

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 12b-25

SEC FILE NUMBER

000-31311

CUSIP NUMBER

693282105

NOTIFICATION OF LATE FILING

(Check one):

Form 10-K  
 Form N-SAR

Form 20-F  
 Form N-CSR

Form 11-K

Form 10-Q

Form 10-D

For Period Ended: December 31, 2010

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

**PDF Solutions, Inc.**

Full Name of Registrant

Former Name if Applicable

**333 West San Carlos Street, Suite 700**

Address of Principal Executive Office (*Street and Number*)

**San Jose, CA 95110**

City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### **PART III — NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company is continuing to assess the effectiveness of its disclosure controls and procedures, including its internal control over financial reporting, as of December 31, 2010. The Company requires additional time to complete its assessment without unreasonable expense or effort. The Company's independent registered public accountant has advised the Company that it expects its final report on the audit of the Company's financial statements for the year ended December 31, 2010 and on the effectiveness of the Company's internal control over financial reporting as of December 31, 2010 to include disclosure as to material weakness in the effectiveness of internal control over financial reporting. While the Company cannot at this time identify the precise date when the Company's assessment will be completed or when it will become current in its reporting with the Securities and Exchange Commission, it is continuing to work diligently to complete its assessment for inclusion in Item 9A of its 2010 Form 10-K and to file its 2010 Form 10-K as soon as possible and no later than March 31, 2011.

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**PART IV — OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Joy E. Leo**

(Name)

**408**

(Area Code)

**938-6477**

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**PDF Solutions, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date **March 17, 2011**

By **/s/ Joy. E. Leo**

**EVP, Chief Administration Officer and Acting Chief Financial Officer**