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