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GSI TECHNOLOGIES USA INC /DE
Form SB-2/A
November 10, 2003

As filed with the Securities and Exchange Commission on November 10, 2003
Registration No. 333-106690

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM SB-2
Amendment No. 1
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
LAW OFFICES OF I
292 MADISON AVEN
NEW YORK, NEW YO
(212) 685-7600
(Name, address a
number of agent

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: : From time to
time after the effective date of this registration statement.

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 Proposed Maximum Aggregate Offering Amount of Registrat

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		Security (2)	Price (2)	
Common Stock Class B, par value \$0.001	30,575,572	\$0.25 (3)	\$7,643,893	
Common Stock Class B, par value \$0.001 (1)	2,000,000	\$0.05 (4)	\$100,000	
Common Stock Class B, 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)	1,516,000	\$1.00 (4)	\$1,516,000	
Common Stock Class B, par value \$0.001 (1)	2,000,000	\$1.20 (4)	\$2,400,000	
Total	39,591,572		\$12,159,893	\$1,11