

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): June 23, 2020

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

On June 23, 2020, at the 2020 Annual Meeting of the Stockholders of PDF Solutions, Inc. (the “Company”), the stockholders of the Company approved the Sixth Amended and Restated 2011 Stock Incentive Plan (the “Sixth Amended 2011 Plan”), effective as of such date, which, among other changes, increased the number of shares reserved for issuance under the Sixth Amended 2011 Plan by 1,250,000 shares. A description of the material terms of the Sixth Amended 2011 Plan is set forth under the heading “Proposal 3 – Approval of the Sixth Amended and Restated 2011 Stock Incentive Plan” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 8, 2020 (the “Proxy Statement”), which description is hereby incorporated by reference. The foregoing summary is qualified in its entirety by reference to the full text of the Sixth Amended 2011 Plan, a copy of which is filed as Appendix A to the Company’s Proxy Statement and incorporated by reference herein.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 23, 2020, at the 2020 Annual Meeting of Stockholders, the stockholders of the Company elected each of the director nominees and approved proposals 2, 3, 5, and 6.

Proposal 4 regarding the Company’s 2020 Employee Stock Purchase Plan was not approved.

The final results for the votes regarding each proposal are set forth below. The proposals are described in detail in the Company’s Proxy Statement, dated May 8, 2020.

Proposal No. 1 Election of Class I Directors:

<b>NOMINEES FOR CLASS III DIRECTORS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
Joseph R. Bronson	26,923,621	264,902	67,948	4,349,449
Marco Iansiti	27,066,671	128,038	61,762	4,349,449

Proposal No. 2 Ratification of the appointment of BPM LLP as the Independent Registered Public Accounting Firm for the Company for the year ending December 31, 2020:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
31,593,802	3,302	8,816

Proposal No. 3 Approval of the Company’s Sixth Amended and Restated 2011 Stock Incentive Plan:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
18,248,539	8,999,566	8,366	4,349,449

Proposal No. 4 Approval of the Company’s 2020 Employee Stock Purchase Plan:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
8,115,126	19,140,385	960	4,349,449

Proposal No. 5 Ratification of an amendment to the Company's Bylaws to designate Delaware as the exclusive forum for certain legal actions:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
22,528,725	4,679,160	48,586	4,349,449

Proposal No. 6 Approval, by non-binding vote, of the 2019 compensation awarded to Named Executive Officers:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
27,020,133	42,543	193,795	4,349,449

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

10.20. [PDF Solutions, Inc.'s Sixth Amended and Restated 2011 Stock Incentive Plan, filed as Appendix A to the Company's Proxy Statement filed on May 8, 2020, and incorporated herein by reference.](#)†

† Management contract or compensatory plan arrangement.

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

Dated: June 29, 2020