



**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACTS OF 1934**

**FOR THE MONTH OF FEBRUARY, 2008**

**PSi TECHNOLOGIES HOLDINGS, INC.**

*(Exact name of Registrant as specified in its Charter)*

**NOT APPLICABLE**

*(Translation of Registrant's name into English)*

**Electronics Avenue  
FTI Industrial Complex  
Taguig, Metro Manila 1604, Philippines**  
*(Address of Registrant's principal executive offices)*

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_



SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 4, 2008

PSi TECHNOLOGIES HOLDINGS, INC.

By: /s/ Arthur J. Young, Jr. \_\_\_\_\_  
Arthur J. Young, Jr.  
President and Chief Executive Officer



### PSi TECHNOLOGIES RECEIVES NASDAQ DEFICIENCY LETTER

**Manila, Philippines – February 4, 2008 – PSi Technologies Holdings, Inc., (NASDAQ: PSIT)**, a leading independent provider of assembly and test services for the power semiconductor market, today announced that it received a Nasdaq Staff Deficiency letter on January 31, 2008, indicating that the Company fails to comply with the minimum bid price requirement for continued listing set forth in Marketplace Rule 4320(e)(2)(E)(i). The Company will be provided 180 calendar days, or until July 29, 2008, to regain compliance with the minimum bid price requirement of \$1.00 per American Depositary Share of the Company for a minimum of 10 consecutive business days. If the minimum bid price requirement has not been met by July 29, 2008, Nasdaq Staff will provide the Company with an additional 180 calendar day compliance period only if the Company meets certain other listing criteria.

#### About PSi Technologies

PSi Technologies is a focused independent semiconductor assembly and test service provider to the power semiconductor market. The Company provides comprehensive package design, assembly and test services for power semiconductors used in telecommunications and networking systems, computers and computer peripherals, consumer electronics, electronic office equipment, automotive systems and industrial products. Their customers include most of the major power semiconductor manufacturers in the world such as Infineon Technologies, ON Semiconductor, Philips Semiconductor, and ST Microelectronics. For more information, visit the Company's web site at [www.psitechnologies.com](http://www.psitechnologies.com) or call:

#### At PSi Technologies Holdings, Inc.:

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Chief Financial Officer  
PSi Technologies, Inc.  
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#### At Financial Relations Board:

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Financial Relations Board  
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**Safe Harbor Statement**

This press release contains forward-looking statements that involve risks and uncertainties. Actual results and outcomes may differ materially. Factors that might cause a difference include, but are not limited to, those relating to the pace of development and market acceptance of PSi's products and the power semiconductor market generally, commercialization and technological delays or difficulties, the impact of competitive products and technologies, competitive pricing pressures, manufacturing risks, the possibility of our products infringing patents and other intellectual property of third parties, product defects, costs of product development, manufacturing and government regulation, risks inherent in emerging markets, including but not limited to, currency volatility and depreciation, restricted access to financing and political and social unrest. PSi undertakes no responsibility to update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect PSi's financial results is included in the documents PSi files from time to time with the Securities and Exchange Commission.