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GSI TECHNOLOGIES USA INC /DE
 Form SB-2
 July 01, 2003

As filed with the Securities and Exchange Commission on July 1st, 2003
 Registration No. 333-

 SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM SB-2
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

GSI TECHNOLOGIES USA INC.
 (Name of issuer in its charter)

| | | |
|---|--|---|
| DELAWARE (State or other jurisdiction of incorporation or organization) | 7319 (Primary Standard Industrial Classification Code) | 65-0902449 (I.R.S. Employer Identification Number) |
| 400, ST-JACQUES WEST SUITE 500 MONTREAL H2Y 1S1 QUEBEC (514) 282-9292 CANADA (Address and telephone number of registrant's principal executive offices and principal place of business) | | IRVING ROTHSTEIN, ESQ. LAW OFFICES OF IRVING ROTHSTEIN 292 MADISON AVENUE NEW YORK, NEW YORK 10017 (212) 685-7600 (Name, address and telephone number of agent for service) |

 Copies to:
 IRVING ROTHSTEIN, ESQ.
 Law offices of Irving Rothstein
 292 Madison Avenue
 New York, New York 10017
 Telephone: (212) 685-7600

Approximate date of commencement of proposed sale to public: At the discretion
 of the selling stockholders.

If any of the securities being registered on this form are to be offered on a
 delayed or continuous basis pursuant to Rule 415 under the Securities Act of
 1933 check the following box. [X]

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Security(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registrati |
|--|----------------------------|---|--|-------------------------|
| ----- | ----- | ----- | ----- | ----- |
| Common Stock Class B, par value \$0.001 | 29,467,008 | \$ 0.25 (3) | \$ 7,366,752 | |
| ----- | ----- | ----- | ----- | ----- |
| Common Stock Class B, par value \$0.001 (1) | 2,000,000 | \$ 0.05 (4) | \$ 100,000 | |
| ----- | ----- | ----- | ----- | ----- |
| Common Stock Class B, | | | | |

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| | | | | | | |
|--|------------|----|----------|----|------------|-------|
| par value \$0.001 (1) | 2,500,000 | \$ | 0.10 (4) | \$ | 250,000 | |
| Common Stock Class B, par value \$0.001 (1) | 1,000,000 | \$ | 0.25 (4) | \$ | 250,000 | |
| Common Stock Class B, par value \$0.001 (1) | 516,000 | \$ | 1.00 (4) | \$ | 516,000 | |
| Common Stock Class B, par value \$0.001 (1) | 2,000,000 | \$ | 1.20 (4) | \$ | 2,400,000 | |
| Total | 37,483,008 | | | \$ | 10,882,752 | \$ 1, |