FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | | | | | | |
|--------------------------|-----------|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | |
| Estimated average burden | | | | | | |
| hours per response: | 0.5 | | | | | |

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Last) (First) (Middle) 333 W. SAN CARLOS ST. SUITE 1000 (Street) SAN JOSE CA 95110 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code (V Amount (A) or Price Transaction Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Conversion Date (Month/Day/Year) | 333 W. SAN (SUITE 1000 (Street) SAN JOSE | | 1. Name and Address of Reporting Person* WALKER GREGORY C | | | 2. Issuer Name and Ticker or Trading Symbol PDF SOLUTIONS INC [PDFS] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
|--|--|------------|---|---|--|--|---|---|--|---------------------------|--------------------|---|--|---|----------------------------------|--|--|--|
| (Street) SAN JOSE CA 95110 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) Code V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of October (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of October (Month/Day/Year) Derivative Securities Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | (Street) SAN JOSE | ` , | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2016 | | | | | | | X | | , | Othe below P Finance | (specify /) | | | | |
| SAN JOSE CA 95110 Form filed Person | SAN JOSE | SUITE 1000 | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Dode (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 8. Price (Month/Day/Year) 1. Title of Security (Instr. 3) 1. Title of Security (Instr. 3) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) 8. Price Of Securities Acquired (A) or Date (Instr. 3) 9. Number Of Securities Acquired (Barbina) 1. Title of Securities Acquired (Instr. 3) 2. Defined Transaction Date (Instr. 3) 2. Defined Transaction Date (Instr. 3) 3. Transaction Date (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3) 8. Price Of Securities Acquired (Instr. 3) 9. Number Of Securities Acquired (Instr. 3) 1. Title of Securities Acquired (Instr. 3) 2. Defined Transaction Date (Instr. 3) 2. Defined Transaction Date (Instr. 3) 2. Defined Transaction Date (Instr. 3) 3. Transaction Date (Instr. 3) 4. Securities Acquired (Instr. 3) 5. Number Of Securities Acquired (Instr. 3) 8. Price Of Securities Acquired (Instr. 3) 9. Number Of Securities Acquired (Instr. 3) 9. Nu | (- 3) | | | | | | | | | | | X | Form | filed by Mor | e Reporting Pe re than One Re | | | |
| Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Transaction Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 5) Transaction Code (Instr. 8) Transaction Co | | | | | | | | | | | | | | | | | | |
| Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | 1. Title of Security (Instr. 3) 2. Transaction Date | | | ion 2A. Deemed Execution Date, if any | | 3. Transaction Code (Instr. and 5) | | | | (A) or 5. Ai Secu Bendown | | mount of irities eficially ed | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Date Execution Date Courting or Exercise (Month/Day/Year) if any Code (Instr. Derivative Code | | | | | | Code | v | Amount | | | rice | | | (Instr. 4) | (Instr. 4) | | | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Security or Exercise (Month/Day/Year) 3A. Deemed Execution Date 4. Transaction Code (Instr. Derivative Code (Instr. Derivative Code (Instr. Derivative Code (Instr. Code (Instr | Common Stock 12/01/20 | | | 016 | | F ⁽¹⁾ | | 659 | | D \$ | \$21.95 | 1 | 3,313 | D | | | | |
| Derivative Conversion Date Execution Date, Transaction of Expiration Date Amount of Security or Exercise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) Expiration Date Amount of Securities Derivative Securities | | | | | | | | | | | | | | | | | | |
| Derivative Security Acquired (A) or Security (Instr. 5) Own Disposed of (D) Control of (D) Contr | I. Title of Conversion Date Security Price of Derivative Instr. 3) Price of Derivative Price of Derivative Security Price of Derivative Security Price of Derivative Security Price of Derivative Security Securit | | Transaction Code (Instr | of Deriving Security (A) of Disposition (D) (Instri | 5. Number of Expiration I (Month/Day/ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | isable and ate Amount of Securities Underlying Derivative Security (Inst 3 and 4) | | of De Se (Ir | rivative curity | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |

Explanation of Responses:

1. (1) This represents a disposition of shares to the Company to satisfy tax withholding obligations with respect to the vesting of Restricted Stock rights. This is not a sale of shares in the market.

/s/ Gregory Walker

** Signature of Reporting Person Date

12/05/2016

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

- * 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).

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

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 Number.