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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

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
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FORM SB-2  
Amendment No. 1  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
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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 N

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

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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,<br>par value \$0.001     | 30,575,572 | \$0.25 (3)   | \$7,643,893  |        |
| Common Stock Class B,<br>par value \$0.001 (1) | 2,000,000  | \$0.05 (4)   | \$100,000    |        |
| Common Stock Class B,<br>par value \$0.001 (1) | 2,500,000  | \$0.10 (4)   | \$250,000    |        |
| Common Stock Class B<br>par value \$0.001 (1)  | 1,000,000  | \$0.25 (4)   | \$250,000    |        |
| Common Stock Class B,<br>par value \$0.001 (1) | 1,516,000  | \$1.00 (4)   | \$1,516,000  |        |
| Common Stock Class B,<br>par value \$0.001 (1) | 2,000,000  | \$1.20 (4)   | \$2,400,000  |        |
| Total  | 39,591,572 |              | \$12,159,893 | \$1,11 |