

FICHTHORN JOHN

Form 4

February 04, 2010

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**DIALECTIC CAPITAL  
MANAGEMENT, LLC**

(Last) (First) (Middle)

**875 THIRD AVENUE, 15TH  
FLOOR**

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

**SILICON STORAGE  
TECHNOLOGY INC [SSTI]**

3. Date of Earliest Transaction

(Month/Day/Year)

**02/03/2010**

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

 \_\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

See Explanation of Responses

6. Individual or Joint/Group Filing(Check  
Applicable Line)
 \_\_\_\_\_ Form filed by One Reporting Person  
 X  Form filed by More than One Reporting  
 Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, no par value (1)	02/03/2010		P	226,650 A \$ 2.83	2,933,130	I	By Dialectic Antithesis Offshore, Ltd. (2)
Common Stock, no par value (1)	02/03/2010		P	90,660 A \$ 2.8351	3,023,790	I	By Dialectic Antithesis Offshore, Ltd. (2)
	02/03/2010		P	173,500 A \$ 2.83	2,103,535	I	

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Common Stock, no par value (1)									By Dialectic Antithesis Partners, LP (3)
Common Stock, no par value (1)	02/03/2010	P	69,400	A	\$ 2.8351	2,172,935	I		By Dialectic Antithesis Partners, LP (3)
Common Stock, no par value (1)	02/03/2010	P	59,600	A	\$ 2.83	771,602	I		By Dialectic Capital Partners LP (4)
Common Stock, no par value (1)	02/03/2010	P	23,840	A	\$ 2.8351	795,442	I		By Dialectic Capital Partners LP (4)
Common Stock, no par value (1)	02/03/2010	P	40,250	A	\$ 2.83	528,639	I		By Dialectic Offshore, Ltd. (5)
Common Stock, no par value (1)	02/03/2010	P	16,100	A	\$ 2.8351	544,739	I		By Dialectic Offshore, Ltd. (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIALECTIC CAPITAL MANAGEMENT, LLC 875 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10022	See Explanation of Responses
DIALECTIC CAPITAL PARTNERS LP 875 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10022	See Explanation of Responses
Dialectic Offshore, Ltd. C/O GOLDMAN SACHS ADMIN. SERVICES HARDWICKE HOUSE, 2ND FLOOR, HATCH STREET DUBLIN 2, IRELAND	See Explanation of Responses
DIALECTIC ANTITHESIS PARTNERS, LP 875 THIRD AVENUE 15TH FLOOR NEW YORK, NY 10022	See Explanation of Responses
DIALECTIC ANTITHESIS OFFSHORE LTD C/O GOLDMAN SACHS ADMIN. SERVICES HARDWICKE HOUSE, 2ND FLOOR, HATCH STREET DUBLIN 2, IRELAND	See Explanation of Responses
FICHTHORN JOHN C/O DIALECTIC CAPITAL MANAGEMENT, LLC 875 THIRD AVENUE, 15TH FLOOR NEW YORK, NY 10022	See Explanation of Responses
FICHTHORN LUKE C/O DIALECTIC CAPITAL MANAGEMENT, LLC 875 THIRD AVENUE, 15TH FLOOR NEW YORK, NY 10022	See Explanation of Responses

## Signatures

By: By: Dialectic Capital Management, LLC; By: /s/ John Fichthorn, Managing Member 02/04/2010

\_\_\_\_Signature of Reporting Person

Date

By: By: Dialectic Capital Partners LP; By: Dialectic Capital, LLC, its general partner; By: /s/ John Fichthorn, Managing Member 02/04/2010

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<u>  </u> Signature of Reporting Person	Date
By: By: Dialectic Offshore Ltd.; By: /s/ John Fichthorn, Director	02/04/2010
<u>  </u> Signature of Reporting Person	Date
By: By: Dialectic Antithesis Partners, LP; By: Dialectic Partners, LLC, its general partner; By: /s/ John Fichthorn, Managing Member	02/04/2010
<u>  </u> Signature of Reporting Person	Date
By: By: Dialectic Antithesis Offshore, Ltd.; By: /s/ John Fichthorn, Director	02/04/2010
<u>  </u> Signature of Reporting Person	Date
By: /s/ John Fichthorn	02/04/2010
<u>  </u> Signature of Reporting Person	Date
By: /s/ Luke Fichthorn	02/04/2010
<u>  </u> Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each Reporting Person is a member of a Section 13(d) group with respect to securities of the Issuer that beneficially owns in excess of

- (1) 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock owned in the aggregate by the other members of the Section 13(d) group.

Shares of Common Stock beneficially owned by Dialectic Antithesis Offshore, Ltd. ("DAO"). As the investment manager of DAO, Dialectic Capital Management, LLC ("DCM") may be deemed to beneficially own the shares of Common Stock beneficially owned by DAO. As the managing members of DCM, each of John Fichthorn and Luke Fichthorn may be deemed to beneficially own the shares of

- (2) Common Stock beneficially owned by DAO. Each of DCM, John Fichthorn and Luke Fichthorn disclaims beneficial ownership of the shares of Common Stock beneficially owned by DAO, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Shares of Common Stock beneficially owned by Dialectic Antithesis Partners LP ("DAP"). As the investment manager of DAP, DCM may be deemed to beneficially own the shares of Common Stock beneficially owned by DAP. As the managing members of DCM, each of John Fichthorn and Luke Fichthorn may be deemed to beneficially own the shares of Common Stock beneficially owned by DAP.

- (3) Each of DCM, John Fichthorn and Luke Fichthorn disclaims beneficial ownership of the shares of Common Stock beneficially owned by DAP, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Shares of Common Stock beneficially owned by Dialectic Capital Partners LP ("DCP"). As the investment manager of DCP, DCM may be deemed to beneficially own the shares of Common Stock beneficially owned by DCP. As the managing members of DCM, each of

- (4) John Fichthorn and Luke Fichthorn may be deemed to beneficially own the shares of Common Stock beneficially owned by DCP. Each of DCM, John Fichthorn and Luke Fichthorn disclaims beneficial ownership of the shares of Common Stock beneficially owned by DCP, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Shares of Common Stock beneficially owned by Dialectic Offshore, Ltd. ("DOF"). As the investment manager of DOF, DCM may be deemed to beneficially own the shares of Common Stock beneficially owned by DOF. As the managing members of DCM, each of John

- (5) Fichthorn and Luke Fichthorn may be deemed to beneficially own the shares of Common Stock beneficially owned by DOF. Each of DCM, John Fichthorn and Luke Fichthorn disclaims beneficial ownership of the shares of Common Stock beneficially owned by DOF, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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