

| OMB APPROVAL                                 |           |
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| Estimated average burden hours per response: | 0.5       |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Strojwas Andrzej</u><br><br>(Last) (First) (Middle)<br>2858 DE LA CRUZ BLVD.<br><br>(Street)<br>SANTA CLARA CA 95050<br><br>(City) (State) (Zip)  | 2. Issuer Name and Ticker or Trading Symbol<br><u>PDF SOLUTIONS INC [ PDFS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>CTO |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/01/2023                   |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |
| Rule 10b5-1(c) Transaction Indication<br><br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |                  |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D)       | Price  |   |  |   |
| Common Stock                    | 07/01/2023                           |  | A <sup>(1)</sup>               |   | 10,000 <sup>(1)</sup>   | A                | (1)    | 96,139  | D  |   |
| Common Stock                    | 07/01/2023                           |  | F                              |   | 2,140 <sup>(2)</sup>  | D <sup>(2)</sup> | \$45.1 | 93,999  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- These shares represent an award of Restricted Stock Units (Total RSU). 12.5% of the Total RSU shall vest on the date that is six (6) month after July 1, 2023 (Vesting Start Date) and 12.5% of the Total RSU shall vest on each date that is six (6) months thereafter until fully vested, subject to the Recipient's continued service through each applicable vesting date.
- This represents a disposition of shares to the Company to satisfy tax withholding obligations with respect to the vesting of restricted stock units. This is not a sale of shares in the market.

/s/ Adnan Raza, Attorney-in-Fact for Andrzej Strojwas 07/05/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.