

As filed with the Securities and Exchange Commission on July 24, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A/A

AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12 (b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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

DELAWARE  
(State of incorporation or organization)

25-1701361  
(IRS Employer  
Identification No.)

333 WEST SAN CARLOS ST., SUITE 700, SAN JOSE, CA  
(Address of principal executive offices)

95110  
(Zip Code)

If this form relates to the registration of a  
class of securities pursuant to Section 12(b)  
of the Exchange Act and is effective  
pursuant to General Instruction A.(c)  
check the following box. [ ]

If this form relates to the registration of a  
class of securities pursuant to Section  
12(g) of the Exchange Act and is effective  
pursuant to General Instruction A.(d),  
check the following box. [X]

Securities Act registration statement file number to which this form relates:  
333-43192 (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
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Name of each exchange on which  
each class is to be registered  
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None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.00015 par value per share  
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(Title of Class)

This Amendment No. 1 amends and supplements the following item of the  
Form 8-A originally filed on August 10, 2000 by PDF Solutions, Inc., a  
corporation organized under the laws of Delaware (the "Company"):

Item 2- Exhibits

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to the information set forth under the  
caption "Description of Capital Stock" in the Registrant's Registration

Statement on Form S-1, as amended (SEC File No. 333-43192) (the "Form S-1 Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this Registration Statement:

- 1.1 Specimen certificate for Registrant's Common Stock -- incorporated herein by reference to Exhibit 4.1 to the Form S-1 Registration Statement.
- 2.1 Amended and Restated Certificate of Incorporation -- incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement.
- 2.2 Third Amended and Restated Certificate of Incorporation (proposed)-- incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement.
- 2.3 Amended and Restated Bylaws -- incorporated herein by reference to Exhibit 3.3 to the Form S-1 Registration Statement.
- 2.4 Amended and Restated Bylaws (proposed) -- incorporated herein by reference to Exhibit 3.4 to the Form S-1 Registration Statement.
- 2.5 Second Amended and Restated Rights Agreement dated July 6, 2001 between the Registrant and certain holders of the Registrant's securities -- incorporated herein by reference to Exhibit 4.2 to the Form S-1 Registration Statement.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 24, 2001

PDF SOLUTIONS, INC.

By: /s/ P. Steven Melman

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Name: P. Steven Melman  
Title: Vice President, Finance and  
Administration and Chief  
Financial Officer

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INDEX TO EXHIBITS

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