

As filed with the Securities and Exchange Commission on August 10, 2000

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12 (b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PDF SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

25-1701361
(IRS Employer
Identification No.)

333 WEST SAN CARLOS ST., SUITE 700, SAN JOSE, CA
(Address of principal executive offices)

95110
(Zip Code)

If this form relates to the registration of a class
of securities pursuant to Section 12(b) of the
Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

If this form relates to the registration of a class
of securities pursuant to Section 12(g) of the Exchange
Act and is effective pursuant to General Instruction
A.(d), check the following box. [X]

Securities Act registration statement file number to which this form relates:
333-43192 (if applicable)

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.0001 par value per share

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to the information set forth under the caption
"Description of Capital Stock" in the Registrant's Registration Statement on
Form S-1 (SEC File No. 333-43192) (the "Form S-1 Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this Registration Statement:

- 1.1* Specimen certificate for Registrant's Common Stock -- incorporated herein by reference to Exhibit 4.1 to the Form S-1 Registration Statement.
- 2.1 Amended and Restated Certificate of Incorporation -- incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement.
- 2.2 Second Amended and Restated Certificate of Incorporation (proposed)-- incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement.
- 2.3 Amended and Restated Bylaws-- incorporated herein by reference to Exhibit 3.3 to the Form S-1 Registration Statement.
- 2.4 Amended and Restated Bylaws (proposed) -- incorporated herein by reference to Exhibit 3.4 to the Form S-1 Registration Statement.
- 2.5 First Amended and Restated Rights Agreement dated August 4, 2000 between the Registrant and certain holders of the Registrant's securities -- incorporated herein by reference to Exhibit 4.2 to the Form S-1 Registration Statement.

* To be filed by amendment.

2

3

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 10, 2000

PDF SOLUTIONS, INC.

By: /s/ P. Steven Melman

Name: P. Steven Melman

Title: Vice President, Finance and
Administration and Chief
Financial Officer

3

4

INDEX TO EXHIBITS

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