

PDF SOLUTIONS INC  
Form 8-K  
February 16, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 16, 2012

PDF SOLUTIONS, INC.  
(Exact name of registrant as specified in its charter)

000-31311  
(Commission File Number)

Delaware  
(State or Other Jurisdiction of Incorporation)

25-1701361  
(I.R.S. Employer Identification No.)

333 West San Carlos Street, Suite 700  
San Jose, CA 95110  
(Address of principal executive offices, with zip code)

(408) 280-7900  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

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Item 2.02. Results of Operations and Financial Condition.

On February 16, 2012 PDF Solutions (the “Company”) issued a press release regarding its financial results and certain other information related to the fourth fiscal quarter and year ended December 31, 2011. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 2.02, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section, and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description  |
|---------|--|
| No.     |  |
| 99.1    | Press Release dated February 16, 2012 regarding financial results and certain other information related to the fourth fiscal quarter and year ended December 31, 2011. |

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SIGNATURES

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

PDF SOLUTIONS, INC.  
(Registrant)

By: */s/ Gregory Walker*  
Gregory Walker  
VP, Finance, and Chief Financial  
Officer  
(Principal Financial Officer)

Dated: February 16, 2012

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EXHIBIT INDEX

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | Press Release dated February 16, 2012 regarding financial results and certain other information related to the fourth fiscal quarter and year ended December 31, 2011. |