

**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 4, 2010**

**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 700**

**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))
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**Item 2.02. Results of Operations and Financial Condition.**

On February 4, 2010, PDF Solutions (the “Company”) issued a press release regarding certain financial results and other information related to the fiscal quarter ended December 31, 2009. A copy of the press release is attached hereto as Exhibit 99.1. The information in this Item 2.02, 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.

The press release also announced the new expected date of release of its full financial results for the fiscal quarter ended December 31, 2009 and fiscal year 2009 and the corresponding live teleconference, to be hosted by John Kibarian, CEO of the Company, and Keith Jones, CFO of the Company, to Wednesday, February 10, 2010, beginning at 3:00 p.m. Pacific Time to discuss these full results.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 4, 2010 regarding certain financial results and other information related to the fiscal quarter ended December 31, 2009.

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**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/ Keith A. Jones

Keith A. Jones

*Chief Financial Officer and Vice President, Finance*

Dated: February 4, 2010

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated February 4, 2010 regarding certain financial results and other information related to the fiscal quarter ended December 31, 2009.

*News Release*

## Company Contacts:

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**PDF Solutions® Reports Certain Fourth Quarter 2009 Results*****Release and Discussion of Full Results for Fourth Quarter and Full Year 2009 Rescheduled to February 10<sup>th</sup>***

SAN JOSE, Calif.—February 4, 2010—PDF Solutions, Inc. (NASDAQ: PDFS) the leading provider of yield improvement technologies and services for the integrated circuit (IC) manufacturing process life cycle, today announced certain financial results for its fiscal quarter ended December 31, 2009.

Revenue for the fourth fiscal quarter of 2009 totaled \$14.8 million, up 7% from \$13.9 million for the third fiscal quarter of 2009 and up 7% when compared with revenue of \$13.8 million for the fourth fiscal quarter of 2008. Gain share revenue for the fourth fiscal quarter of 2009 totaled \$5.6 million, up 4% from \$5.4 million for the third fiscal quarter of 2009 and up 124% when compared to gain share revenue of \$2.5 million for the fourth fiscal quarter of 2008.

Cash and cash equivalents totaled \$34.9 million at December 31, 2009, up 5% from \$33.2 million at September 30, 2009 and down 14% from \$40.7 million (including \$9.1 million of short-term investments) at December 31, 2008. Accounts receivable totaled \$19.8 million at December 31, 2009, up 9% from \$18.3 million at September 30, 2009 and down 21% from \$25.0 million at December 31, 2008.

PDF Solutions also announced the new date and time it will release the full financial results for its fourth fiscal quarter 2009 and full fiscal year 2009. The Company requires additional time to finalize these results in order to complete the reconciliation of certain income tax accounts. John Kibarian, CEO, and Keith Jones, CFO, will host a live teleconference on Wednesday, February 10, 2010 beginning at 3:00 p.m. Pacific Time/6:00 p.m. Eastern Time to discuss the results.

The teleconference will be simultaneously web cast on PDF Solutions' website at <http://ir.pdf.com/events.cfm>. An archive of the call will remain available until Wednesday, March 10, 2010 at 11:59 p.m. Pacific Time. To hear the replay when calling from within the United States or Canada, call 1-800-642-1687. When calling from outside of the United States or Canada, call +1-706-645-9291. The access code for both replay options is 90528430. An archive of the web cast will remain available at the same website address.

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## **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 to initial process ramps to mature manufacturing operations. PDF Solutions' Characterization Vehicle® (CV®) test chips provide the core modeling capabilities, and are used by more leading manufacturers than any other test chips in the industry. PDF Solutions' industry leading yield management system software, dataPOWER®, and fault detection and classification software, mæstria®, enhance yield improvement and production control activities at leading fabs around the world. 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/>.

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