, including all of our executive officers and directors, agreed not to sell shares of our common stock without the consent of the underwriters for 180 days after March 29, 2007, the date of our initial public offering. The managing underwriters of the offering may, however, in their sole discretion and without notice, release all or any portion of the shares from the restrictions in these lock-up agreements.

We registered on a Form S-8 registration statement under the Securities Act of 1933 a total of approximately 3,500,000 shares of common stock reserved for issuance under our stock option and employee stock purchase plans. As of June 30, 2007, there were outstanding options to purchase 4,415,517 shares of common stock, of which options to purchase 3,049,439 shares were vested and exercisable.

***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 the 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





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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 underwriter's 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                 | 1,591,000    |
| Accounts payable                     | 2,778,000    |
| Payroll and payroll related expenses | 1,720,000    |
| Total                                | \$ 9,188,000 |

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

**Item 6. Exhibits**

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| <b>Exhibit<br/>Number</b> | <b>Name of<br/>Document</b>  |
|---------------------------|--|
| 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.            |

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**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: August 10, 2007**

**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***

**EXHIBIT INDEX**

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