

---

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): January 7, 2015

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 1000  
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))
- 
-

---

**TABLE OF CONTENTS**

Item 7.01. Regulation FD Disclosure  
Item 9.01. Financial Statements and Exhibits  
SIGNATURES  
EXHIBIT INDEX

---

---

**Item 7.01. Regulation FD Disclosure.**

On January 7, 2015, PDF Solutions (the “Company”) issued a press release regarding the expected effect on its first fiscal quarter 2015 financial results of the change in status of two contracts previously discussed in a press release issued on September 29, 2014. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01, 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

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 7, 2015.

**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 C. Walker  
*Gregory C. Walker*  
*VP, Finance, and Chief Financial Officer*  
*(principal financial and accounting officer)*

Dated: January 7, 2015

---

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 7, 2015.

## *News Release*

**Company Contacts:**

Gregory Walker  
Chief Financial Officer  
Tel: (408) 938-6457  
Email: gregory.walker@pdf.com

Sonia Segovia  
Investor Relations Coordinator  
Tel: (408) 938-6491  
Email: sonia.segovia@pdf.com

### **PDF Solutions® Announces the Signing of Certain Contracts and Related Effects on Expected Revenues**

#### *The Company Also Announces the Date of Its Release of Fourth Fiscal Quarter and Full Year 2014 Results*

San Jose, Calif.— January 7, 2015—PDF Solutions, Inc. (Nasdaq: PDFS), the leading provider of process-design integration technologies to enhance IC manufacturability, today updated the status of two contracts discussed in the Company's September 29, 2014, press release, by announcing that agreement with the customer has been finalized and two definitive contracts were recently signed.

The first of these two contracts compensates the Company for the advanced development services the Company previously delivered to the customer. The second contract compensates the Company for the more extensive process node yield ramp services that the Company previously provided. The second contract also includes a Gainshare compensation component in line with the value of the technology and services the Company delivered. Any Gainshare performance incentive fees will be earned over approximately six years beginning with the start of volume production on this process node, which is currently expected to begin in 2015.

Neither of these agreements precludes the Company from engaging in future services on behalf of the customer, which could include the Company's CV® infrastructure or other Company technology, on the nodes covered by these contracts or other nodes in the future. The Company and this customer have also agreed to cooperate with respect to third parties that are users of both parties' technologies, services, or processes.

As a result of the execution of these contracts early in the first fiscal quarter of 2015, the Company expects Design-to-Silicon-Yield Solutions revenue in the quarter to be positively impacted by approximately \$6.0 million. Based on current expectations about the customer's future production, the Company expects Gainshare performance incentive revenue to be positively impacted beginning in the second half of 2015.

---

*PDF Solutions® Announces the Signing of Certain Contracts and Related Effects on Expected Revenues*

John Kibarian, CEO, and Gregory Walker, CFO, will host a live teleconference on Thursday, February 5, 2015, beginning at 2:00 p.m. Pacific Time / 5:00 p.m. Eastern Time to discuss the Company's fourth fiscal quarter and full year 2014 financial results. The teleconference will be webcast simultaneously on the Company's website at <http://ir.pdf.com/events.cfm>.

An archive of the call will remain available until Thursday, March 5, 2015, at 11:59 p.m. Pacific Time. To hear the replay when calling from within the United States or Canada, call 1-855-859-2056. When calling from outside of the United States or Canada, call +1-404-537-3406. The access code for both replay options is 10251148. An archive of the webcast will remain available on the Company's website.

**Forward-Looking Statements**

The statements in this press release regarding the expected impact of the execution of certain contracts on PDF Solution's financial results for the fourth fiscal quarter 2014, the first fiscal quarter 2015, and full fiscal years 2014 and 2015 are forward looking and are subject to events and circumstances of the future. Actual results could differ materially from those expressed in these forward-looking statements. Risks and uncertainties that could cause results to differ materially include risks associated with customers' production volumes at Gainshare-covered facilities and other risks set forth in PDF Solutions' periodic public filings with the Securities and Exchange Commission, including, without limitation, its Quarterly Report on Form 10-Q, most recently filed on November 5, 2014, for the quarter ended September 30, 2014, other Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, most recently filed for the year ended December 31, 2013, and Current Reports on Form 8-K and amendments to such reports. The forward-looking statements made in this press release are made as of the date hereof, and PDF Solutions does not assume any obligation to update such statements or the reasons why actual results could differ materially from those projected in such statements.

**About PDF Solutions**

PDF Solutions, Inc. (NASDAQ: PDFS) is the leading provider of yield improvement technologies and services for the IC manufacturing process life cycle. PDF Solutions offers solutions that are designed to enable clients to lower costs of IC design and manufacture, enhance time to market, and improve profitability by addressing design and manufacturing interactions from product design through initial process ramps to mature manufacturing operations. PDF Solutions' Characterization Vehicle® (CV®) electrical test chip infrastructure provides the core modeling capabilities, and is used by more leading manufacturers than any other test chips in the industry. Proprietary Template™ layout patterns provide optimum area, performance, manufacturability for designing IC products. The proprietary Exensio™ solution for YieldAware™ FDC enables world-class variability control in manufacturing, in part by leveraging PDF Solutions' industry-leading dataPOWER® yield management system and Mæstria® fault detection and classification (FDC) software. Headquartered in San Jose, Calif., PDF Solutions operates worldwide with additional offices in China, Europe, Japan, Korea, Singapore and Taiwan. For the company's latest news and information, visit <http://www.pdf.com/>.

© 2015 PDF Solutions, Inc. All Rights Reserved.

###