

Gatlin Ross
 Form 3
 November 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Gatlin Ross		(Month/Day/Year)	SILICON STORAGE TECHNOLOGY INC [SSTI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/13/2009		
181 GRAND AVENUE, SUITE 201			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
SOUTHLAKE, Â TX Â 76092			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,134,054	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gatlin Ross 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Prophet Equity Management LLC 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Prophet Equity Partners Holdings LLC 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Prophet Equity Partners LP 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Prophet Equity Holdings LLC 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Prophet Equity GP LP 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Prophet Equity LP 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Technology Resources Holdings, Inc. 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^
Technology Resources Merger Sub, Inc. 181 GRAND AVENUE, SUITE 201 SOUTHLAKE, TX 76092	^	^ X	^	^

Signatures

TECHNOLOGY RESOURCES HOLDINGS, INC., BY: PROPHET EQUITY LP, its sole shareholder, BY: PROPHET EQUITY GP LP, its general partner, BY: PROPHET EQUITY HOLDINGS LLC, its general partner, /s/ Ross Gatlin, Ross Gatlin, Managing Partner

11/23/2009

**Signature of Reporting Person

Date

TECHNOLOGY RESOURCES MERGER SUB, INC., BY: PROPHET EQUITY LP, its sole shareholder, BY: PROPHET EQUITY GP LP, its general partner, BY: PROPHET EQUITY HOLDINGS LLC, its general partner, /s/ Ross Gatlin, Ross Gatlin, Managing Partner

11/23/2009

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<u>Signature of Reporting Person</u>	Date
PROPHET EQUITY LP, BY: PROPHET EQUITY GP LP, its general partner, BY: PROPHET EQUITY HOLDINGS LLC, its general partner, /s/ Ross Gatlin, Ross Gatlin, Managing Partner	11/23/2009
<u>Signature of Reporting Person</u>	Date
PROPHET EQUITY GP LP, By: PROPHET EQUITY HOLDINGS LLC, its general partner, /s/ Ross Gatlin, Ross Gatlin, Managing Partner	11/23/2009
<u>Signature of Reporting Person</u>	Date
PROPHET EQUITY HOLDINGS LLC, /s/ Ross Gatlin, Ross Gatlin, Managing Partner	11/23/2009
<u>Signature of Reporting Person</u>	Date
PROPHET EQUITY PARTNERS LP, By: PROPHET EQUITY PARTNERS HOLDINGS LLC, its general partner, /s/ Ross Gatlin, Ross Gatlin, Managing Partner	11/23/2009
<u>Signature of Reporting Person</u>	Date
PROPHET EQUITY PARTNERS HOLDINGS LLC, /s/ Ross Gatlin, Ross Gatlin, Managing Partner	11/23/2009
<u>Signature of Reporting Person</u>	Date
PROPHET EQUITY MANAGEMENT LLC, /s/ Ross Gatlin, Ross Gatlin, Managing Partner	11/23/2009
<u>Signature of Reporting Person</u>	Date
/s/ Ross Gatlin, Ross Gatlin, Individually	11/23/2009
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is being filed by Technology Resources Holdings, Inc. ("Parent"), Technology Resources Merger Sub, Inc. (the "Merger Sub"), Prophet Equity LP ("Prophet"), in its capacity as the sole shareholder of Parent, Prophet Equity GP LP ("PE GP"), in its capacity as general partner of Prophet, Prophet Equity Holdings LLC ("PE Holdings"), in its capacity as general partner of PE GP, Prophet Equity Partners LP ("PE Partners"), in its capacity as sole owner of PE Holdings, Prophet Equity Partners Holdings LLC ("PEP Holdings"), in its capacity as general partner of PE Partners, Prophet Equity Management LLC ("PE Management"), and Ross Gatlin, in his capacity as President, Secretary, and sole director of both Parent and Merger Sub and as the sole manager of PE Management, PE Holdings, and PEP Holdings (together with Parent, Merger Sub, Prophet, PE GP, PE Holdings, PE Partners, PEP Holdings and PE Management, the "Reporting Persons").

Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person assumes responsibility for the accuracy or completeness of information supplied by any other Reporting Person. The filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 3.

On November 13, 2009, Merger Sub, Parent and Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Merger Sub will be merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). In connection with the Merger Agreement, Parent entered into voting agreements with certain stockholders of the Issuer holding in the aggregate approximately 12.7% of the Issuer's issued and outstanding Common Stock (the "Stockholders").

Pursuant to the voting agreements, each Stockholder agreed with Parent to vote their shares in favor of the Merger and against any other acquisition proposals, and further agreed to certain restrictions on the transfer of their shares. As a result of the voting agreements with the Stockholders, Parent and Merger Sub may be deemed to have acquired beneficial ownership of 12,134,054 shares of Common Stock, representing the shares of Common Stock subject to voting agreements as of November 13, 2009. Parent and Merger Sub have no pecuniary interest in such shares and expressly disclaim beneficial ownership of such shares.

As a result of their direct or indirect relationship to Parent and Merger Sub, the other Reporting Persons may also be deemed to have acquired indirect beneficial ownership of such shares of Common Stock. The other Reporting Persons have no pecuniary interest in such shares and expressly disclaim beneficial ownership of such shares.

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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