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 15, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 2.02. Results of Operations and Financial Condition.

On February 15, 2018 PDF Solutions (the "<u>Company</u>") issued a press release regarding its financial results and certain other information related to the fourth fiscal quarter and year ended December 31, 2017. The Company also posted on the Investor Relations section of its website (www.pdf.com) a management report with regard to the quarter and fiscal year ended December 31, 2017. Copies of the press release and management report are attached to this report as Exhibit 99.1 and 99.2, respectively. Information on the website is not, and will not be deemed, a part of this report or incorporated into any other filings the Company makes with the Securities and Exchange Commission.

The information in this Item 2.02, including Exhibits 99.1 and 99.2, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "<u>Exchange Act</u>"), 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 No.	Description
99.1	Press Release dated February 15, 2018, regarding financial results and certain other information related to the fourth fiscal quarter and year ended December
	<u>31, 2017.</u>
99.2	Management Report by PDF Solutions, Inc. as of February 15, 2018

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

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

Dated: February 15, 2018

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated February 15, 2018, regarding financial results and certain other information related to the fourth fiscal quarter and year ended December 31, 2017.

99.2 Management Report by PDF Solutions, Inc. as of February 15, 2018

News Release

Company Contacts: Gregory Walker, VP, Finance and CFO Tel: (408) 938-6457 Email:gregory.walker@pdf.com

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

PDF Solutions[®] Reports Fourth Fiscal Quarter and Fiscal Year 2017 Results

SAN JOSE, Calif.— February 15, 2018—PDF Solutions, Inc. ("PDF Solutions" or the "Company") (NASDAQ: PDFS), the leading provider of process-design integration technologies to enhance integrated circuit (IC) manufacturability, today announced financial results for its fourth fiscal quarter and fiscal year ended December 31, 2017.

Total revenues for the fourth fiscal quarter of 2017 were \$26.8 million, up 1% from \$26.5 million for the third fiscal quarter of 2017 and down 6% from \$28.4 million for the fourth fiscal quarter of 2016. Design-to-silicon-yield solutions revenue for the fourth fiscal quarter of 2017 was \$19.0 million, down 1% from \$19.2 million for the third fiscal quarter of 2017 and down 2% from \$19.5 million for the fourth fiscal quarter of 2016. Gainshare performance incentives revenue for the fourth fiscal quarter of 2017 was \$7.8 million for the third fiscal quarter of 2017 and down 13% from \$9.0 million for the fourth quarter of 2016.

Total revenues for the fiscal year ended December 31, 2017, were \$101.9 million, down 5% when compared with total revenues of \$107.5 million for the fiscal year ended December 31, 2016. Design-to-silicon-yield solutions revenue for the fiscal year ended December 31, 2017, was \$74.4 million, down 4% when compared with Design-to-silicon-yield solutions revenues of \$77.2 million for the fiscal year ended December 31, 2016. Gainshare performance incentives revenue for the fiscal year ended December 31, 2017, was \$27.4 million, down 9% when compared with Gainshare performance incentives revenue of \$30.3 million for the fiscal year ended December 31, 2016.

On a GAAP basis, net loss for the fourth fiscal quarter of 2017 was \$2.6 million, or \$0.08 per basic and diluted share, compared to net income of \$0.6 million, or \$0.02 per basic and diluted share, for the third fiscal quarter of 2017, and compared to net income of \$2.9 million, or \$0.09 per basic and diluted share, for the fourth fiscal quarter of 2016. Net loss for the fiscal year ended December 31, 2017, was \$1.3 million, or 0.04 per basic and diluted share, compared to net income of \$9.1 million, or \$0.29 per basic and \$0.28 per diluted share, for the fiscal year ended December 31, 2016.

Cash and cash equivalents at December 31, 2017, were \$101.3 million, compared to \$116.8 million at December 31, 2016.

Non-GAAP net income for the fourth fiscal quarter of 2017 was \$4.2 million, or \$0.13 per diluted share, compared to \$3.6 million, or \$0.11 per diluted share, for the third fiscal quarter of 2017, and compared to \$5.6 million, or \$0.17 per diluted share, for the fourth fiscal quarter of 2016. Non-GAAP net income for the fiscal year ended December 31, 2017, was \$13.0 million, or \$0.39 per diluted share, compared to non-GAAP net income of \$21.5 million, or \$0.66 per diluted share, for the fiscal year ended December 31, 2016. EBITDAR for the fourth quarter of 2017 was \$5.5 million, compared to \$5.1 million for the third fiscal quarter of 2017 and compared to \$7.4 million for the fourth fiscal quarter of 2016. EBITDAR for the fiscal year ended December 31, 2017, was \$17.8 million, compared to \$28.3 million for the fiscal year ended December 31, 2016.

As previously announced, PDF Solutions will discuss these results on a live conference call beginning at 2:00 p.m. Pacific Time/5:00 p.m. Eastern Time today. The call will be simultaneously web cast on PDF Solutions' website at http://ir.pdf.com/webcasts. A replay of the web cast will be available at the same website address beginning approximately two hours after completion of the live call. A copy of this press release, including the disclosure and reconciliation of certain non-GAAP financial measures to the comparable GAAP measures, which non-GAAP measures may be used periodically by PDF Solutions' management when discussing financial results with investors and analysts, will also be available on PDF Solutions' website at http://www.pdf.com/press-releases following the date of this release.

Fourth Quarter and Fiscal Year 2017 Financial Commentary Available Online

A Management Report reviewing the Company's fourth quarter and fiscal year 2017 financial results, as well as providing updated first quarter 2018 financial outlook, will be furnished to the SEC on Form 8-K and published on the Company's website at http://ir.pdf.com/financial-reports.

Information Regarding Use of Non-GAAP Financial Measures

In addition to providing results that are determined in accordance with Generally Accepted Accounting Principles in the United States of America (GAAP), PDF Solutions also provides certain non-GAAP financial measures. Non-GAAP net income excludes the effects of non-recurring items (including severance payments), stock-based compensation expenses, amortization of acquired technology and other acquired intangible assets, and their related income tax effects, as applicable, as well as adjusts for the non-cash portion of income taxes. EBITDAR is calculated by taking GAAP net income, adding back the effects of non-recurring items, stock-based compensation expenses, amortization of acquired technology and other acquired intangibles, depreciation expense and income tax provision (benefit). These non-GAAP financial measures are used by management internally to measure the Company's profitability and performance. PDF Solutions' management believes that these non-GAAP measures provide useful supplemental measures to investors regarding the Company's ongoing operations in light of the fact that none of these categories of expense has a current effect on the future uses of cash (with the exception of certain non-recurring items) nor do they impact the generation of current or future revenues. These non-GAAP results should not be considered an alternative to, or a substitute for, GAAP financial information, and may be different from similarly titled non-GAAP measures by other companies. In particular, these non-GAAP financial measures of liquidity. Since management uses these non-GAAP financial measures internally to measure to cash flows from operating, investing and financing activities as a measure of liquidity. Since management uses these non-GAAP financial measures internally to measure profitability and performance, PDF Solutions has included these non-GAAP financial measures to give investors an opportunity to see the Company's financial results as viewed by management. A reconciliation of the comparable GAAP financi

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Forward-Looking Statements

The statements made on the planned conference call regarding the Company's future expected business performance and financial results 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; cost and schedule of new product development; continued adoption of the Company's solutions by new and existing customers; project milestones or delays and performance criteria achieved; the provision of technology and services prior to the execution of a final contract; and other risks set forth in PDF Solutions' periodic public filings with the Securities and Exchange Commission, including, without limitation, its Annual Reports on Form 10-K, most recently filed for the year ended December 31, 2016, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K and amendments to such reports. The forward-looking statements made in the conference call are made as of the date hereof, and PDF Solutions does not assume any obligation to update such statements nor the reasons why actual results could differ materially from those projected in such statements.

About PDF Solutions

PDF Solutions enables customers to reduce the time to market of integrated circuits ("ICs"), lower the cost of IC design and manufacturing and improve both quality and profitability. The Company has developed proprietary hardware and software and provides services that target the entire systems value chain, which is a term we use that means the activities from technology development and the design of a semiconductor product through volume manufacturing of devices and subsequent system assembly and test.

PDF Solutions' products and services consist of proprietary test structures and electrical test systems, physical intellectual property, enterprise platform software and professional services. The Company's Characterization Vehicle[®] ($CV^{®}$) electrical test chip infrastructure provides core modeling capabilities, and is used by more leading manufacturers than any other test chips in the industry. The Design-for-InspectionTM solution includes the proprietary eProbe[®] e-beam tool and extends the Company's electrical characterization technologies into the e-beam measurement of extremely dense test structures, or DFITM cells, across an entire fabrication process. Proprietary TemplateTM layout patterns for standard cell libraries optimize area, performance, and manufacturability for designing IC products. The Exensio[®] platform for big data unlocks relevant, actionable information buried in wafer fabrication, process control and test data through key components: Exensio[®] -Control, Exensio[®] -Test, Exensio[®] -ALPS, and Exensio[®] -Char. The Exensio[®] platform is available either on-premise or via software as a service (SaaS).

Headquartered in San Jose, Calif., PDF Solutions operates worldwide with additional offices in Canada, China, France, Germany, Italy, Japan, Korea, and Taiwan. PDF Solutions is listed on The NASDAQ National Market under the ticker symbol PDFS. For the Company's latest news and information, visit http://www.pdf.com/.

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PDF SOLUTIONS, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (In thousands)

	De	cember 31, 2017	D	ecember 31, 2016
ASSETS				
Current assets:				
Cash and cash equivalents	\$	101,267	\$	116,787
Accounts receivable, net		57,564		48,157
Prepaid expenses and other current assets		5,069		5,335
Total current assets		163,900		170,279
Property and equipment, net		25,386		19,341
Goodwill		1,923		215
Intangible assets, net		6,074		4,223
Deferred tax assets		16,348		15,640
Other non-current assets		10,545		12,631
Total assets	\$	224,176	\$	222,329
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$	2,536	\$	2,206
Accrued compensation and related benefits		6,493		5,959
Accrued and other current liabilities		2,628		2,080
Deferred revenues - current portion		8,115		8,189
Billings in excess of recognized revenue		-		88
Total current liabilities		19,772		18,522
Long-term income taxes payable		3,902		3,354
Other non-current liabilities		2,134		1,650
Total liabilities		25,808		23,526
Stockholders' equity:				
Common stock and additional paid-in-capital		297,955		281,428
Treasury stock at cost		(71,793)		(54,882)
Accumulated deficit		(27,089)		(25,752)
Accumulated other comprehensive loss		(705)		(1,991)
Total stockholders' equity		198,368		198,803
Total liabilities and stockholders' equity	\$	224,176	\$	222,329
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PDF SOLUTIONS, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) (In thousands, except per share amounts)

		Three	e months ended				Twelve mo	nths e	nded
	ember 31, 2017	Se	ptember 30, 2017	De	cember 31, 2016	De	cember 31, 2017	De	cember 31, 2016
Revenues:									
Design-to-silicon-yield solutions	\$ 19,010	\$	19,229	\$	19,458	\$	74,436	\$	77,162
Gainshare performance incentives	 7,766		7,288		8,975		27,435		30,299
Total revenues	 26,776		26,517		28,433		101,871		107,461
Costs of Design-to-silicon-yield solutions:									
Direct costs of Design-to-silicon-yield solutions	12,137		12,295		12,040		47,050		44,074
Amortization of acquired technology	 144		136		96		471		374
Total costs of Design-to-silicon-yield solutions	12,281		12,431		12,136		47,521		44,448
Gross profit	 14,495		14,086		16,297		54,350		63,013
Operating expenses:									
Research and development	7,646		7,875		7,171		30,078		27,559
Selling, general and administrative	5,909		5,680		6,290		23,684		22,056
Amortization of other acquired intangible assets	107		107		92		398		432
Total operating expenses	 13,662		13,662		13,553		54,160		50,047
Income from operations	833		424		2,744		190		12,966
Interest and other income (expense), net	42		(104)		378		(264)		(10)
Income (loss) before income taxes	 875		320		3,122		(74)		12,956
Income tax provision (benefit)	3,509		(270)		197		1,263		3,853
Net income (loss)	\$ (2,634)	\$	590	\$	2,925	\$	(1,337)	\$	9,103
Net income (loss) per share:									
Basic	\$ (0.08)	\$	0.02	\$	0.09	\$	(0.04)	\$	0.29
Diluted	\$ (0.08)	\$	0.02	\$	0.09	\$	(0.04)	\$	0.28
								-	
Weighted average common shares: Basic	31,971		32,078		31,636		32,038		31,373
Diluted	31,971		32,969		33,293		32,038		32,431
Dunied	51,571		52,309		55,235		52,030		52,431
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PDF SOLUTIONS, INC. RECONCILIATION OF GAAP TO NON-GAAP NET INCOME (UNAUDITED) (In thousands, except per share amounts)

		-	Thre	e months ended				Twelve mo	nths	ended
	De	cember 31, 2017	S	eptember 30, 2017	Ι	December 31, 2016 (1)	D	ecember 31, 2017	Γ	December 31, 2016 (1)
GAAP net income (loss)	\$	(2,634)	\$	590	\$	2,925	\$	(1,337)	\$	9,103
Adjustments to reconcile GAAP net income to non-GAAP net income:										
Stock-based compensation expense		3,073		2,949		3,067		11,810		11,002
Amortization of acquired technology		144		136		96		471		374
Amortization of other acquired intangible assets		107		107		92		398		432
Non-recurring severance payment (2)		30		370		-		400		-
Adjustment for Non-Cash items in Income Tax Expense		3,181		817		1,454		5,831		5,362
Tax Adjustment for Non-GAAP items		263		(1,407)		(2,041)		(4,600)		(4,804)
Non-GAAP net income	\$	4,164	\$	3,562	\$	5,593	\$	12,973	\$	21,469
GAAP net income (loss) per diluted share	\$	(0.08)	\$	0.02	\$	0.09	\$	(0.04)	\$	0.28
Non-GAAP net income per diluted share	\$	0.13	\$	0.11	\$	0.17	\$	0.39	\$	0.66
Shares used in diluted shares calculation		32,866		32,969		33,293		33,204		32,431

PDF SOLUTIONS, INC.

RECONCILIATION OF GAAP NET INCOME TO EBITDAR (UNAUDITED)

(In thousands, except per share amounts)

			Thre	e months ended				Twelve mo	nths	ended
	De	cember 31, 2017	S	eptember 30, 2017	D	ecember 31, 2016 (1)	Dec	cember 31, 2017	D	ecember 31, 2016 (1)
GAAP net income (loss)	\$	(2,634)	\$	590	\$	2,925	\$	(1,337)	\$	9,103
Adjustments to reconcile GAAP net income to EBITDAR:										
Stock-based compensation expense		3,073		2,949		3,067		11,810		11,002
Amortization of acquired technology		144		136		96		471		374
Amortization of other acquired intangible assets		107		107		92		398		432
Non-recurring severance payment (2)		30		370		-		400		-
Depreciation expense		1,241		1,262		1000		4,789		3,584
Income tax provision (benefit)		3,509		(270)		197		1,263		3,853
EBITDAR	\$	5,470	\$	5,144	\$	7,377	\$	17,794	\$	28,348

(1) The results for the period ended December 31, 2016 have been updated to exclude deferred revenue adjustments from Syntricity acquisition that were previously presented in the prior periods. As a result of this exclusion, non-GAAP net income per diluted share for the twelve months ended December 31, 2016 was changed from \$0.67 per share to \$0.66 per share. There was no change in the non-GAAP net income per diluted share for the three months ended December 31, 2016.

(2) These are non-recurring severance payments related to reduction in workforce. The Company is excluding these costs in order to provide better comparability between periods.



2017 Fourth Quarter and Full Year Management Report

February 15, 2018

Statements herein regarding the Company's future expected business performance and financial results 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; continued adoption of the Company's solutions by new and existing customers; project milestones or delays and performance criteria achieved; the provision of technology and services prior to the execution of a final contract; and other risks set forth in PDF Solutions' periodic public filings with the Securities and Exchange Commission, including, without limitation, its Annual Reports on Form 10-K, most recently filed for the year ended December 31, 2016, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K and amendments to such reports. The forward-looking statements made in the conference call are made as of the date hereof, and PDF Solutions does not assume any obligation to update such statements nor the reasons why actual results could differ materially from those projected in such statements.



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2017 Fourth Quarter and Full Year GAAP Results

- Income Statement: Quarterly & Annual Trends
- Revenue Results by Geography
- Revenue Commentary
- Balance Sheet & Commentary
- Cash Flow & Commentary

2017 Fourth Quarter and Full Year Non-GAAP Results

- Reconciliation of GAAP to Non-GAAP Net Income
- Performance Measures

2018 Outlook

Related Information

The following commentary is provided by management and should be referenced in conjunction with PDF Solutions' fourth quarter for fiscal year 2017 financial results press release available on its Investor Relations website at http://www.pdf.com/financial-news. These remarks represent management's current views of the Company's financial and operational performance and outlook and are provided to give investors and analysts further insight into its performance in advance of the earnings call webcast. The Company disclaims any duty to update this information for future events.



GAAP Income Statement – Quarterly Trend Through Q4 2017

in thousands (except share amounts, percent of revenue, and EPS)

P&L(GAAP)	Q1-16	Q2-16	Q3-16	Q4-16	Q1-17	Q2-17	Q3-17	Q4-17
Design to Silicon Yield Solutions	18,578	20,574	18,552	19,458	19,698	16,500	19,229	19,010
Gain Share - Performance Incentive	6,503	6,114	8,707	8,975	4,591	7,789	7,288	7,766
Total Revenue	25,081	26,688	27,259	28,433	24,289	24,289	26,517	26,776
Cost of Sales	10,206	10,654	11,452	12, 136	11,431	11,379	12,431	12,281
GROSS MARGIN	14,875	16,034	15,807	16,297	12,858	12,910	14,086	14,495
Gross Margin %	59%	60%	58%	57%	53%	53%	53%	54%
OPERATING EXPENSES								
Research & Development	6,311	7,060	7,017	7,171	7,282	7,276	7,875	7,646
	25%	26%	26%	25%	30%	30%	30%	29%
Selling, General, & Administrative	5,124	5,094	5,548	6,290	5,899	6,195	5,680	5,909
	20%	19%	20%	22%	24%	26%	21%	22%
Amortization of other acquired intangib	117	117	106	92	92	92	107	1 07
TOTAL OPERATING EXPENSES	11,552	12,271	12,671	13,553	13,273	13,563	13,662	13,662
OPERATING INCOME (LOSS)	3,323	3,763	3,136	2,744	(415)	(653)	424	833
Other (Income) / Expense, Net	236	51	101	(378)	230	(27)	104	(42)
PRE-TAX INCOME (LOSS)	3,087	3,712	3,035	3,122	(645)	(626)	320	875
Income Tax Provision (Benefit)	1,026	1,579	1,051	198	(1,162)	(815)	(270)	3,508
Net Income =	2,060	2,133	1,984	2,924	517	189	590	(2,634)
GAAP EPS	0.07	0.07	0.06	0.09	0.02	0.01	0.02	(0.08)
Diluted Weighted Avg Shares (M)	31.8	32.1	32.6	33.3	33.6	33.4	33.0	32.9



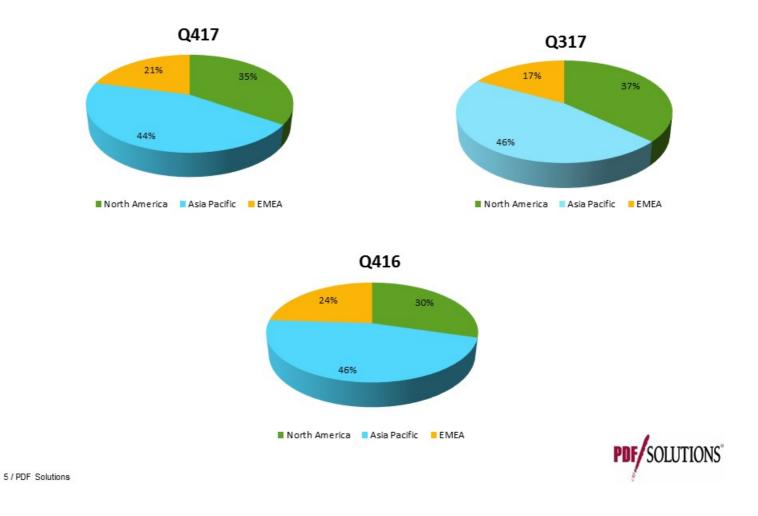
2017 – GAAP Income Statement – Annual Trend

in thousands (except share amounts, percent of revenue, and EPS)

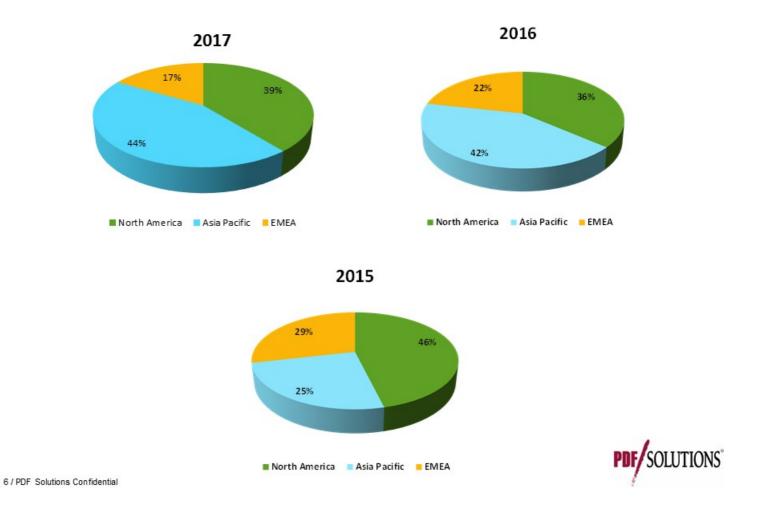
P&L(GAAP)	2013	2014	2015	2016	2017
Design to Silicon Yield Solutions	61,710	52,769	63,839	77,162	74,436
Gain Share - Performance Incentive	39,743	47,394	34,138	30,299	27,435
Total Revenue	101,453	100,163	97,977	107,461	101,871
Cost of Sales	39,470	39,714	39,023	44,448	47,521
GROSS MARGIN	61,983	60,449	58,954	63,013	54,350
Gross Margin %	61%	60%	60%	59%	53%
OPERATING EXPENSES					
Research & Development	13,314	14,064	19,096	27,559	30,078
	13%	14%	19%	26%	30%
Selling, General, & Administrative	17,222	18,514	20,421	22,056	23,684
	17%	18%	21%	21%	23%
Amortization of other acquired intangib	74	31	196	432	398
TOTAL OPERATING EXPENSES	30,610	32,609	39,713	50,047	54,160
OPERATING INCOME (LOSS)	31,373	27,840	19,241	12,966	190
Other (Income) / Expense, Net	64	(119)	(181)	10	264
PRE-TAX INCOME (LOSS)	31,309	27,959	19,422	12,956	(74)
Income Tax Provision (Benefit)	10,380	9,497	7,015	3,853	1,263
Net Income	20,929	18,462	12,407	9,103	(1,337)
GAAP EPS	0.67	0.58	0.39	0.28	(0.04)
Diluted Weighted Avg Shares (M)	31.4	31.9	32.2	32.4	33.2
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GAAP Revenue by Geography Q4 2017 & Comparable Quarters



2017 – Annual GAAP Revenue by Geography



2017 CFO Commentary – Revenue

- The top ten customers represented 78% of total revenues in the fourth quarter of 2017. One of these customers contributed revenues 10% or greater.
- Solutions revenue consisted of 11 project-based engagements that contributed at least \$100,000 of solutions revenue each in the fourth quarter of 2017.
- The total number of node-sites, defined as an individual fab and process node combination, contributing to Gainshare revenue, was 15 in the fourth quarter of 2017.



GAAP Balance Sheet Trend – Quarterly Through Q4 2017

ASSETS	21	Mar-16	30.5	Sep-16	21	-Dec-16	21	-Mar-17	30	Jun-17	20	-Sep-17	21	-Dec-17
		a contraction of the	10000	State State of the second		100 M 100 M 12	No.		100000	200 30 Store			1000	
Cash and cash equivalents	\$	129,398		18,534	\$		2	114,926	\$	109,007	\$		\$	101,267
Accounts receivable, net of allowance		29,323		44,023		48,157		50,088		54,029		52,954		57,564
Prepaid expenses and other current assets		3,479		5,163	-	5,335	-	6,741	-	8,813		6,580	-	5,069
Total current assets		162,200	1	67,720		170,279		171,755		171,849		160,284		163,900
Property and equipment, net		13,236		18,192		19,341		20,798		23,068		23,604		25,386
Goodwill		215		215		215		215		215		1,923		1,923
ntangible assets, net		4,815		4,411		4,223		4,035		3,847		6,325		6,074
Deferred tax as sets		14,761		14,135		15,640		16,201		15,815		18,522		16,348
Other non-current assets		7,564		9,413		12,631		14,615		12,263		11,312		10,545
Total assets	\$2	02,792	\$ 21	4,086	S	222,329	S	227,619	\$2	27,057	S	221,970	S	224,176
LIABILITIES														
Accounts payable	\$	2.016	8	947	\$	2.206	\$	2.436	\$	2,270	\$	2,608	\$	2,536
Accrued compensation and related benefits	÷	4,289	Ψ	5,190	÷	5,959	÷	4,988	÷	5,863	Ψ	5,450	Ψ	6,493
Accrued and other current liabilities		1,853		3,077		2,080		1,913		2,075		2,436		2,628
Deferred revenues - current portion		6,358		8,399		8,189		9,777		8,933		7,624		8,115
Billings in excess of recognized revenue		114		73		88		200		389		289		0,115
Total current liabilities		14,630	é ii	17,686	-	18,522		19,314		19,530		18,407		19,772
long-termincome taxes payable		2,468		2,859		3,354		3,247		3,174		2,914		3,902
Other non-current liabilities		464		657		1.650		1.802		2.253		2.352		2.134
Total liabiliti es		17,562	2	1,202	·	23,526		24,363		24,957		23,673		25,808
EQUITY														
Common stock		5		5		5		5		5		5		5
Additional paid-in-capital		269.595	2	76.495		281.423		285.930		289.956		294.359		297.950
Freasury stock at cost		(50,392)	C	53,726)		(54,882)		(55,726)		(61,532)		(70,739)		(71,793)
Accumulated deficit		(32,794)		28,677)		(25,752)		(25,235)		(25,046)		(24,455)		(27,089)
Accumulated other comprehensive loss		(1,184)		(1,213)		(1,991)		(1,718)		(1,283)		(873)		(705)
Total equity	1	85,230	19	2,884		198,803		203,256	2	02,100		198,297		198,368
Total liabilities and equity	6 2	02,792	\$ 21	4 096	\$	222,329	S	227,619	\$ 2	27,057	S	221,970	S	224,176

GAAP Balance Sheet Trend – Annual Through 2017

(in \$000) ASSETS	31	-Dec-13	31	l-Dec-14	31	-Dec-15	31	-Dec-16	31	-Dec-17
Cash and cash equivalents	\$	89,371	\$	115,464	\$	126,158	\$	116,787	\$	101.267
Accounts receivable, net of allowance		34,860		37,725		33,438		48,157		57,564
Prepaid expenses and other current assets		3.632		2.888		3.655		5.335		5.069
Total current assets		127,863		156,077		163,251		170,279		163,900
Property and equipment, net		7,064		8,832		11,325		19,341		25,386
Goodwill		-		-		215		215		1,923
Intangible assets, net		31		-		5,028		4,223		6,074
Deferred tax assets		14,519		11,368		10,299		15,640		16,348
Other non-current assets		1,687		1,161		1,651		12,631		10,545
Total assets	\$1	51,164	S	177,438	s	191,769	S	222,329	S	224,176
LIABILITIES										
Accounts payable	\$	1,129	\$	803	\$	1,293	\$	2,206	\$	2,536
Accrued compensation and related benefits		7,707		6,112		4,812		5,959		6,493
Accrued and other current liabilities		1,593		1,733		2,382		2,080		2,628
Deferred revenues - current portion		2,096		3,740		4,702		8,189		8,115
Billings in excess of recognized revenue	12	343		-		1,267		88		
Total current liabilities		12,868		12,388		14,456		18,522		19,772
Long-term income taxes payable		2,956		2,600		2,540		3,354		3,902
Other non-current liabilities		628		627		466		1,650		2,134
Total liabilities	<u></u>	16,452		15,615		17,462		23,526		25,808
EQUITY										
Common stock		5		5		5		5		5
Additional paid-in-capital		233,813		248,734		266,008		281,423		297,950
Treasury stock at cost		(28,905)		(34,048)		(50,383)		(54,882)		(71,793)
Accumulated deficit		(70,649)		(52,187)		(39,780)		(25,752)		(27,089)
Accumulated other comprehensive loss		448		(681)		(1,543)		(1,991)		(705)
Total equity	1	34,712	0	161,823		174,307		198,803		198,368
Total liabilities and equity	\$1	51,164	S	177,438	S	191,769	S	222,329	S	224,176



2017 – GAAP Balance Sheet Commentary

- Trade Accounts Receivable balance at the end of the quarter was \$35.4 million, an increase of \$8.0 million when compared to the previous year. The Unbilled Accounts Receivable balance (current & long-term) was \$30.9 million at the end of the quarter, an increase of approximately \$0.3 million from the prior year.
- Of the \$30.9 million of Unbilled Accounts Receivable at the end of the quarter, we expect approximately \$22.2 million to be billed in the next twelve months of which more than 39% will be billed during Q1 2018.
- Of the \$66.2 million of total Receivables, \$11.0 million, or 17%, was aged more than 30 days. Since the end of the quarter, \$11.1 million of Trade Receivables has been collected as of the date of this report.
- The year-over-year increases in Accounts Receivable and DSO is primarily driven by the geographic shift in total revenues to Asia, where slow payments are common due to governmental currency controls and regulations.



GAAP Cash Flow – Quarterly Trend Through 2017

(in \$000)	31-Mar-16	30-Jun-16	30-Sep-16	31-Dec-16	31-Mar-17	30-Jun-17	30-Sep-17	31-Dec-17
perating activities:								
Net income (loss)	2.061	2,133	1.984	2.925	517	189	591	(2,634)
djustments to reconcile net income (loss) to net cash provided by								(-,
perating activities:								
Impairment on goodwill and intangible assets								
Depreciation and amortization	765	859	960	1.000	1.091	1,195	1,263	1,240
Stock-based compensation	2,666	2.291	2.978	3.067	2.884	2,905	2,948	3.074
Accrued contingent eam-out payments	1,000	0	0	0	0	0	0	0
Amortization of acquired intangible assets	213	212	192	189	188	188	242	251
Losses (Gains) on disposal of assets	107	0	0	0	0	5	0	1
Losses on sale of short-term investments	0	ő	0	0	0	ő	ő	0
Deferred taxes	458	564	61	(867)	(580)	387	(3,321)	3,010
Provisions (reversal) on losses on accounts receivable	53	(152)	0	0	(380)	124	(3,321)	50
Unrealized loss (gain) on foreign currency forward contract	(23)	(11)	(20)	6	92	(59)	(39)	(21)
Tax benefit related to stock-based compensation expense	(23)	0	(20)	0	0	0	0	(21)
Excess tax benefit from stock-based compensation expense	0	0	0	0	0	0	0	0
Changes in operating assets and liabilities:	U	0	0	0	0	0	0	U
Accounts receivable	4,062	(5,311)	(9,237)	(4,134)	(1,931)	(4,065)	1.075	(4,660)
						(4,005)		2,288
Prepaid expenses and other assets Accounts payable	(5,739) 250	(3,169) 360	(342) (577)	(3,426)	(3,372) 476	375	3,247	2,288
	(564)	910	(577)	901	(1.040)	817		970
Accrued compensation and related benefits Accrued and other liabilities		610	362				(498)	1,723
	(833)			(370)	(587)	(158)		
Deferred revenue	1,674	(727)	3,012	813	1,734	(1,008)	(1,408)	(1,071)
Billings in excess of recognized revenue	(1,153)	198	(239)	15	112	189	(101)	(288)
Net cash provided by (used in) operating activities	3,997	(1,233)	(935)	171	(416)	1,397	5,280	4,285
nvesting activities:							2200	
Proceeds from the sales of property and equipment Purchases of property and equipment	(1,780)	(3,271)	(3.810)	(2,421)	(2,313)	(2,651)	0 (1,978)	(3,313)
Purchases of intellectual property rights	0	0	0	0	0	0	0	0
Payments for business acquisitions, net of cash acquired	0	0	0	0	0	0	(3,841)	0
Net cash provided by (used in) investing activities inancing activities:	(1,780)	(3,271)	(3,810)	(2,421)	(2,313)	(2,651)	(5,819)	(3,313)
-	182	270	680	1.840	717	1.091	496	518
Proceeds from exercise of stock options Proceeds from employee stock purchase plan	182		680 780		909	1,091	496 956	
Proceeds from employee stock purchase plan Repurchases of common shares	0	(1.042)		(1)	909	(4,770)		(1)
Payment for taxes related to net share settlement of equity awards	(9)	(1,843)	(339) (86)	(1.156)	(844)		(8,648) (560)	(1.055)
		(1,066)	· · ·			(1,035)		
Payments on long-term obligations	0	0	0	0	0	0	0	0
Excess tax benefit from stock-based compensation	0	0	0	0	0	0	0	0
Net cash provided by (used in) financing activities	950	(2,638)	1,035	683	782	(4,713)	(7,756)	(538)
ffect of exchange rate changes on cash and cash equivalents	73	(34)	21	(179)	86	48	38	83
let increase (decrease) in cash and cash equivalents	3,240	(7,176)	(3,689)	(1,746)	(1,861)	(5,919)	(8,257)	517
	126,158 129,398	129,398	122,222 118,533	118,533	116,787	114,926	109,007	100,750
cash and cash equivalents, beginning of period Cash and cash equivalents, end of period			110 522	116.787	114.926	109,007	100.750	101.267

GAAP Cash Flow – Annual Trend Through 2017

(in \$000)	31-Dec-13	31-Dec-14	31-Dec-15	31-Dec-16	31-Dec-17
Operating activities:					
Net income (loss)	20,929	18,462	12,407	9,103	(1,337)
A djustments to reconcile net income (loss) to net cash provided by					
operating activities:					
Impairment on goodwill and intangible assets	0	1,892	0	0	0
Depreciation and amortization	1,385	2,010	2,646	3,584	4,789
Stock-based compensation	6,693	8,547	9,756	11,002	11,811
A ccrued contingent earn-out payments	0	0	500	0	0
A mortization of acquired intangible assets	74	31	372	806	869
Losses (Gains) on disposal of assets	(7)	(242)	2	107	6
Losses on sale of short-term investments	0	0	0	0	0
Deferred taxes	5,539	2.886	1,563	216	(504)
Provisions (reversal) on losses on accounts receivable	3	27	(82)	(99)	174
Unrealized loss (gain) on foreign currency forward contract	0	50	12	(48)	(27)
Tax benefit related to stock-based compensation expense	362	1.747	1.095	0	0
Excess tax benefit from stock-based compensation expense	(353)	(1,635)			ō
Changes in operating assets and liabilities:	(/	((
Accounts receivable	(636)	(2,892)	4.373	(14,620)	(9,581)
Prepaid expenses and other assets	(1,053)	(657)			2.476
A ccounts p av able	(566)	(1,516)			1,963
Accrued compensation and related benefits	(3,216)	(1,421)			249
A crued and other liabilities	(913)	7	166	(231)	1,499
Deferred revenue	(1,131)	1.713	411	4.772	(1,753)
Billings in excess of recognized revenue	(464)	(343)	1.267	(1.179)	(88)
Net cash provided by (used in) operating activities	26,646	28,666	30,336	2,000	10,546
Investing activities:	20,000		20,200	2,000	
Proceeds from the sales of property and equipment	0	285	0	0	0
Purchases of property and equipment	(4,628)	(3,958)	(4.784)		(10,255)
Purchases of intellectual property rights	0	0	(400)		0
Payments for business acquisitions, net of cash acquired	ő	ő	(5,152)	ō	(3.841)
Net cash provided by (used in) investing activities	(4,628)	(3.673)	(10,336)	(11.282)	(14,096)
Financing activities:	(.,,	(-,)	(((- ·) /
Proceeds from exercise of stock options	5,339	3.225	5.038	2.972	2.822
Proceeds from employee stock purchase plan	1.317	1,437	1,379	1.557	1,865
Repurchases of common shares	0	(3,566)		-	(13,418)
Payment for taxes related to net share settlement of equity awards	(1.283)	(1.577)	(1.810)	(2.317)	(3.494)
Payments on long-term obligations	0	0	(347)	0	0
Excess tax benefit from stock-based compensation	353	1.635	1.035	0	0
Net cash provided by (used in) financing activities	5,726	1,154	(9,230)	30	(12,225)
Effect of exchange rate changes on cash and cash equivalents	(10)	(54)	(76)	(119)	255
Net increase (decrease) in cash and cash equivalents	27,734	26,093	10,694	(9,371)	(15,520)
Cash and cash equivalents, beginning of period	61,637	89,371	115,464	126,158	116,787
Cash and cash equivalents, end of period	89,371	115,464	126,158	116,787	101.267

PDF/SOLUTIONS"

2017 – GAAP Cash Flow Commentary

- During the year the Company purchased approximately \$10.3 million of fixed assets, primarily related to our DFI solution.
- Cash provided by operations during the year was approximately \$10.5 million.
- For the full year, the Company spent \$13.4 million on repurchasing 842 thousand shares of common stock on the open market as part of our Stock Repurchase Program. The Company spent \$3.5 million to purchase 196 thousand shares to cover employee taxes on restricted stock grants released.



Non-GAAP Presentation

In addition to providing results that are determined in accordance with Generally Accepted Accounting Principles in the United States of America (GAAP), the Company also provides certain non-GAAP financial measures. Non-GAAP net income excludes the effects of non-recurring items (including severance payments), stock-based compensation expenses, amortization of acquired technology and other acquired intangible assets, and their related income tax effects, as applicable, as well as adjusts for the non-cash portion of income taxes. EBITDAR is calculated by taking GAAP net income, adding back the effects of non-recurring items, stock-based compensation expenses, amortization of acquired technology and other acquired intangibles, depreciation expense and income tax provision (benefit). These non-GAAP financial measures are used by management internally to measure the Company's profitability and performance. PDF Solutions' management believes that these non-GAAP measures provide useful supplemental measures to investors regarding the Company's ongoing operations in light of the fact that none of these categories of expense has a current effect on the future uses of cash (with the exception of certain non-recurring items) nor do they impact the generation of current or future revenues. These non-GAAP results should not be considered an alternative to, or a substitute for, GAAP financial information, and may be different from similarly titled non-GAAP measures used by other companies. In particular, these non-GAAP financial measures are not a substitute for GAAP measures of income or loss as a measure of performance, or to cash flows from operating, investing and financing activities as a measure of liquidity. Management uses these non-GAAP financial measures internally to measure profitability and performance; these non-GAAP measures are presented here to give investors an opportunity to see the Company's financial results as viewed by management. A detailed reconciliation of the adjustments made to comparable GAAP measures is included herein.



Reconciliation of GAAP to Non-GAAP for Prior Quarters

in thousands (except for shares and per share amounts)

	Q	1-16	C	2-16	1	Q3-16	1	Q4-16	Y	TD 2016	(21-17	1	Q2-17	(Q3-17	1	Q4-17	Y	TD 2017
GAAP net income	\$	2,061	\$	2,133	\$	1,984	\$	2,925	\$	9,103	\$	517	\$	189	\$	590	\$	(2,634)	\$	(1,338)
Adjustments to reconcile GAAP net income to non-GAAP net income:																				
Stock-based compensation expense		2,666		2,292		2,977		3,067		11,002		2,884		2,904		2,949		3,073		11,810
Amortization of acquired technology		96		96		86		96		374		96		96		136		144		472
Amortization of other acquired intangible assets		117		117		106		92		432		92		92		107		107		398
Non-recurring severance payments		-		-		-		-		0		-		-		370		30		400
Adjustment for Non-Cash items in Income Tax Expense		1,265		1,261		1,382		1,454		5,362		835		998		817		3,181		5,831
Tax Adjustment for Non-GAAP items		(966)		(651)	_	(1,146)		(2,041)		(4,804)		(1,830)		(1,627)		(1,407)		263		(4,600)
Non-GAAP net income	\$	5,239	\$	5,248	\$	5,389	\$	5,593	\$	21,469	\$	2,594	\$	2,652	\$	3,562	\$	<mark>4,164</mark>	\$	12,973
GAAP net income per diluted share	\$	0.07	\$	0.07	\$	0.06	\$	0.09	\$	0.28	\$	0.02	\$	0.01	\$	0.02	\$	(0.08)	\$	(0.04)
Non-GAAP net income per diluted share	\$	0.16	\$	0.16	\$	0.17	\$	0.17	\$	0.66	\$	0.08	\$	0.08	\$	0.11	\$	0.13	\$	0.39
Shares used in diluted shares calculation (in millions)		31.8		32.1		32.6		33.3		32.4		33.6		33.4		33.0		32.9		33.2



Non-GAAP Performance Measures – Quarterly Trend Through Q4 2017

in thousands (except for shares, percent of revenue, and EPS)

Q1-16 16,056	Q2-16 17,086	Q3-16 17,084	Q4-16 17,588	YTD 2016 67,814	Q1-17 14,146	Q2-17 14,075	Q3-17 15,556	Q4-17 15,801	YTD 2017 59,578
64%	64%	63%	62%	63%	58%	58%	59%	59%	58%
5,239	5,248	5,389	5,593	21,469	2,594	2,652	3,562	4,164	12,973
0.16	0.16	0.17	0.17	0.66	0.08	0.08	0.11	0.13	0.39
31.8	32.1	32.6	33.3	32.4	33.6	33.4	33.0	32.9	33.2
6,730	7,075	7,165	7,377	28,347	3,518	3,662	5,144	5,470	17,794
9,025	9,603	10,175	10,845	39,647	10,143	10,213	10,961	10,975	42,293
5,605	6,408	6,123	6,335	24,472	6,448	6,428	<mark>6,84</mark> 8	6,670	26,394
4,249	4,410	4,656	5,253	18,568	5,041	5,208	4,722	4,944	19,915 46,309
	16,056 64% 5,239 0.16 31.8 6,730 9,025 5,605	16,056 17,086 64% 64% 5,239 5,248 0.16 0.16 31.8 32.1 6,730 7,075 9,025 9,603 5,605 6,408 4,249 4,410	16,056 17,086 17,084 64% 64% 63% 5,239 5,248 5,389 0.16 0.16 0.17 31.8 32.1 32.6 6,730 7,075 7,165 9,025 9,603 10,175 5,605 6,408 6,123 4,249 4,410 4,656	16,056 17,086 17,084 17,588 64% 64% 63% 62% 5,239 5,248 5,389 5,593 0.16 0.16 0.17 0.17 31.8 32.1 32.6 33.3 6,730 7,075 7,165 7,377 9,025 9,603 10,175 10,845 5,605 6,408 6,123 6,335 4,249 4,410 4,656 5,253	16,056 17,086 17,084 17,588 67,814 64% 64% 63% 62% 63% 5,239 5,248 5,389 5,593 21,469 0.16 0.16 0.17 0.17 0.66 31.8 32.1 32.6 33.3 32.4 6,730 7,075 7,165 7,377 28,347 9,025 9,603 10,175 10,845 39,647 5,605 6,408 6,123 6,335 24,472 4,249 4,410 4,656 5,253 18,568	16,056 17,086 17,084 17,588 67,814 14,146 64% 64% 63% 62% 63% 58% 5,239 5,248 5,389 5,593 21,469 2,594 0.16 0.16 0.17 0.17 0.66 0.08 31.8 32.1 32.6 33.3 32.4 33.6 6,730 7,075 7,165 7,377 28,347 3,518 9,025 9,603 10,175 10,845 39,647 10,143 5,605 6,408 6,123 6,335 24,472 6,448 4,249 4,410 4,656 5,253 18,568 5,041	16,056 17,086 17,084 17,588 67,814 14,146 14,075 64% 64% 63% 62% 63% 58% 58% 5,239 5,248 5,389 5,593 21,469 2,594 2,652 0.16 0.16 0.17 0.17 0.66 0.08 0.08 31.8 32.1 32.6 33.3 32.4 33.6 33.4 6,730 7,075 7,165 7,377 28,347 3,518 3,662 9,025 9,603 10,175 10,845 39,647 10,143 10,213 5,605 6,408 6,123 6,335 24,472 6,448 6,428 4,249 4,410 4,656 5,253 18,568 5,041 5,208	16,056 17,086 17,084 17,588 67,814 14,146 14,075 15,556 64% 64% 63% 62% 63% 58% 58% 59% 5,239 5,248 5,389 5,593 21,469 2,594 2,652 3,562 0.16 0.16 0.17 0.17 0.66 0.08 0.08 0.11 31.8 32.1 32.6 33.3 32.4 33.6 33.4 33.0 6,730 7,075 7,165 7,377 28,347 3,518 3,662 5,144 9,025 9,603 10,175 10,845 39,647 10,143 10,213 10,961 5,605 6,408 6,123 6,335 24,472 6,448 6,428 6,848 4,249 4,410 4,656 5,253 18,568 5,041 5,208 4,722	16,056 17,086 17,084 17,588 67,814 14,146 14,075 15,556 15,801 64% 64% 63% 62% 63% 58% 58% 59% 59% 5,239 5,248 5,389 5,593 21,469 2,594 2,652 3,562 4,164 0.16 0.16 0.17 0.17 0.66 0.08 0.08 0.11 0.13 31.8 32.1 32.6 33.3 32.4 33.6 33.4 33.0 32.9 6,730 7,075 7,165 7,377 28,347 3,518 3,662 5,144 5,470 9,025 9,603 10,175 10,845 39,647 10,143 10,213 10,961 10,975 5,605 6,408 6,123 6,335 24,472 6,448 6,428 6,848 6,670 4,249 4,410 4,656 5,253 18,568 5,041 5,208 4,722 4,944



2018 – Outlook

- Apples-to-apples, we expect total revenues to grow at a rate in the high single digits as compared to 2017, and Gainshare, DFI and Exensio revenue growth rates should be above the single digit level.
- We expect to see continued downward pressure on our Fixed Fee IYR revenues.
- Because of the accounting changes driven by adoption of ASC 606, however, it remains to be seen how 2018 results will compare to 2017 results as revised under 606.
- Overall, total spending on a non-GAAP basis is expected to be down moderately as compared to 2017.
- Given the moderate growth in revenues and reduced spending, our non-GAAP net income is expected to increase year-over-year.
- With the enactment of the new tax law, we expect our GAAP tax provision rate to be at 18% for 2018, with cash taxes expected to be at 12% of pre-tax non-GAAP net income.