

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): October 7, 2008**

**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)

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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 2.01 Completion of Acquisition or Disposition of Assets.**

On August 27, 2008, PDF Solutions, Inc (the “Company”) entered into an Asset Purchase Agreement (the “Purchase Agreement”) with Triant Holdings, Inc. and Triant Technologies (2005) Inc. (“Triant”), pursuant to which the Company agreed to purchase certain assets of Triant for an aggregate purchase price of approximately US\$1,750,000 (the “Sale Transaction”). On October 7, 2008, the Company completed the Sale Transaction, purchasing substantially all of the assets of Triant’s Fault Detection & Classification business, including certain customer contracts, technologies and employees, other than certain receivables being retained by Triant.

Payment terms include a cash payment of US\$1,603,535 at closing, US\$374,000 of such consideration to be retained in escrow for three months following the latest date on which notices are sent to creditors and potential claimants of Triant pursuant to its liquidation and wind-up following the closing of the Sale Transaction. Triant retained the right to receive from certain customers up to US\$266,465 pursuant to certain retained receivables.

A copy of the Purchase Agreement was previously disclosed in the Company’s Form 8-K filed on September 2, 2008, and is incorporated by reference herein.

The Registrant issued a press release regarding the closing of the Sale Transaction on October 8, 2008, which is attached hereto as Exhibit 99.1.

There are no material relations, other than in respect of the Sale Transaction, between the Company and Triant, and none of the officers or directors of the Company, the Company or Triant have any other relationship with each other.

**Item 9.01 Financial Statements and Exhibits.**

Financial Statements:

- (a) Financial Statements: the financial statements required by this Item, if any, will be filed by an amendment to this initial report on Form 8-K as soon as practicable, but in no event later than 71 days after this initial report on Form 8-K is required to be filed.
  - (b) Pro Forma Financial Information: pro forma information required by this Item, if any, will be filed by an amendment to this initial report on Form 8-K as soon as practicable, but in no event later than 71 days after this initial report on Form 8-K is required to be filed.
  - (c) Shell Company Transactions: None.
  - (d) Exhibits:
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<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 8, 2008 regarding the Company's closing of the Sale Transaction whereby Company acquired certain assets of Triant Technologies (2005) Inc.

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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/ Joy E. Leo  
Joy E. Leo  
*Executive Vice President and  
Chief Administration Officer*

Dated: October 14, 2008

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated October 8, 2008 regarding the Company's closing of the Sale Transaction whereby Company acquired certain assets of Triant Technologies (2005) Inc.

**PDF Solutions® Completes Asset Purchase with Triant Holdings Inc.**

Wednesday, October 8, 2008  
SAN JOSE, Calif. (PDF Solutions, Inc.)

*PDF Acquires Assets Related to Triant's FDC Business*

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 that it has completed the transaction with Triant Holdings Inc. (TSX:TNT, "Triant"), a British Columbia corporation and a provider of Fault Detection & Classification technologies, to acquire substantially all of the assets, including certain customer contracts, of Triant's Canadian operating subsidiary.

As previously announced on August 27, 2008, under the terms of the definitive agreement, Triant's Canadian operating subsidiary will receive \$1.75 million in cash.

"We are excited to build upon the strength of the integrated solution offerings and service teams to expand the customer relationships that have already been established," stated John Kibarian, chief executive officer of PDF Solutions. "This transaction creates additional opportunities for our leading process control solutions within the installed customer base that includes leading semiconductor, flat panel display, and wafer manufacturers."

**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 and Taiwan. For the company's latest news and information, visit <http://www.pdf.com/>.

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**Forward-Looking Statements**

Some of the statements in this press release are forward looking, including, without limitation, the ability of the company to retain current customers and grow the customer base as a result of the transaction, and hire key Triant employees. Such words as "excited to expand customer relationships", "creates additional opportunities" and similar expressions also identify forward-looking statements. Actual results could differ materially from those expressed in any forward-looking statements. Risks and uncertainties that could cause results to differ materially include risks associated with: failure to hire key employees; failure to retain current customers and grow potential future revenue opportunities; fluctuations in the price of PDF's stock; unforeseen industry changes; changes in the U.S. and worldwide economic and political environments; and changes in the marketplace for our solutions, including the introduction of products and services competitive with PDF's current and future products and services. Readers should also refer to the risk disclosures set forth in PDF Solutions' periodic public filings with the Securities and Exchange Commission, including, without limitation, its annual report on Form 10-K, most recently filed on March 17, 2008, and its quarterly reports on Form 10-Q, most recently filed on August 11, 2008. The forward-looking statements contained in this release 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.

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