

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

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FORM SD  
SPECIALIZED DISCLOSURE REPORT  
PDF SOLUTIONS, INC.

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(Exact Name of Registrant as Specified in its Charter)

Delaware	000-31311	25-1701361
(State or Other	(Commission File Number)	(IRS Employer
Jurisdiction of		Identification No.)
Incorporation)		

333 West San Carlos Street, Suite 1000  
San Jose CA 95110

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(Address of Principal Executive Offices) (Zip Code)

Gregory Walker, (408) 280-7900

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(Name and telephone number, including area code, of the person to contact  
in connection with this report)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

\x\ Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2014.

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**Item 1.01. Conflict Minerals Disclosure and Report**

PDF Solutions provides yield improvement technologies and services for the integrated circuit (“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 to initial process ramps to mature manufacturing operations. PDF Solutions' Characterization Vehicle® (CV®) test chips provide the core modeling capabilities, and are used by leading manufacturers in the industry. PDF Solutions' pdFasTest® parallel testers are specifically tuned to the CV test chips to enable faster test times and orders of magnitude more electrical characterization information than traditional test approaches.

This Specialized Disclosure Form (“Form SD”) and a copy of PDF’s Conflict Minerals Report (filed as Exhibit 1.01 hereto) are being posted to the publicly available Internet site [www.pdf.com](http://www.pdf.com) upon the filing of this Form SD.

**Item 1.02 Exhibits**

PDF’s Conflict Minerals Report is attached hereto as Exhibit 1.01.

**Item 2.01. Exhibits**

The following exhibit is filed as part of this report:

Exhibit 1.01 – Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

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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 duly authorized undersigned.

PDF Solutions, Inc.

Date: May 29, 2015

By: /s/ Gregory C. Walker  
Gregory C. Walker  
VP, Finance and CFO

**Conflict Minerals Report of PDF Solutions, Inc.  
in Accordance with Rule 13p-1 under the Securities Exchange Act of 1934**

This is the Conflict Minerals Report of PDF Solutions, Inc. (“PDF Solutions” or the “Company”) for calendar year 2014 in accordance with Rule 13p-1 (“Rule 13p-1”) under the Securities Exchange Act of 1934 (the “1934 Act”). Please refer to Rule 13p-1, Form SD and the 1934 Act Release No. 34-67716 for definitions to the terms used in this Report, unless otherwise defined herein.

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**Due Diligence (Instructions 1.01(c)(1))**

Overview: In accordance with the Rule 13p-1, PDF Solutions first undertook due diligence to determine whether Conflict Minerals were part of, or used in the manufacture of, any of its products.<sup>1</sup> It was determined that tantalum, gold and tin are necessary to the functionality and production of the Company’s pdFasTest® testers (“In-Scope Product”). Accordingly, the Company similarly to the prior year, proceeded with a due diligence process based on the internationally recognized due diligence framework that was developed by the Organization for Economic Cooperation and Development as part of its “Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas” (“**OECD Guidance**”) and the Company’s Conflict Minerals Policy adopted in 2014, which included:

- Reviewing and assessing risk in the supply chain; and
- Adopting a strategy to continue responding to risks in the supply chain, including implementation of internal measures to strengthen Company engagement with suppliers, reporting risk management findings and implementing the risk management plan measures to exercise due diligence on the source and chain of custody of those conflict minerals.

Work with Suppliers: In reviewing and assessing risk in the supply chain and implementing measures to strengthen engagement with suppliers and exercising due diligence on the source and chain of custody of the Conflict Minerals, PDF Solutions conducted a reasonable country of origin inquiry to determine whether the Conflict Minerals included in or used in the manufacture of the In-Scope Product in 2014 originated in the Democratic Republic of Congo or an adjoining country (“Covered Country”). This inquiry included contacting suppliers of the parts that may contain Conflict Minerals, except for a few large suppliers (U.S. public companies whose statements containing relevant information are available on their websites), and asking them to provide information on the Conflict Minerals contained in each of the parts supplied by that supplier, in particular, the source of the Conflict Minerals, including smelter/refinery information and location of source mines. Each supplier was asked to complete the Electronic Industry Citizenship Coalition Global e-Sustainability Initiative Conflict Minerals Reporting Template.

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<sup>1</sup> Paragraph 1.01(d)(3) of the Rule 13p-1 instructions for Form SD characterizes Conflict Minerals as: (i) columbite-tantalite (coltan), cassiterite, gold, wolframite, or their derivatives, which are limited to tantalum, tin, and tungsten, unless the Secretary of State determines that additional derivatives are financing conflict in the Democratic Republic of the Congo or an adjoining country; or (ii) any other mineral or its derivatives determined by the Secretary of State to be financing conflict in the Democratic Republic of the Congo or an adjoining country.

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Some of the suppliers responded to the survey, and PDF Solutions followed up with the unresponsive suppliers. The majority of the suppliers provided their Conflict Mineral Policy to the Company and/or reported that Conflict Minerals were not used by such suppliers. Only one supplier reported that they used Conflict Minerals. A list of the smelters from which our supplier purchased directly or through its suppliers identified as possibly supplying minerals that were incorporated into In-Scope Product during 2014 is included in the Product Description and Related Matters section below. Only one supplier did not respond to the survey, and PDF additionally followed up with them.

Conclusion: Following a reasonable country of origin inquiry and subsequent due diligence, the Company cannot determine whether or not the In-Scope Product qualifies as DRC conflict free.

**Product Description and Related Matters (Instructions 1.01(c)(2))**

Description of In-Scope Product: The In-Scope Product is PDF Solutions' pdFasTest® testers and related systems.

Facilities Used to Process Necessary Conflict Minerals in the In-Scope Product: The list below identifies facilities (smelters) that are known to have processed Conflict Minerals used in the In-Scope Product.

**Tungsten Smelters:**

<b>Smelter Name</b>	<b>Smelter Location</b>	<b>ID Number</b>
Ganzhou Huaxing Tungsten Products Co., Ltd.	China	CID000875
Xiamen Tungsten Co., Ltd.	China	CID002082

Information About Country of Origin of Necessary Conflict Minerals Used in the In-Scope Product: While PDF Solutions has conducted a thorough due diligence and worked closely with its suppliers to survey the supply chain (as described above), we were not able to determine with reasonable certainty the country of origin of the Conflict Minerals used in In-Scope Products.

Information About Efforts to Determine Mine or Location of Origin: The description of PDF Solutions' due diligence exercise set forth above under the heading "Due Diligence" covers the Company's efforts to determine the mine or location of origin with the greatest possible specificity.