
**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): August 8, 2024

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.)

2858 De La Cruz Boulevard

Santa Clara, CA 95050

(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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00015 par value	PDFS	The NASDAQ Stock Market LLC

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

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 August 8, 2024, PDF Solutions (the “Company”) issued a press release regarding its financial results and certain other information related to the second quarter ended June 30, 2024. The Company also posted on the Investors section of its website (www.pdf.com) a management report with regard to the second quarter ended June 30, 2024. Copies of the press release and management report are attached to this report as Exhibits 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 “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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 8, 2024, regarding financial results and certain other information related to the second quarter ended June 30, 2024.
99.2	Management Report by PDF Solutions, Inc. as of August 8, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Adnan Raza
Adnan Raza
EVP, Finance, and Chief Financial Officer
(principal financial and accounting officer)

Dated: August 8, 2024



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News Release

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PDF Solutions® Reports Second Quarter 2024 Results

Santa Clara, CA, August 8, 2024, – PDF Solutions, Inc. (Nasdaq: PDFS), a leading provider of comprehensive data solutions for the semiconductor and electronics ecosystem, today announced financial results for its second quarter ended June 30, 2024.

Financial Highlights of Second Quarter 2024

- **Analytics revenues of \$38.1 million, up 3% over last year's comparable quarter**
- **Quarterly revenues of \$41.7 million, flat compared to last year's comparable quarter**
- **GAAP gross margin of 71% and Non-GAAP gross margin of 75%**
- **GAAP diluted earnings per share (EPS) of \$0.04 and non-GAAP diluted EPS of \$0.18**
- **Backlog of \$243.2 million as of June 30, 2024**

Total revenues for the second quarter of 2024 were \$41.7 million, compared to \$41.3 million for the first quarter of 2024 and \$41.6 million for the second quarter of 2023. Analytics revenue for the second quarter of 2024 was \$38.1 million, compared to \$38.5 million for the first quarter of 2024 and \$37.1 million for the second quarter of 2023. Integrated Yield Ramp revenue for the second quarter of 2024 was \$3.5 million, compared to \$2.8 million for the first quarter of 2024 and \$4.5 million for the second quarter of 2023.

GAAP gross margin for the second quarter of 2024 was 71%, compared to 67% for the first quarter of 2024 and 70% for the second quarter of 2023.

Non-GAAP gross margin for the second quarter of 2024 was 75%, compared to 72% for the first quarter of 2024 and 74% for the second quarter of 2023.

On a GAAP basis, net income for the second quarter of 2024 was \$1.7 million, or \$0.04 per diluted share, compared to a net loss of \$0.4 million, or (\$0.01) per diluted share, for the first quarter of 2024, and a net income of \$6.8 million, or \$0.17 per diluted share, for the second quarter of 2023.

Non-GAAP net income for the second quarter of 2024 was \$7.1 million, or \$0.18 per diluted share, compared to a non-GAAP net income of \$5.7 million, or \$0.15 per diluted share, for the first quarter of 2024, and non-GAAP net income of \$7.5 million, or \$0.19 per diluted share, for the second quarter of 2023.

Cash, cash equivalents and short-term investments as of June 30, 2024, were \$117.9 million.

Financial Outlook

“We are pleased with the ongoing progress we are making with our customers. We reiterate our expectation that revenue for the second half of the year will grow by 20% over the comparable period of the prior year.” said John Kibarian, CEO and President.

Conference Call

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. To participate on the live call, analysts and investors should pre-register at: <https://register.vevent.com/register/B18d2f27b911674251b131f618f0692ce0>. Registrants will receive dial-in information and a unique passcode to access the call. We encourage participants to dial into the call ten minutes ahead of the scheduled time. The teleconference will also be webcast simultaneously on the Company's website at <https://ir.pdf.com/webcasts>. A replay of the conference call webcast will be available after the call on the Company's investor relations website. 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.

Second Quarter 2024 Financial Commentary Available Online

A Management Report reviewing the Company's second quarter 2024 financial results will be furnished to the Securities and Exchange Commission on Form 8-K and published on the Company's website at <http://ir.pdf.com/financial-reports>. Analysts and investors are encouraged to review this commentary prior to participating in the conference call.

Information Regarding Use of Non-GAAP Financial Measures

In addition to providing results that are determined in accordance with Accounting Principles Generally Accepted in the United States of America (“GAAP”), PDF Solutions also provides certain non-GAAP financial measures. Non-GAAP gross profit and margin exclude stock-based compensation expense and amortization of acquired technology under costs of revenues. Non-GAAP net income excludes stock-based compensation expense, amortization of acquired technology under costs of revenues, amortization of other acquired intangible assets, and the effects of certain non-recurring items, such as expenses related to an arbitration proceeding for a disputed contract with a customer, acquisition-related costs, and their related income tax effects, as applicable, as well as adjustments for the valuation allowance for deferred tax assets and reconciling items. 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 information 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 expenses related to an arbitration proceeding for a disputed contract with a customer) 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 differ 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. Since management uses these non-GAAP financial measures internally to measure profitability and performance, PDF Solutions has included these non-GAAP measures to give investors an opportunity to see the Company’s financial results as viewed by management. A reconciliation of the comparable GAAP financial measures to the non-GAAP financial measures is provided at the end of the Company’s condensed consolidated financial statements presented below.

Forward-Looking Statements

The press release and the planned conference call include forward-looking statements regarding the Company’s future expected business performance and financial results, including expectations about total revenue growth for the second half of 2024, that are subject to future events and circumstances. Actual results could differ materially from those expressed in these forward-looking statements. Risks and uncertainties that could cause results to differ materially include, but are not limited to, risks associated with: expectations about the effectiveness of our business and technology strategies; expectations and integration concerns regarding recent and future acquisitions; current semiconductor industry trends; expectations of continued adoption of the Company’s solutions by new and existing customers; project milestones or delays and performance criteria achieved; cost and schedule of new product development; the continuing impact of global economic trends and rising global inflation and increased interest rates; supply chain disruptions; the success of the Company’s strategic growth opportunities and partnerships; customers’ production volumes under contracts that provide Gainshare royalties; possible impacts from the evolving trade regulatory environment and geopolitical tensions; our ability to obtain additional financing if needed; and other risks set forth in PDF Solutions’ periodic public filings with the Securities and Exchange Commission, including, without limitation, its Annual Report on Form 10-K for the year ended December 31, 2023, 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. We have not filed our Form 10-Q for the quarter ended June 30, 2024. As a result, all financial results described in this earnings release should be considered preliminary, and are subject to change to reflect any necessary adjustments or changes in accounting estimates, that are identified prior to the time we file our Form 10-Q.

About PDF Solutions

PDF Solutions (Nasdaq: PDFS) provides comprehensive data solutions designed to empower organizations across the semiconductor and electronics ecosystem to improve the yield and quality of their products and operational efficiency for increased profitability. The Company’s products and services are used by Fortune 500 companies across the semiconductor and electronics ecosystem to achieve smart manufacturing goals by connecting and controlling equipment, collecting data generated during manufacturing and test operations, and performing advanced analytics and machine learning to enable profitable, high-volume manufacturing.

Founded in 1991, PDF Solutions is headquartered in Santa Clara, California, with operations across North America, Europe, and Asia. The Company (directly or through one or more subsidiaries) is an active member of SEMI, INEMI, TPCA, IPC, the OPC Foundation, and DMDII. For the latest news and information about PDF Solutions or to find office locations, visit <https://www.pdf.com>.

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

	<u>June 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 91,987	\$ 98,978
Short-term investments	25,888	36,544
Accounts receivable, net	56,410	44,904
Prepaid expenses and other current assets	19,007	17,422
Total current assets	<u>193,292</u>	<u>197,848</u>
Property and equipment, net	40,707	37,338
Operating lease right-of-use assets, net	4,424	4,926
Goodwill	14,996	15,029
Intangible assets, net	13,897	15,620
Deferred tax assets, net	145	157
Other non-current assets	30,538	19,218
Total assets	<u>\$ 297,999</u>	<u>\$ 290,136</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 4,219	\$ 2,561
Accrued compensation and related benefits	11,468	14,800
Accrued and other current liabilities	5,994	4,633
Operating lease liabilities – current portion	1,609	1,529
Deferred revenues – current portion	31,662	25,750
Billings in excess of recognized revenues	512	1,570
Total current liabilities	<u>55,464</u>	<u>50,843</u>
Long-term income taxes	2,668	2,972
Non-current operating lease liabilities	4,003	4,657
Other non-current liabilities	3,711	2,718
Total liabilities	<u>65,846</u>	<u>61,190</u>
Stockholders' equity:		
Common stock and additional paid-in capital	487,225	473,301
Treasury stock at cost	(155,084)	(143,923)
Accumulated deficit	(96,733)	(98,045)
Accumulated other comprehensive loss	(3,255)	(2,387)
Total stockholders' equity	<u>232,153</u>	<u>228,946</u>
Total liabilities and stockholders' equity	<u>\$ 297,999</u>	<u>\$ 290,136</u>

PDF SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(In thousands, except per share amounts)

	Three months ended			Six months ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Revenues:					
Analytics	\$ 38,114	\$ 38,463	\$ 37,134	\$ 76,577	\$ 73,460
Integrated yield ramp	3,547	2,847	4,467	6,394	8,900
Total revenues	<u>41,661</u>	<u>41,310</u>	<u>41,601</u>	<u>82,971</u>	<u>82,360</u>
Costs and Expenses:					
Costs of revenues	12,230	13,529	12,369	25,759	24,273
Research and development	12,649	12,984	12,264	25,633	25,315
Selling, general, and administrative	16,259	16,498	14,766	32,757	30,411
Amortization of acquired intangible assets	259	259	326	518	651
Interest and other expense (income), net	(1,479)	(1,692)	(1,071)	(3,171)	(1,982)
Income (loss) before income tax benefit (expense)	1,743	(268)	2,947	1,475	3,692
Income tax benefit (expense)	(38)	(125)	3,888	(163)	3,498
Net income (loss)	<u>\$ 1,705</u>	<u>\$ (393)</u>	<u>\$ 6,835</u>	<u>\$ 1,312</u>	<u>\$ 7,190</u>
Net income (loss) per share:					
Basic	<u>\$ 0.04</u>	<u>\$ (0.01)</u>	<u>\$ 0.18</u>	<u>\$ 0.03</u>	<u>\$ 0.19</u>
Diluted	<u>\$ 0.04</u>	<u>\$ (0.01)</u>	<u>\$ 0.17</u>	<u>\$ 0.03</u>	<u>\$ 0.18</u>
Weighted average common shares used to calculate net income (loss) per share:					
Basic	<u>38,619</u>	<u>38,500</u>	<u>37,859</u>	<u>38,456</u>	<u>37,799</u>
Diluted	<u>39,132</u>	<u>38,500</u>	<u>39,076</u>	<u>38,989</u>	<u>38,968</u>

PDF SOLUTIONS, INC.

RECONCILIATION OF GAAP GROSS MARGIN TO NON-GAAP GROSS MARGIN (UNAUDITED)

(In thousands)

	Three months ended			Six months ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP					
Total revenues	\$ 41,661	\$ 41,310	\$ 41,601	\$ 82,971	\$ 82,360
Costs of revenues	12,230	13,529	12,369	25,759	24,273
GAAP gross profit	\$ 29,431	\$ 27,781	\$ 29,232	\$ 57,212	\$ 58,087
GAAP gross margin	71 %	67 %	70 %	69 %	71 %
Non-GAAP					
GAAP gross profit	\$ 29,431	\$ 27,781	\$ 29,232	\$ 57,212	\$ 58,087
Adjustments to reconcile GAAP to non-GAAP gross margin:					
Stock-based compensation expense	1,185	1,200	938	2,385	1,902
Amortization of acquired technology	584	584	553	1,168	1,106
Non-GAAP gross profit	\$ 31,200	\$ 29,565	\$ 30,723	\$ 60,765	\$ 61,095
Non-GAAP gross margin	75 %	72 %	74 %	73 %	74 %

PDF SOLUTIONS, INC.
RECONCILIATION OF GAAP NET INCOME (LOSS) TO NON-GAAP NET INCOME (UNAUDITED)
(In thousands, except per share amounts)

	Three months ended			Six months ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP net income (loss)	\$ 1,705	\$ (393)	\$ 6,835	\$ 1,312	\$ 7,190
Adjustments to reconcile GAAP net income (loss) to non-GAAP net income:					
Stock-based compensation expense	5,700	6,110	4,678	11,810	9,562
Amortization of acquired technology under costs of revenues	584	584	553	1,168	1,106
Amortization of other acquired intangible assets	259	259	326	518	651
Expenses of arbitration (1)	—	—	166	—	2,299
Acquisition-related costs (2)	—	—	176	—	176
Tax impact of valuation allowance for deferred tax assets and reconciling items (3)	(1,159)	(813)	(5,238)	(1,972)	(6,218)
Non-GAAP net income	<u>\$ 7,089</u>	<u>\$ 5,747</u>	<u>\$ 7,496</u>	<u>\$ 12,836</u>	<u>\$ 14,766</u>
GAAP net income (loss) per diluted share	<u>\$ 0.04</u>	<u>\$ (0.01)</u>	<u>\$ 0.17</u>	<u>\$ 0.03</u>	<u>\$ 0.18</u>
Non-GAAP net income per diluted share	<u>\$ 0.18</u>	<u>\$ 0.15</u>	<u>\$ 0.19</u>	<u>\$ 0.33</u>	<u>\$ 0.38</u>
Weighted average common shares used in GAAP net income (loss) per diluted share calculation	<u>39,132</u>	<u>38,500</u>	<u>39,076</u>	<u>38,989</u>	<u>38,968</u>
Weighted average common shares used in non-GAAP net income per diluted share calculation	<u>39,132</u>	<u>39,053</u>	<u>39,076</u>	<u>38,989</u>	<u>38,968</u>

- (1) Represents expenses related to an arbitration proceeding over a disputed customer contract, which expenses are expected to continue until the arbitration is resolved.
- (2) Acquisition-related costs are incremental expenses related to the business or asset acquisition transaction(s). These expenses may include consulting, legal and other fees. For the three and six months ended June 30, 2023, the charges were related to the acquisition of Lantern Machinery Analytics, Inc.
- (3) The difference between the GAAP and non-GAAP income tax provisions is primarily due to the valuation allowance on a GAAP basis and non-GAAP adjustments. For example, on a GAAP basis, the Company does not receive a deferred tax benefit for foreign tax credits or research and development credits after the valuation allowance. The Company's non-GAAP tax rate and resulting non-GAAP tax expense is not calculated with a full U.S. federal or state valuation allowance due to the Company's cumulative non-GAAP income and management's conclusion that it is more likely than not to utilize its net deferred tax assets (DTAs). Each reporting period, management evaluates the need for a valuation allowance and may place a valuation allowance against its U.S. net DTAs on a non-GAAP basis if it concludes it is more likely than not that it will not be able to utilize some or all of its U.S. DTAs on a non-GAAP basis.



Q2 2024
Management Report
August 8, 2024

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■ Q2 2024 Non-GAAP Results

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■ Related Information

The following commentary is provided by management and should be referenced in conjunction with PDF Solutions' Second Quarter 2024 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 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.

PDF Solutions Reports Second Quarter 2024 Results

Q2 2024 Key Metrics

Revenue: \$41.7M

GAAP Gross Margin: 71%

Non-GAAP Gross Margin: 75%

GAAP Diluted EPS: \$0.04

Non-GAAP Diluted EPS: \$0.18

Operating Cash Flow: \$0.7M

Cash Used for Capital Expenditures: \$5.3M

FINANCIAL RESULTS SUMMARY

- Q2 2024 Total revenues of \$41.7M, up 1% over Q1 2024, and relatively flat over Q2 2023.
- Q2 2024 Analytics revenue of \$38.1M, down 1% over Q1 2024, and up 3% over Q2 2023.
- Q2 2024 Integrated yield ramp revenue of \$3.5M, up 25% over Q1 2024, and down 21% over Q2 2023.

Key Financial & Operating Metrics – Quarterly

(in thousands, except outstanding shares, which are in millions, and percentages)

	Q2'24	Q1'24	Q4'23	Q3'23	Q2'23
Revenues	\$ 41,661	\$ 41,310	\$ 41,125	\$ 42,350	\$ 41,601
GAAP Gross Margin	71%	67%	68%	66%	70%
Non-GAAP Gross Margin	75%	72%	72%	70%	74%
Outstanding Debt	\$ -	\$ -	\$ -	\$ -	\$ -
Operating Cash Flow	\$ 684	(\$ 1,862)	\$ 2,029	\$ 19,186	(\$ 5,633)
Cash Used for Capital Expenditures (CAPEX)	\$ 5,320	\$ 2,023	\$ 2,408	\$ 2,916	\$ 3,099
\$ Shares Repurchased	\$ -	\$ 6,899	\$ -	\$ 743	\$ -
Weighted Average Common Shares Outstanding	38.6	38.5	38.3	38.2	37.9
Effective Tax Rate Expense (Benefit)	2%	47%	(520)%	581%	(132)%

Key Financial & Operating Metrics – Year to Date

(in thousands, except outstanding shares, which are in millions, and percentages)

	Six Months Ended June 30,		
	2024	2023	2022
Revenues	\$ 82,971	\$ 82,360	\$ 68,166
GAAP Gross Margin	69%	71%	65%
Non-GAAP Gross Margin	73%	74%	69%
Outstanding Debt	\$ -	\$ -	\$ -
Operating Cash Flow	(\$ 1,178)	(\$ 6,615)	\$ 6,620
Cash Used for CAPEX	\$ 7,343	\$ 6,001	\$ 4,587
\$ Shares Repurchased	\$ 6,899	\$ -	\$ 22,471
Weighted Average Common Shares Outstanding	38.5	37.8	37.3
Effective Tax Rate Expense (Benefit)	11%	(95)%	89%

Revenue by Geographic Area – Quarterly

(Dollars in thousands)

	Q2'24	Q1'24	Q4'23	Q3'23	Q2'23
United States	\$ 19,223	\$ 17,733	\$ 22,708	\$ 24,477	\$ 22,339
% of Total	46%	43%	55%	58%	54%
Japan	\$ 7,932	\$ 11,288	\$ 2,460	\$ 3,135	\$ 2,593
% of Total	19%	27%	6%	7%	6%
China	\$ 7,000	\$ 4,853	\$ 4,562	\$ 7,549	\$ 7,421
% of Total	17%	12%	11%	18%	18%
Rest of the world	\$ 7,506	\$ 7,436	\$ 11,395	\$ 7,189	\$ 9,248
% of Total	18%	18%	28%	17%	22%
Total revenues	\$ 41,661	\$ 41,310	\$ 41,125	\$ 42,350	\$ 41,601

Revenue by Geographic Area – Year to Date

(Dollars in thousands)

	Six Months Ended June 30,		
	2024	2023	2022
United States	\$ 36,956	\$ 45,613	\$ 34,577
% of Total	45%	55%	51%
Japan	\$ 19,220	\$ 4,870	\$ 5,401
% of Total	23%	6%	8%
China	\$ 11,853	\$ 14,378	\$ 8,659
% of Total	14%	18%	13%
Rest of the world	\$ 14,942	\$ 17,499	\$ 19,529
% of Total	18%	21%	28%
Total revenues	\$ 82,971	\$ 82,360	\$ 68,166

GAAP / 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 gross profit and margin exclude stock-based compensation expense and the amortization of acquired technology under costs of revenues. Non-GAAP net income excludes stock-based compensation expense, amortization of acquired technology under costs of revenues, amortization of other acquired intangible assets and the effects of certain non-recurring items, such as expenses related to an arbitration proceeding for a disputed contract with a customer, acquisition-related costs, proceeds from the sale of previously written-off property and equipment, and their related income tax effects, as applicable, as well as adjustments for the valuation allowance for deferred tax assets and reconciling items. 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 information 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 expenses related to an arbitration proceeding for a disputed contract with a customer and acquisition-related costs) 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 differ 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. Since management uses these non-GAAP financial measures internally to measure profitability and performance; PDF Solutions has included these non-GAAP measures to give investors an opportunity to see the Company's financial results as viewed by management. A reconciliation of the comparable GAAP financial measures to the non-GAAP financial measures is included herein.

Reconciliation of GAAP Net Income (Loss) to Non-GAAP Net Income

Quarterly

(in thousands, except for per share amounts)

	Q2'24	Q1'24	Q4'23	Q3'23	Q2'23
GAAP net income (loss)	\$ 1,705	(\$ 393)	\$ 887	(\$ 4,972)	\$ 6,835
Adjustments to reconcile GAAP net income (loss) to non-GAAP net income:					
Stock-based compensation expense	5,700	6,110	5,923	5,999	4,678
Amortization of acquired technology under costs of revenues	584	584	586	574	553
Amortization of other acquired intangible assets	259	259	306	328	326
Expenses of arbitration (1)	—	—	75	226	166
Acquisition-related costs (2)	—	—	—	33	176
Proceeds from the sale of previously written-off property and equipment	—	—	—	(105)	—
Tax impact of valuation allowance for deferred tax assets and reconciling items (3)	(1,159)	(813)	(2,060)	5,904	(5,238)
Non-GAAP net income	\$ 7,089	\$ 5,747	\$ 5,717	\$ 7,987	\$ 7,496
GAAP net income (loss) per diluted share	\$ 0.04	(\$ 0.01)	\$ 0.02	(\$ 0.13)	\$ 0.17
Non-GAAP net income per diluted share	\$ 0.18	\$ 0.15	\$ 0.15	\$ 0.20	\$ 0.19
Weighted average common shares used in GAAP net income (loss) per diluted share calculation	39,132	38,500	38,814	38,187	39,076
Weighted average common shares used in Non-GAAP net income per diluted share calculation	39,132	39,053	38,814	38,992	39,076

- Represents expenses related to an arbitration proceeding over a disputed customer contract, which expenses are expected to continue until the arbitration is resolved.
- Acquisition-related costs are incremental expenses related to a business or asset acquisition transaction(s). These expenses may include consulting, legal and other fees. For the three months ended September 30, 2023, and June 30, 2023, the charges were related to the acquisition of Lantern Machinery Analytics, Inc.
- The difference between the GAAP and non-GAAP income tax provisions is primarily due to the valuation allowance on a GAAP basis and non-GAAP adjustments. For example, on a GAAP basis, the Company does not receive a deferred tax benefit for foreign tax credits or research and development credits after the valuation allowance. The Company's non-GAAP tax rate and resulting non-GAAP tax expense is not calculated with a full U.S. federal or state valuation allowance due to the Company's cumulative non-GAAP income and management's conclusion that it is more likely than not to utilize its net deferred tax assets (DTAs). Each reporting period, management evaluates the need for a valuation allowance and may place a valuation allowance against its U.S. net DTAs on a non-GAAP basis if it concludes it is more likely than not that it will not be able to utilize some or all of its U.S. DTAs on a non-GAAP basis.

Reconciliation of GAAP Net Income (Loss) to Non-GAAP Net Income

Year to Date

(in thousands, except for per share amounts)

	Six Months Ended June 30,		
	2024	2023	2022
GAAP net income (loss)	\$ 1,312	\$ 7,190	(\$ 5,297)
Adjustments to reconcile GAAP net income (loss) to non-GAAP net income:			
Stock-based compensation expense	11,810	9,562	9,425
Amortization of acquired technology	1,168	1,106	1,106
Amortization of other acquired intangible assets	518	651	628
Expenses of arbitration (1)	—	2,299	487
Acquisition-related costs (2)	—	176	—
Tax impact of valuation allowance for deferred tax assets and reconciling items (3)	(1,972)	(6,218)	1,601
Non-GAAP net income	\$ 12,836	\$ 14,766	\$ 7,950
GAAP net income (loss) per diluted share	\$ 0.03	\$ 0.18	(\$ 0.14)
Non-GAAP net income per diluted share	\$ 0.33	\$ 0.38	\$ 0.21
Weighted average common shares used in GAAP net income (loss) per diluted share calculation	38,989	38,968	37,316
Weighted average common shares used in Non-GAAP net income per diluted share calculation	38,989	38,968	38,096

- (1) Represents expenses related to an arbitration proceeding over a disputed customer contract, which expenses are expected to continue until the arbitration is resolved.
- (2) Acquisition-related costs are incremental expenses related to a business or asset acquisition transaction(s). These expenses may include consulting, legal and other fees. For the six months ended June 30, 2023, the charges were related to the acquisition of Lantern Machinery Analytics, Inc.
- (3) The difference between the GAAP and non-GAAP income tax provisions is primarily due to the valuation allowance on a GAAP basis and non-GAAP adjustments. For example, on a GAAP basis, the Company does not receive a deferred tax benefit for foreign tax credits or research and development credits after the valuation allowance. The Company's non-GAAP tax rate and resulting non-GAAP tax expense is not calculated with a full U.S. federal or state valuation allowance due to the Company's cumulative non-GAAP income and management's conclusion that it is more likely than not to utilize its net deferred tax assets (DTAs). Each reporting period, management evaluates the need for a valuation allowance and may place a valuation allowance against its U.S. net DTAs on a non-GAAP basis if it concludes it is more likely than not that it will not be able to utilize some or all of its U.S. DTAs on a non-GAAP basis.

Reconciliation of GAAP to Non-GAAP Spending by Function

Quarterly

(in thousands)

	Q2'24	Q1'24	Q4'23	Q3'23	Q2'23
Cost of Revenue - GAAP	\$ 12,230	\$ 13,529	\$ 13,194	\$ 14,282	\$ 12,369
Adjustments to reconcile GAAP Cost of Revenue to Non-GAAP Cost of Revenue:					
Stock-based compensation expense	(1,185)	(1,200)	(1,147)	(1,120)	(938)
Amortization of acquired technology	(584)	(584)	(586)	(574)	(553)
Cost of Revenue - Non-GAAP	\$ 10,461	\$ 11,745	\$ 11,461	\$ 12,588	\$ 10,878
Research & Development - GAAP	\$ 12,649	\$ 12,984	\$ 12,308	\$ 13,113	\$ 12,264
Adjustments to reconcile GAAP R&D to Non-GAAP R&D:					
Stock-based compensation expense	(2,063)	(2,202)	(2,102)	(2,196)	(1,619)
Research & Development - Non-GAAP	\$ 10,586	\$ 10,782	\$ 10,206	\$ 10,917	\$ 10,645
Selling, General, & Administrative - GAAP	\$ 16,259	\$ 16,498	\$ 16,194	\$ 15,611	\$ 14,766
Adjustment to reconcile GAAP SG&A to Non-GAAP SG&A:					
Stock-based compensation expense	(2,452)	(2,708)	(2,674)	(2,683)	(2,121)
Expenses of arbitration (1)	—	—	(75)	(226)	(166)
Acquisition-related costs (2)	—	—	—	(33)	(176)
Selling, General, & Administrative - Non-GAAP	\$ 13,807	\$ 13,790	\$ 13,445	\$ 12,669	\$ 12,303

- (1) Represents expenses related to an arbitration proceeding over a disputed contract with a customer, which expenses are expected to continue until the arbitration is resolved.
- (2) Acquisition-related costs are incremental expenses related to a business or asset acquisition transaction(s). These expenses may include consulting, legal and other fees. For the three months ended September 30, 2023, and June 30, 2023, the charges were related to the acquisition of Lantern Machinery Analytics, Inc.

Reconciliation of GAAP to Non-GAAP Spending by Function

Year to Date

(in thousands)

	Six Months Ended June 30,		
	2024	2023	2022
Cost of Revenue - GAAP	\$ 25,759	\$ 24,273	\$ 23,571
Adjustments to reconcile GAAP Cost of Revenue to Non-GAAP Cost of Revenue:			
Stock-based compensation expense	(2,385)	(1,902)	(1,383)
Amortization of acquired technology	(1,168)	(1,106)	(1,106)
Cost of Revenue - Non-GAAP	\$ 22,206	\$ 21,265	\$ 21,082
Research & Development - GAAP	\$ 25,633	\$ 25,315	\$ 27,463
Adjustments to reconcile GAAP R&D to Non-GAAP R&D:			
Stock-based compensation expense	(4,265)	(3,413)	(4,978)
Research & Development - Non-GAAP	\$ 21,368	\$ 21,902	\$ 22,485
Selling, General, & Administrative - GAAP	\$ 32,757	\$ 30,411	\$ 20,609
Adjustment to reconcile GAAP SG&A to Non-GAAP SG&A:			
Stock-based compensation expense	(5,160)	(4,247)	(3,064)
Expenses of arbitration (1)	—	(2,299)	(487)
Acquisition-related costs (2)	—	(176)	—
Selling, General, & Administrative - Non-GAAP	\$ 27,597	\$ 23,689	\$ 17,058

- (1) Represents expenses related to an arbitration proceeding over a disputed contract with a customer, which expenses are expected to continue until the arbitration is resolved.
- (2) Acquisition-related costs are incremental expenses related to a business or asset acquisition transaction(s). These expenses may include consulting, legal and other fees. For the six months ended June 30, 2023, the charges were related to the acquisition of Lantern Machinery Analytics, Inc.