

GSI TECHNOLOGY INC  
Form 425  
September 18, 2014

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

**FORM 8-K**

**CURRENT REPORT**

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

**September 18, 2014**

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

**GIGOPTIX, INC.**

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

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

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

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

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**130 Baytech Drive**

**San Jose, CA 95134**

**(Address of principal executive offices)**

**(408) 522-3100**

**(Registrant's telephone number, including area code)**

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

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

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

### **Item 8.01 Other Events**

On September 18, 2014 at 10:00 AM Eastern Daylight Time, GigOptix, Inc. ( GigOptix ) will be giving an investor presentation at the 5<sup>th</sup> Annual Craig-Hallum Alpha Select Conference in New York, New York. The investor presentation includes information related to the proposed transaction between GigOptix and GSI Technology, Inc., as previously announced by the Company in its Current Report on Form 8-K as filed with the Securities and Exchange Commission on August 19, 2014.

A copy of the investor presentation dated September 18, 2014 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### **Forward-Looking Statements**

This Current Report on Form 8-K and the exhibits attached hereto contains 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, including statements regarding the proposed transaction with GSI Technology, Inc. Such statements contain words such as will, and expect, or the negative thereof or comparable terminology, and include (without limitation) statements regarding growth, opportunities, continued traction, contracts, improvements and our statements under the heading Financial Outlook. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. These risks include, but are not limited to: the ability to consummate a transaction with GSI Technology, including, GigOptix and GSI Technology may not enter into any definitive agreement with respect to the proposed transaction or required regulatory approvals may not be obtained in a timely manner, if at all; if a transaction is consummated, the ability to realize the anticipated benefits of the proposed transaction, the ability to successfully integrate the two companies, or that the integration of GSI Technology's operations with GigOptix may be materially delayed or may be more costly or difficult than expected; that the proposed transaction would materially increase leverage and debt service obligations, including the effect of certain covenants in any new borrowing agreements, the ability to extend product offerings into new areas or products, the ability to commercialize licensed technology, changes in demand and purchasing volume of customers, unpredictability of suppliers, our ability to control our costs of goods sold, the ability to move product sales to production levels, the ability to cross-sell to new clients and to diversify, the success of product sales in new markets or of recently produced product offerings, including bundled product solutions, the ability to improve productivity, and to do so in an efficient manner, the ability to resolve litigation matters, and the ability to pursue and attract other merger and acquisition opportunities. Additional factors that could cause actual results to differ are discussed under the heading Risk Factors and in other sections of the Company's filings with the SEC, and in the Company's other current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this Current Report on Form 8-K are made as of the date hereof, based on information available to the Company as of the date hereof, and the Company assumes no obligation to update any forward-looking statement.

### **Item 9.01 Financial Statements and Exhibits.**

#### **(d) Exhibit**

Exhibit 99.1 Investor Presentation dated September 18, 2014

**SIGNATURES**

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

GIGOPTIX, INC.

By: /s/ Dr. Avi Katz

Name: Dr. Avi Katz

Title: Chief Executive Officer

Date: September 18, 2014

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Investor Presentation dated September 18, 2014