
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 13, 2023

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 13, 2023, at the 2023 Annual Meeting of the Stockholders of PDF Solutions, Inc. (the “Company”), the stockholders of the Company approved the Eighth Amended and Restated 2011 Stock Incentive Plan (the “Eighth Amended 2011 Plan”), effective as of such date, to increase the number of shares reserved for issuance under the Eighth Amended 2011 Plan by 1,000,000 shares and to extend the term of the plan by 10 years from the date of stockholder approval. The Eighth Amended 2011 Plan was also amended and restated to provide for a more standard definition of change in control and to provide that any shares which are withheld to pay taxes shall not be available for reissuance under the plan. A description of the material terms of the Eighth Amended 2011 Plan is set forth under the heading [“Proposal No. 3: Approval of the Eighth Amended and Restated 2011 Stock Incentive Plan” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2023 \(the “Proxy Statement”\)](#), which description is hereby incorporated by reference. The foregoing summary is qualified in its entirety by reference to the full text of the Eighth 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 13, 2023, at the 2023 Annual Meeting of Stockholders, the stockholders of the Company elected each of the director nominees and approved proposals 2, 3, and 4, and advised to continue to hold an advisory vote on Named Executive Officers Compensation every year.

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.

Proposal No. 1 Election of Class I Directors:

NOMINEES FOR CLASS I DIRECTORS	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Joseph R Bronson	26,795,543	4,809,565	11,828	4,724,385
Ye Jane Li	30,555,038	927,545	134,353	4,724,385

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, 2023:

FOR	AGAINST	ABSTAIN
36,331,052	6,369	3,900

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

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
26,727,819	4,596,665	292,452	4,724,385

Proposal No. 4 Approval, by non-binding advisory vote, of the 2022 compensation awarded to Named Executive Officers:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
31,295,658	283,832	37,446	4,724,385

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Proposal No. 5 Approval, by non-binding advisory vote, of the frequency of future advisory votes on Named Executive Officers compensation:

1 YEAR	2 YEARS	3 YEARS	ABSTAIN	BROKER NON-VOTES
27,831,623	95,617	3,685,348	4,348	4,724,385

Consistent with the recommendations of our stockholders, the Company has determined to hold a say-on-pay vote each year.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

10.1	PDF Solutions, Inc.'s Eighth Amended and Restated 2011 Stock Incentive Plan, filed as Appendix A to the Company's Proxy Statement filed on April 27, 2023, and incorporated herein by reference.†
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

† Management contract or compensatory plan arrangement.

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 15, 2023
