
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): November 29, 2016

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 1000
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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

On November 28, 2016, the Board of Directors (the “Board”) of PDF Solutions, Inc. (the “Company”) unanimously approved the appointment of Professor Marco Iansiti to the Board as a Class I Director effective immediately to serve until the next Annual Meeting of Stockholders in 2017. Professor Iansiti was also appointed Chair of the Compensation Committee and a member of the Audit and Corporate Governance Committee and Nominating Committee.

In connection with his appointment, Professor Iansiti will receive a restricted stock unit grant on December 1, 2016 for 7,782 shares with 12.5% vesting on May 1, 2016 and 12.5% vesting every six months thereafter. He will also be entitled to receive cash compensation of \$36,000 annually for Board service, \$10,000 annually for serving as the Chair of the Compensation Committee, \$6,000 annually for serving on the Audit and Corporate Governance Committee, and \$2,000 annually for serving on the Nominating Committee, pursuant to the Company’s 2016 Director Compensation Program for Non-Employee Directors.

The Company entered into a standard indemnification agreement with Professor Iansiti, a form of which is incorporated herein by reference to the Company’s Annual Report on Form 10-K filed March 16, 2009.

The Company issued a press release announcing the appointment of Professor Iansiti to the Board. A copy of this press release is attached to this Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated November 29, 2016 regarding appointment of Marco Iansiti to the Board of Directors of PDF Solutions, Inc.

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/Gregory C. Walker
Gregory C. Walker
VP, Finance, and Chief Financial Officer
(principal financial and accounting officer)

Dated: November 29, 2016

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Press Release dated November 29, 2016 regarding appointment of Marco Iansiti to the Board of Directors of PDF Solutions, Inc.
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News Release

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Professor Marco Iansiti Joins PDF Solutions® Board of Directors

San Jose, Calif.— November 29, 2016—PDF Solutions, Inc. (Nasdaq: PDFS), the leading provider of process-design integration technologies to enhance IC manufacturability, today announced that Professor Marco Iansiti has joined the Company’s Board of Directors effective November 28, 2016. Professor Iansiti has taught at the Harvard Business School for twenty six years and consulted on strategy, business models, and innovation processes at such global companies as Microsoft, Facebook, IBM, Hewlett Packard, AT&T, Dell, and Amazon, among many others.

“Professor Iansiti’s broad expertise advising worldwide companies and deep experience with big data analytics, which has made a transformational impact on tangential industries, will enable him to provide valuable strategic input to PDF Solutions,” said Lucio Lanza, PDF Solutions Chairman of the Board.

“I look forward to working with the innovative and driven people and management of PDF Solutions,” said Professor Iansiti about joining the Board. “It is an exciting time to help shape the strategic and business choices of the Company as it opens up new markets with its Design-for-Inspection solution.”

“It is with great pleasure that we welcome Professor Iansiti to our Board,” said Dr. John Kibarian, President and CEO of PDF Solutions. He continued, “Marco’s broad experience in strategy, business models and technology – all with a global perspective – will be invaluable as we continue to develop new products and solutions for electrical characterization in expanded markets.”

Professor Iansiti is independent under the NASDAQ listing rules and will serve as Chairman of PDF Solutions’ Compensation Committee and as a member of both the Audit and Corporate Governance and Nominating Committees of the Board. He currently serves as the David Sarnoff Professor of Business Administration and heads the Technology and Operations Management Unit and the Digital Initiative at Harvard Business School. Professor Iansiti is also currently the chairman of the board of directors of Keystone Strategy Inc., a consulting firm he co-founded, and a member of the board of directors at Module Q, a personal resource management application. Previously, from April 2014 through November 2016, he was a member of the board of AltX, a data platform and marketplace for alternative investments, and from May 2011 to March 2012, Professor Iansiti was a member of the board of Leonardo-Finmeccanica SpA, a global high-tech company in the aerospace, defense, and security sectors, which is publicly listed in Italy. Professor Iansiti holds an A.B. and Ph.D. in Physics from Harvard University. He is the author or coauthor of more than 100 articles, papers, book chapters, cases, and notes.

About PDF Solutions

PDF Solutions enables customers to reduce the time to market of integrated circuits (“ICs”), lower the cost of IC design and manufacturing and improve profitability. The Company has developed proprietary products and provides services that target the entire Process Life Cycle, which is a term used to mean the time from technology development and the design of an IC to volume manufacturing of that IC to product assembly and test.

PDF Solutions’ products and services consist of proprietary test structures and electrical test systems, physical intellectual property, enterprise platform software and professional services. The Company’s Characterization Vehicle® (CV®) electrical test chip infrastructure provides core modeling capabilities, and is used by more leading manufacturers than any other test chips in the industry. Proprietary Template™ layout patterns for standard cell libraries optimize area, performance, and manufacturability for designing IC products. The Exensio® platform for big data unlocks relevant, actionable information buried in wafer fabrication, process control and test data through four, key components: Exensio® -Yield, Exensio® -Control, Exensio® -Test, and Exensio® -Char. The Exensio® platform is available either on-premise or via software as a service (SaaS).

Headquartered in San Jose, Calif., PDF Solutions operates worldwide with additional offices in Canada, China, France, Germany, Italy, Japan, Korea, and Taiwan. PDF Solutions is listed on The NASDAQ National Market under the ticker symbol PDFS. For the Company’s latest news and information, visit <http://www.pdf.com/>.

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