

SILICON STORAGE TECHNOLOGY INC
Form DFAN14A
April 10, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14A-101)

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by Registrant

Filed by Party other than Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the
Commission

Only (as permitted by Rule
14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to §240.14a-12

Silicon Storage Technology, Inc.

(Name of Registrant as Specified In Its Charter)

RILEY INVESTMENT MANAGEMENT LLC

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
\$_____ per share as determined under Rule 0-11 under the Exchange Act.
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing

for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

On April 10, 2008, Riley Investment Partners Master Fund, L.P. sent a letter to Silicon Storage Technology, Inc. nominating Bryant Riley, Eric Singer, Melvin Keating and Bob D Agostino to the Board of Directors of Silicon Storage Technology, Inc. at the company's 2008 annual meeting. A copy of the Schedule 13D of Riley Investment Partners Master Fund, L.P. and other related parties disclosing the nominations is filed herewith.

INVESTOR NOTICES

Riley Investment Management LLC ("RIM") intends to file a proxy statement regarding the election of directors of Silicon Storage Technology, Inc. (the "Company") at the Company's 2008 annual meeting.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY RILEY INVESTMENT MANAGEMENT LLC (RIM) FROM THE SHAREHOLDERS OF SSTI FOR USE AT THE 2008 ANNUAL MEETING OF SHAREHOLDERS OF SSTI WHEN THEY ARE AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Investors and stockholders may obtain a free copy of any definitive proxy statement (when available) and other related materials filed by RIM with the Securities and Exchange Commission (the SEC) at the SEC's website at www.sec.gov. In addition, RIM will provide copies of the proxy statement, if filed, without charge upon request.

The following may be deemed, under SEC rules, to be participants in the proxy solicitation: RIM; the officers and management of RIM; the individuals nominated by RIM affiliates for director, namely Bryant Riley, Eric Singer, Melvin Keating and Bob D Agostino, and the following affiliates of RIM, which also beneficially own shares of the Company: Riley Investment Partners Master Fund, L.P., B. Riley & Co., LLC and B. Riley & Co. Retirement Trust. Information regarding RIM and the other participants and their direct or indirect interests is available in RIM's Schedule 13Ds.