

SILICON STORAGE TECHNOLOGY INC
Form SC 13D/A
June 30, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13d-2-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 4) (1)

SILICON STORAGE TECHNOLOGY, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

827057100
(CUSIP Number)

RILEY INVESTMENT MANAGEMENT LLC
ATTN: BRYANT R. RILEY
11100 SANTA MONICA BLVD.
SUITE 810
LOS ANGELES, CA 90025
(310) 966-1445

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

June 27, 2008
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition which is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(b) (3) or (4), check the following box: []

Note: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. See Rule 13d-7(b) for other
parties to whom copies are to be sent.

(Continued on following pages)

1 The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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 1 NAME OF REPORTING PERSON
 S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

 Riley Investment Partners Master Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a) []
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e)

 []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Cayman Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES		631,396

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-0-

EACH	9	SOLE DISPOSITIVE POWER
REPORTING		631,396

PERSON	10	SHARED DISPOSITIVE POWER
WITH		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 631,396

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES*

 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 .6%(1)

14 TYPE OF REPORTING PERSON*

 PN

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(1) Based on 102,204,557 shares of common stock of Silicon Storage Technology, Inc. (the "Issuer") outstanding at May 2, 2008, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed with the Securities and Exchange Commission on May 12, 2008.

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1 NAME OF REPORTING PERSON
S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

Riley Investment Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,391,070 (2)
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		4,315,550 (3)
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,391,070 (2)
PERSON	10	SHARED DISPOSITIVE POWER
WITH		4,315,550 (3)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,196,744 (3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES* [x]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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5.1%(1)

14 TYPE OF REPORTING PERSON*

IA

(2) Because Riley Investment Management LLC has sole investment and voting power over 631,396 shares of Common Stock held by Riley Investment Partners Master Fund, L.P. and 759,674 shares held by its investment advisory clients, Riley Investment Management LLC may be deemed to have beneficial ownership of these shares.

(3) Riley Investment Management LLC has shared voting and dispositive power over 4,315,550 shares of Common Stock held in accounts of its investment advisory clients, 3,805,674 of which are held in accounts indirectly affiliated with Mr. Riley or Riley Investment Partners Master Fund, L.P. Riley Investment Management LLC disclaims beneficial ownership of the non-affiliated shares.

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1 NAME OF REPORTING PERSON
S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON

B. Riley & Co. Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF	7	SOLE VOTING POWER
SHARES		50,000
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-0-
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		50,000

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PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
50,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.1%(1)

14 TYPE OF REPORTING PERSON*
IN

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1 NAME OF REPORTING PERSON
S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON
B. Riley & Co., LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		63,786
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		480,088 (4)
EACH	9	SOLE DISPOSITIVE POWER

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REPORTING	63,786	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	480,088 (4)	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	543,874	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES* []	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	.5%(1)	

14	TYPE OF REPORTING PERSON*	
	BD	

(4) B. Riley & Co., LLC has shared voting and dispositive power over 480,088 shares of Common Stock held by a managed account, with which it is indirectly affiliated.

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1	NAME OF REPORTING PERSON S.S. OR IRS. IDENTIFICATION NO. OF ABOVE PERSON	
	Bryant R. Riley	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	[]
	(b)	[X]

3	SEC USE ONLY	

4	SOURCE OF FUNDS*	
	AF, WC	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	[]	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	

NUMBER OF	7	SOLE VOTING POWER
SHARES	1,512,856 (5)	

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BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		4,795,638 (6)

EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,512,856 (5)

PERSON	10	SHARED DISPOSITIVE POWER
WITH		4,795,638 (6)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,798,618 (6)	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES*	
	<input checked="" type="checkbox"/> [x]	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.7% (1)	

14	TYPE OF REPORTING PERSON*	
	IN	

(5) Because Riley Investment Management LLC has sole voting and investment power over security holdings of Riley Investment Partners Master Fund, L.P.'s and certain managed accounts of its investment advisory clients and Mr. Riley, in his role as the sole manager of Riley Investment Management LLC, controls its voting and investment decisions, each of Riley Investment Management LLC and Mr. Riley may be deemed to have beneficial ownership of the 631,396 shares of Common Stock held by Riley Investment Partners Master Fund, L.P. and 759,674 shares held in managed accounts by its investment advisory clients. Includes 50,000 shares held by the B. Riley & Co. Retirement Trust, of which Mr. Riley is the trustee. Includes 63,786 shares held by B. Riley & Co., LLC over which Mr. Riley has sole voting and dispositive power. Includes 8,000 shares held by Mr. Riley's children.

(6) Riley Investment Management LLC has shared voting and dispositive power over 4,315,550 shares of Common Stock held in accounts of its investment advisory clients, 3,805,674 of which are held in accounts indirectly affiliated with Mr. Riley or Riley Investment Partners Master Fund, L.P. Mr. Riley disclaims beneficial ownership of the non-affiliated shares. B. Riley & Co., LLC Inc. has shared voting and dispositive power over 480,088 shares of Common Stock held by a managed account, with which it is indirectly affiliated. Mr. Riley is the Chairman of B. Riley & Co., LLC.

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ITEM 4. PURPOSE OF THE TRANSACTION

Item 4 here is hereby amended to add the following:

On June 27, 2008, Bryant Riley was elected to the Issuer's

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Board of Directors at the Issuer's 2008 annual meeting.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(c) In the ordinary course of business, BRC may effect transactions in connection with its ordinary course market making activities, as well as for customer transactions. On June 4, 2008, a managed account sold 175,000 shares to an investment advisory client at a per share price of \$3.12. The following are the other transactions effected by the Reporting Persons in Common Stock that have taken place in the past 60 Days through June 29, 2008:

MASTER FUND	TRANS CODE	QUANTITY	PRICE	TRADE DATE
	BY	32,200	2.9098	6/24/2008
	BY	4,670	2.91	6/25/2008

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 30, 2008

Riley Investment Partners Master Fund, L.P.
By: Riley Investment Management LLC,
its General Partner

By: /s/ Bryant R. Riley

Bryant R. Riley, Managing Member

Riley Investment Management LLC

By: /s/ Bryant R. Riley

Bryant R. Riley, Managing Member

B. Riley & Co. Retirement Trust

By: /s/ Bryant R. Riley

Bryant R. Riley, Trustee

B. Riley & Co., LLC

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By: s/ Bryant R. Riley

Bryant R. Riley, Chairman

By: /s/ Bryant R. Riley

Bryant R. Riley