

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period ended June 30, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-31311

PDF SOLUTIONS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

25-1701361
(I.R.S. Employer
Identification No.)

333 West San Carlos Street, Suite 1000
San Jose, California
(Address of Principal Executive Offices)

95110
(Zip Code)

(408) 280-7900

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the Registrant's Common Stock as of August 1, 2013 was 29,955,592.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

PDF SOLUTIONS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)
(in thousands, except par value)

	<u>June 30,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 76,767	\$ 61,637
Accounts receivable, net of allowance of \$269 and \$351, respectively	26,602	33,959
Deferred tax assets - current portion	6,217	3,589
Prepaid expenses and other current assets	4,246	3,413
Total current assets	113,832	102,598
Property and equipment, net	5,799	3,898
Deferred tax assets - non-current portion	11,349	16,471
Other non-current assets	2,100	1,293
Total assets	\$ 133,080	\$ 124,260
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,049	\$ 2,054
Accrued compensation and related benefits	7,138	10,723
Accrued and other current liabilities	1,784	2,882
Deferred revenues	2,890	3,232
Billings in excess of recognized revenues	516	807
Total current liabilities	13,377	19,698
Non-current liabilities	3,256	3,502
Total liabilities	16,633	23,200
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock, \$0.00015 par value, 5,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.00015 par value, 70,000 shares authorized: shares issued 34,630 and 34,027, respectively; shares outstanding 29,822 and 29,226, respectively	4	4
Additional paid-in-capital	226,682	220,361
Treasury stock at cost, 4,808 and 4,801 shares, respectively	(28,008)	(27,778)
Accumulated deficit	(82,295)	(91,578)
Accumulated other comprehensive income	64	51
Total stockholders' equity	116,447	101,060
Total liabilities and stockholders' equity	\$ 133,080	\$ 124,260

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

PDF SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(unaudited)
(in thousands, except per share amounts)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Revenues:				
Design-to-silicon-yield solutions	\$ 14,950	\$ 13,793	\$ 29,798	\$ 27,179
Gainshare performance incentives	9,826	8,738	19,088	15,995
Total revenues	<u>24,776</u>	<u>22,531</u>	<u>48,886</u>	<u>43,174</u>
Costs of design-to-silicon-yield solutions:				
Direct costs of design-to-silicon-yield solutions	9,741	8,801	19,398	17,373
Amortization of acquired technology	—	105	—	261
Total costs of design-to-silicon-yield solutions	<u>9,741</u>	<u>8,906</u>	<u>19,398</u>	<u>17,634</u>
Gross profit	15,035	13,625	29,488	25,540
Operating expenses:				
Research and development	3,184	3,291	6,548	6,448
Selling, general and administrative	4,404	4,719	9,198	9,624
Amortization of other acquired intangible assets	19	51	37	102
Restructuring charges (credits)	9	91	(43)	83
Total operating expenses	<u>7,616</u>	<u>8,152</u>	<u>15,740</u>	<u>16,257</u>
Income from operations	7,419	5,473	13,748	9,283
Interest and other income (expense), net	(76)	155	174	13
Income before income taxes	7,343	5,628	13,922	9,296
Income tax provision	2,791	808	4,639	977
Net income	<u>\$ 4,552</u>	<u>\$ 4,820</u>	<u>\$ 9,283</u>	<u>\$ 8,319</u>
Net income per share:				
Basic	<u>\$ 0.15</u>	<u>\$ 0.17</u>	<u>\$ 0.31</u>	<u>\$ 0.29</u>
Diluted	<u>\$ 0.15</u>	<u>\$ 0.16</u>	<u>\$ 0.30</u>	<u>\$ 0.28</u>
Weighted average common shares:				
Basic	<u>29,650</u>	<u>28,560</u>	<u>29,501</u>	<u>28,472</u>
Diluted	<u>31,154</u>	<u>29,560</u>	<u>30,985</u>	<u>29,303</u>
Net income	\$ 4,552	\$ 4,820	\$ 9,283	\$ 8,319
Other comprehensive income:				
Foreign currency translation adjustments, net of tax	182	(457)	13	(267)
Reclassification adjustment for other-than-temporary impairment on auction-rate-securities recognized in earnings	—	216	—	216
Comprehensive income	<u>\$ 4,734</u>	<u>\$ 4,579</u>	<u>\$ 9,296</u>	<u>\$ 8,268</u>

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

PDF SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Six Months Ended	
	June 30,	
	2013	2012
Operating activities:		
Net income	\$ 9,283	\$ 8,319
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	575	191
Stock-based compensation expense	3,018	2,224
Amortization of acquired intangible assets	37	363
Deferred taxes	2,494	(6)
Purchases of treasury stock in connection with tax withholdings on restricted stock grants	(385)	(181)
Provisions for (reversal of) doubtful accounts	(82)	37
Loss on disposal of property and equipment	3	6
Impairment of investments	—	216
Tax benefit related to stock-based compensation expense	141	—
Excess tax benefit from stock-based compensation	(79)	—
Changes in operating assets and liabilities:		
Accounts receivable	7,707	(5,609)
Prepaid expenses and other assets	(2,027)	(448)
Accounts payable	(1,079)	62
Accrued compensation and related benefits	(3,622)	2,134
Accrued and other liabilities	(1,170)	(342)
Deferred revenues	(219)	(322)
Billings in excess of recognized revenues	(291)	(1,188)
Net cash provided by operating activities	<u>14,304</u>	<u>5,456</u>
Investing activities:		
Purchases of property and equipment	(2,537)	(639)
Net cash used in investing activities	<u>(2,537)</u>	<u>(639)</u>
Financing activities:		
Proceeds from exercise of stock options	2,810	894
Proceeds from employee stock purchase plan	546	468
Excess tax benefit from stock-based compensation	79	—
Purchases of treasury stock	—	(1,982)
Net cash provided by (used in) financing activities	<u>3,435</u>	<u>(620)</u>
Effect of exchange rate changes on cash and cash equivalents	(72)	(62)
Net change in cash and cash equivalents	15,130	4,135
Cash and cash equivalents, beginning of period	61,637	46,041
Cash and cash equivalents, end of period	<u>\$ 76,767</u>	<u>\$ 50,176</u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income Taxes	<u>\$ 2,303</u>	<u>\$ 1,105</u>

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

PDF SOLUTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. BASIS OF PRESENTATION

Basis of Presentation

The interim unaudited condensed consolidated financial statements included herein have been prepared by PDF Solutions, Inc. (“the Company”) pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”), including the instructions to the Quarterly Report on Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. The interim unaudited condensed consolidated financial statements reflect, in the opinion of management, all adjustments necessary (consisting only of normal recurring adjustments), to present a fair statement of results for the interim periods presented. The operating results for any interim period are not necessarily indicative of the results that may be expected for other interim periods or the full fiscal year. The accompanying interim unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries after the elimination of all significant intercompany balances and transactions.

The condensed consolidated balance sheet at December 31, 2012 has been derived from the audited consolidated financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Use of Estimates — The preparation of financial statements in conformity with generally accepted accounting principles in the United States (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates in these financial statements include stock-based compensation expense, allowances for doubtful accounts receivable, estimates for useful lives associated with long-lived assets, restructuring charges, fair value of financial instruments and income taxes and tax valuation allowances. Actual results could differ from those estimates.

Revenue Recognition — The Company derives revenue from two sources: Design-to-silicon-yield solutions and Gainshare performance incentives.

Design-to-Silicon-Yield Solutions — Revenue that is derived from Design-to-silicon-yield solutions comes from services and software licenses. The Company recognizes revenue of Design-to-silicon-yield solutions as follows:

The Company generates a significant portion of its Design-to-silicon-yield solutions revenue from fixed-price solution implementation service contracts delivered over a specific period of time. These contracts require reliable estimation of costs to perform obligations and the overall scope of each engagement. Revenue under project-based contracts for solution implementation services is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting. Losses on fixed-price solution implementation contracts are recognized in the period when they become probable. Revisions in profit estimates are reflected in the period in which the conditions that require the revisions become known and can be estimated. Revenue under time and materials contracts for solution implementation services are recognized as the services are performed. On occasion, the Company licenses its software products as a component of its fixed-price service contracts. In such instances, the software products are licensed to customers over a specified term of the agreement with support and maintenance to be provided at each customer’s option over the license term. The amount of product and service revenue recognized in a given period is affected by the Company’s judgment as to whether an arrangement includes multiple deliverables and, if so, the Company’s determination of the fair value of each deliverable. In general, vendor-specific objective evidence of selling price (“VSOE”) does not exist for the Company’s solution implementation services and software products and because the Company’s services and products include our unique technology, the Company is not able to determine third-party evidence of selling price (“TPE”). Therefore, in such circumstances the Company uses best estimated selling prices (“BESP”) in the allocation of arrangement consideration. In determining BESP, the Company applies significant judgment as the Company’s weighs a variety of factors, based on the facts and circumstances of the arrangement. The Company typically arrives at BESP for a product or service that is not sold separately by considering company-specific factors such as geographies, internal costs, gross margin objectives, pricing practices used to establish bundled pricing, and existing portfolio pricing and discounting. After fair value is established for each deliverable, the total transaction amount is allocated to each deliverable based upon its relative fair value. Fees allocated to solution implementation services are recognized using the cost-to-cost percentage of completion method of contract accounting. Fees allocated to software and related support and maintenance are recognized under software revenue recognition guidance.

The Company also licenses its software products separately from its solution implementations. For software license arrangements that do not require significant modification or customization of the underlying software, software license revenue is recognized under the residual method when (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the fee is fixed or determinable, (4) collectability is probable, and (5) the arrangement does not require services that are essential to the functionality of the software. When arrangements include multiple elements such as support and maintenance, consulting (other than for its fixed price solution implementations), installation, and training, revenue is allocated to each element of a transaction based upon its fair value as determined by the Company's VSOE and such services are recorded as services revenue. VSOE for maintenance is generally established based upon negotiated renewal rates while VSOE for consulting, installation, and training services is established based upon the Company's customary pricing for such services when sold separately. Revenue for software licenses with extended payment terms is not recognized in excess of amounts due. For software license arrangements that require significant modification or customization of the underlying software, the software license revenue is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting, and such revenue is recorded as services revenue.

Gainshare Performance Incentives — When the Company enters into a contract to provide yield improvement services, the contract usually includes two components: (1) a fixed fee for performance by the Company of services delivered over a specific period of time; and (2) a Gainshare performance incentive component where the customer may pay a contingent variable fee, usually after the fixed fee period has ended. Revenue derived from Gainshare performance incentives represents profit sharing and performance incentives earned contingent upon the Company's customers reaching certain defined operational levels established in related solution implementation service contracts. Gainshare performance incentives periods are usually subsequent to the delivery of all contractual services and therefore have no cost to the Company. Due to the uncertainties surrounding attainment of such operational levels, the Company recognizes Gainshare performance incentives revenue (to the extent of completion of the related solution implementation contract) upon receipt of performance reports or other related information from the customer supporting the determination of amounts and probability of collection.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In July 2013, the Financial Accounting Standards Board ("FASB") amended its guidance related to the presentation of unrecognized tax benefits. The standard provides that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as follows. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. This guidance is effective for annual reporting periods beginning on or after December 15, 2013, and interim periods within those annual periods. The guidance is to be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The Company is currently assessing the impacts of this guidance.

In December 2011, the Financial Accounting Standards Board ("FASB") amended its guidance related to the disclosures about offsetting assets and liabilities. The standard requires the Company to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. The guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The disclosures are to be applied retrospectively for all comparative periods presented. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements as it is disclosure-only in nature.

In June 2011, the FASB amended its guidance related to the presentation of comprehensive income to increase comparability between U.S. GAAP and International Financial Reporting Standards ("IFRS"). This amended guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in equity and instead requires presenting in one continuous statement or two separate but consecutive statements. Additionally, the amendment requires entities to present reclassification adjustments to show the effect of reclassifications on both the components of other comprehensive income and the components of net income in interim and annual financial statements. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 with early adoption permitted. The guidance is effective for the Company's fiscal year beginning January 1, 2012. In December 2011, the FASB issued an amendment to defer the presentation on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for annual and interim financial statements. In February 2013, the FASB issued amendments to disclosure requirements for presentation of comprehensive income. The standard requires presentation (either in a single note or parenthetically on the face of the financial statements) of the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. If a component is not required to be reclassified to net income in its entirety, a cross reference to the related footnote for additional information will be required. The amendments are effective prospectively for reporting periods beginning after December 15, 2012. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

3. BALANCE SHEET COMPONENTS

Accounts receivable include amounts that are unbilled at the end of the period. Unbilled accounts receivable are determined on an individual contract basis and were \$5.6 million and \$7.7 million as of June 30, 2013 and December 31, 2012, respectively.

Property and equipment consists of (in thousands):

	June 30, 2013	December 31, 2012
Property and equipment, net:		
Computer equipment	\$ 10,791	\$ 10,319
Software	3,599	3,552
Furniture, fixtures and equipment	956	971
Leasehold improvements	1,038	1,021
Test equipment	3,694	2,005
Construction-in-progress	1,075	864
	21,153	18,732
Less: accumulated depreciation	(15,354)	(14,834)
Total	<u>\$ 5,799</u>	<u>\$ 3,898</u>

Depreciation and amortization expense was \$0.3 million and \$0.1 million for the three months ended June 30, 2013 and 2012, respectively. Depreciation and amortization expense was \$0.6 million and \$0.2 million for the six months ended June 30, 2013 and 2012, respectively.

Intangible assets balance was \$68,000 and \$104,000 as of June 30, 2013 and December 31, 2012, respectively. The balance was included in other non-current assets in the accompanying condensed consolidated balance sheets. For the three months ended June 30, 2013 and 2012, intangible asset amortization expense was \$19,000 and \$156,000, respectively. For the six months ended June 30, 2013 and 2012, intangible asset amortization expense was \$37,000 and \$363,000, respectively. The Company expects the amortization of its existing intangible assets to be \$37,000 for the remaining six months in 2013 and \$31,000 in 2014.

Intangible assets are amortized over their useful lives unless these lives are determined to be indefinite. Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. During the three months ended June 30, 2013, there were no indicators of impairment related to the Company's intangible assets.

4. STOCKHOLDERS' EQUITY

Stock-based compensation is estimated at the grant date based on the award's fair value and is recognized on a straight-line basis over the vesting periods of the applicable stock purchase rights and stock options, generally four years. Stock-based compensation expenses before taxes related to the Company's stock plans and employee stock purchase plan were allocated as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Cost of design-to-silicon yield-solutions	\$ 649	\$ 432	\$ 1,183	\$ 751
Research and development	337	251	659	438
Selling, general and administrative	723	636	1,176	1,035
Stock-based compensation expenses	<u>\$ 1,709</u>	<u>\$ 1,319</u>	<u>\$ 3,018</u>	<u>\$ 2,224</u>

The Company estimated the fair value of share-based awards granted during the period using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions, resulting in the following weighted average fair values:

Stock Plans:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Expected life (in years)	4.78	4.87	4.78	4.84
Volatility	55.0%	59.5%	56.1%	59.6%
Risk-free interest rate	1.33%	0.78%	0.93%	0.78%
Expected dividend	—	—	—	—
Weighted average fair value per share of options granted during the period	\$ 8.50	\$ 4.32	\$ 7.77	\$ 4.21

Employee Stock Purchase Plan:

	Six Months Ended June 30,	
	2013	2012
Expected life (in years)	1.25	1.25
Volatility	46.1%	51.1%
Risk-free interest rate	0.19%	0.16%
Expected dividend	—	—
Weighted average fair value of purchase rights granted under the purchase plan	\$ 5.28	\$ 2.33

The Company granted no purchase rights under the Employee Stock Purchase Plan in the three months ended June 30, 2013 and 2012.

On June 30, 2013, the Company has in effect the following stock-based compensation plans:

Stock Plans — At the annual meeting of stockholders on November 16, 2011, the Company's stockholders approved the 2011 Stock Incentive Plan (the "2011 Plan"). Under the 2011 Plan, the Company may award stock options, stock appreciation rights, stock grants or stock units covering shares of the Company's common stock to employees, directors, non-employee directors and contractors. The aggregate number of shares reserved for awards under this plan is 3,200,000 shares, plus up to 3,500,000 shares previously issued under the 2001 Plan that are forfeited or repurchased by the Company or shares subject to awards previously issued under the 2001 Plan that expire or that terminate without having been exercised or settled in full on or after November 16, 2011. In case of awards other than options or stock appreciation rights, the aggregate number of shares reserved under the plan will be decreased at a rate of 1.33 shares issued pursuant to such awards. The exercise price for stock options must generally be at prices no less than the fair market value at the date of grant. Stock options generally expire ten years from the date of grant and become vested and exercisable over a four-year period.

On May 28, 2013, the Company's stockholders approved the Company's First Amended and Restated 2011 Stock Incentive Plan to increase the number of authorized shares under such plan by 1,600,000 shares for a total of 4,800,000 shares.

In 2001, the Company adopted a 2001 Stock Plan (the "2001 Plan"). In 2003, in connection with its acquisition of IDS Systems Inc., the Company assumed IDS' 2001 Stock Option / Stock Issuance Plan (the "IDS Plan"). Both of the 2001 and the IDS Plans expired in 2011. Stock options granted under the 2001 and IDS Plans generally expire ten years from the date of grant and become vested and exercisable over a four-year period. Although no new awards may be granted under the 2001 or IDS Plans, awards made under the 2001 and IDS Plans that are currently outstanding remain subject to the terms of each such plan.

As of June 30, 2013, 5.2 million shares of common stock were reserved to cover stock-based awards under the 2011 Plan, of which 2.7 million shares were available for future grant. The number of shares reserved and available under the 2011 Plan includes 0.4 million shares that were subject to awards previously made under the 2001 Plan and were forfeited, expired or repurchased by the Company after adoption of the 2011 Plan through June 30, 2013. As of June 30, 2013, there were no outstanding awards that had been granted outside of the 2011, 2001 or the IDS Plans (collectively, the "Stock Plans").

Stock option activity under the Company's Stock Plans during the six months ended June 30, 2013 was as follows:

	Number of Options (in thousands)	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, January 1, 2013	3,810	\$ 6.91		
Granted	63	\$ 15.83		
Exercised	(427)	\$ 6.51		
Canceled	(72)	\$ 6.93		
Expired	(16)	\$ 5.44		
Outstanding, June 30, 2013	<u>3,358</u>	\$ 7.12	<u>7.05</u>	<u>\$ 37,964</u>
Vested and expected to vest, June 30, 2013	<u>3,181</u>	\$ 7.05	<u>6.96</u>	<u>\$ 36,191</u>
Exercisable, June 30, 2013	<u>1,890</u>	\$ 6.57	<u>6.01</u>	<u>\$ 22,416</u>

The aggregate intrinsic value in the table above represents the total intrinsic value based on the Company's closing stock price of \$18.43 per share as of June 30, 2013, which would have been received by the option holders had all "in-the-money" option holders exercised their options as of that date. The total intrinsic value of options exercised during the six months ended June 30, 2013 was \$4.6 million.

As of June 30, 2013, there was \$5.1 million of total unrecognized compensation cost related to unvested stock options. That cost is expected to be recognized over a weighted average period of 2.34 years. The total fair value of shares vested during the six months ended June 30, 2013 was \$1.5 million.

Nonvested restricted stock units activity during the six months ended June 30, 2013 was as follows:

	Shares (in thousands)	Weighted Average Grant Date Fair Value Per Share
Nonvested, January 1, 2013	450	\$ 7.97
Granted	547	\$ 18.48
Vested	(87)	\$ 9.01
Forfeited	(20)	\$ 8.01
Nonvested, June 30, 2013	<u>890</u>	<u>\$ 14.22</u>

As of June 30, 2013, there was \$10.3 million of total unrecognized compensation cost related to nonvested restricted stock units. That cost is expected to be recognized over a weighted average period of 3.3 years.

Employee Stock Purchase Plan — In July 2001, the Company adopted a ten-year Employee Stock Purchase Plan ("Purchase Plan") under which eligible employees can contribute up to 10% of their compensation, as defined in the Purchase Plan, towards the purchase of shares of PDF common stock at a price of 85% of the lower of the fair market value at the beginning of the offering period or the end of the purchase period. The Purchase Plan consists of twenty-four-month offering periods with four six-month purchase periods in each offering period. Under the Purchase Plan, on January 1 of each year, starting with 2002, the number of shares reserved for issuance will automatically increase by the lesser of (1) 675,000 shares, (2) 2% of the Company's outstanding common stock on the last day of the immediately preceding year, or (3) the number of shares determined by the board of directors. At the annual meeting of stockholders on May 18, 2010, the Company's stockholders approved an amendment to the Purchase Plan to extend it through May 17, 2020. During the three months ended June 30, 2013 and 2012, the Company did not issue any shares under the Purchase Plan. During the six months ended June 30, 2013 and 2012, a total of 104,000 and 97,000 shares, respectively, were issued at a weighted-average purchase price of \$5.24 and \$4.81 per share, respectively, under the Purchase Plan. For the three months ended June 30, 2013 and 2012, the Purchase Plan compensation expense was \$0.2 million and \$0.1 million, respectively. For the six months ended June 30, 2013 and 2012, the Purchase Plan compensation expense was \$0.4 million and \$0.2 million, respectively. As of June 30, 2013, there was \$0.7 million of unrecognized compensation cost related to the Purchase Plan. That cost is expected to be recognized over a weighted average period of 1.5 years. As of June 30, 2013, 1.3 million shares were available for future issuance under the Purchase Plan.

Stock Repurchase Program — On October 29, 2007, the Board of Directors adopted a program to repurchase up to \$10.0 million of the Company's common stock on the open market. The initial program was for three years, but on October 19, 2010, the Board of Directors authorized an extension of, and an increase in, the program and the aggregate amount available to repurchase between October 19, 2010 and October 29, 2012 was reset to \$10.0 million of the Company's common stock, meaning a total of \$19.3 million was available. The program expired on October 29, 2012, as of which date, 3.8 million shares had been repurchased at the average price of \$4.53 per share and a total purchase price of \$17.0 million. On November 8, 2012, the Board of Directors adopted a new program to repurchase up to \$20.0 million of the Company's common stock on the open market over the next two years. As of June 30, 2013, 36,100 shares had been repurchased at the average price of \$13.23 per share under this new program, at a total purchase of \$0.5 million, and \$19.5 million remained available for future repurchases.



5. RESTRUCTURING

The Company implemented restructuring plans during fiscal years 2012 and 2008, and recorded total restructuring expense of \$9,000 and \$91,000 for the three months ended on June 30, 2013 and 2012. The Company recorded total restructuring credits of \$43,000 for the six months ended June 30, 2013 and restructuring expense of \$83,000 for the six months ended June 30, 2012. As of June 30, 2013, the remaining restructuring accrual was \$0.2 million and the amount consists of \$0.1 million of employee severance charges, which the Company expects to pay out by the end of 2013 and \$0.1 million of facility exit costs which the Company expects to pay in accordance with the lease payment schedule through the end of the third quarter of 2013. This remaining accrual balance of \$0.2 million was included in accrued and other current liabilities in the accompanying consolidated balance sheets.

October 2012 Plan

On October 24, 2012, the Company announced a restructuring plan as part of the Company's continuing efforts to simplify the organization, leverage cross-training and learning, and reduce annual operations expenses. Under this plan, the Company has recorded restructuring charges of \$1.8 million, which primarily consisted of employee severance costs of \$1.7 million. The following table summarizes the activities of these restructuring liabilities (in thousands) for the periods covered below:

	Three Months Ended June 30, 2013	Six Months Ended June 30, 2013
Beginning balance	\$ 210	\$ 896
Restructuring charges (credits)	9	59
Cash payments	(153)	(889)
Ending balance	<u>\$ 66</u>	<u>\$ 66</u>

October 2008 Plan

On October 28, 2008, the Company announced a restructuring plan to better allocate its resources to improve its operational results in light of the market conditions. Under this plan, the Company has recorded restructuring charges of \$7.4 million, primarily consisting of employee severance costs of \$4.7 million and facility exit costs of \$2.7 million. The facility exit cost consists primarily of the cost of future obligations related to these facilities. Discounted liabilities for future lease costs and the fair value of the related subleases of closed locations that are recorded is subject to adjustments as liabilities are settled. In assessing the discounted liabilities for future costs of obligations related to the locations, the Company made assumptions regarding the amounts of future subleases. If these assumptions or their related estimates change in the future, the Company may be required to record additional exit costs or reduce exit costs previously recorded. Exit costs recorded for each period presented include the effect of such changes in estimates. The following table summarizes the activities of these restructuring liabilities (in thousands) for the periods covered below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Beginning balance	\$ 224	\$ 622	\$ 448	\$ 728
Restructuring charges (credits)	—	91	(102)	83
Adjustments	3	162	3	166
Cash payments	(122)	(178)	(244)	(280)
Ending balance	<u>\$ 105</u>	<u>\$ 697</u>	<u>\$ 105</u>	<u>\$ 697</u>

6. INCOME TAXES

Income tax provision increased \$3.7 million for the six months ended June 30, 2013 to \$4.6 million as compared to an income tax provision of \$0.9 million for the six month ended June 30, 2012. The Company's effective tax rate was 33.32% and 10.51% for the six months ended June 30, 2013 and June 30, 2012, respectively. The income tax provision for the six months ended June 30, 2013 was less than the provision at the statutory rate primarily due to changes in unrecognized tax benefits and the benefit of the research and development tax credit explained below. The income tax provision for the six months ended June 30, 2012 was significantly less than the provision at the statutory rate primarily due to the reduction of the valuation allowance related to the utilization of U.S. tax credits, offset by foreign withholding taxes, statutory taxes, and changes in unrecognized tax benefits.

On January 2, 2013, the President signed into law the American Taxpayer Relief Act which reinstated the U.S. Federal Research and Development tax credit retroactive to January 1, 2012 and extended the tax credit through December 31, 2013. As a result of the new legislation, the Company recognized a benefit in the three months ended March 31, 2013 related to 12 months of fiscal 2012 as well as a benefit to the annual effective tax rate for the full year research tax credit for fiscal 2013.

The Company's total amount of unrecognized tax benefits, excluding interest and penalties, as of June 30, 2013 was \$9.5 million, of which \$5.8 million, if recognized, would affect the Company's effective tax rate. The Company's total amount of unrecognized tax benefits, excluding interest and penalties, as of December 31, 2012 was \$9.6 million, of which \$6.0 million, if recognized, would affect the Company's effective tax rate. As of June 30, 2013, the Company has recognized unrecognized tax benefits of \$2.9 million, including interest and penalties, as long-term taxes payable in its condensed consolidated balance sheet. The remaining \$7.1 million has been recorded net of our deferred tax assets, of which \$3.7 million is subject to a full valuation allowance.

As of June 30, 2013, the Company believes that most of its deferred tax assets are "more likely than not" to be realized with the exception of California R&D tax credits that have not met the "more likely than not" realization threshold criteria because on an annual basis and pursuant to current law, the Company generates more California credits than California tax. As a result, at June 30, 2013, the excess credits continue to be subject to a full valuation allowance. In the event the Company concludes at a future financial reporting period that there has been a change in its ability to recover the deferred tax assets, and it is at such time no longer "more likely than not" that the Company will recover the tax credits before applicable expiration dates, the Company's tax provision will increase in the period in which the Company makes such determination.

The Company conducts business globally and, as a result, files numerous consolidated and separate income tax returns in the U.S. federal, various state and foreign jurisdictions. Because the Company used some of the tax attributes carried forward from previous years to tax years that are still open, statutes of limitation remain open for all tax years to the extent of the attributes carried forward into tax year 2002 for federal and California tax purposes. The Company is not subject to income tax examinations in any other of its major foreign subsidiaries' jurisdictions.

7. NET INCOME PER SHARE

Basic net income per share is computed by dividing net income by weighted average number of common shares outstanding for the period (excluding outstanding stock options and shares subject to repurchase). Diluted net income per share is computed using the weighted-average number of common shares outstanding for the period plus the potential effect of dilutive securities which are convertible into common shares (using the treasury stock method), except in cases in which the effect would be anti-dilutive. Under the treasury stock method, the amount that the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of the tax benefits that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares. The following is a reconciliation of the numerators and denominators used in computing basic and diluted net income per share (in thousands except per share amount):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Numerator:				
Net income	\$ 4,552	\$ 4,820	\$ 9,283	\$ 8,319
Denominator:				
Basic weighted average common shares outstanding	29,650	28,560	29,501	28,472
Dilutive effect of equity incentive plans	1,504	1,000	1,484	831
Diluted weighted average common shares outstanding	31,154	29,560	30,985	29,303
Net income per share:				
Basic	\$ 0.15	\$ 0.17	\$ 0.31	\$ 0.29
Diluted	\$ 0.15	\$ 0.16	\$ 0.30	\$ 0.28

The following table sets forth potential shares of common stock that are not included in the diluted net income per share calculation above because to do so would be anti-dilutive for the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Outstanding options	112	1,763	110	1,835
Nonvested restricted stock units	174	21	88	31
Total	<u>286</u>	<u>1,784</u>	<u>198</u>	<u>1,866</u>

8. CUSTOMER AND GEOGRAPHIC INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or group, in deciding how to allocate resources and in assessing performance.

The Company's chief operating decision maker, the chief executive officer, reviews discrete financial information presented on a consolidated basis for purposes of regularly making operating decisions and assessing financial performance. Accordingly the Company considers itself to be in one operating segment, specifically the licensing and implementation of yield improvement solutions for companies designing and/or manufacturing integrated circuits.

The Company had revenues from individual customers in excess of 10% of total revenues as follows:

Customer	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
A	32%	39%	32%	42%
B	23%	20%	19%	20%
C	18%	12%	21%	12%

The Company had gross accounts receivable from the following individual customers in excess of 10% of gross accounts receivable as follows:

Customer	June 30, 2013	December 31, 2012
A	34%	42%
B	15%	18%
C	21%	11%

Revenues from customers by geographic area based on the location of the customers' work sites are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
United States	10,816	7,537	20,682	14,409
Asia	7,690	7,340	16,407	12,557
Europe	6,270	7,654	11,797	16,208
Total	<u>\$ 24,776</u>	<u>\$ 22,531</u>	<u>\$ 48,886</u>	<u>\$ 43,174</u>

Long-lived assets, net by geographic area are as follows (in thousands):

	June 30, 2013	December 31, 2012
United States	\$ 5,349	\$ 3,527
Asia	328	295
Europe	122	76
Total long-lived assets, net	<u>\$ 5,799</u>	<u>\$ 3,898</u>

9. FAIR VALUE MEASUREMENTS

Fair value is the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The multiple assumptions used to value financial instruments are referred to as inputs, and a hierarchy for inputs used in measuring fair value is established, that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon its own market assumptions. These inputs are ranked according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels.

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.

Level 3 - Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The following table represents the Company's assets measured at fair value on a recurring basis as of June 30, 2013 and the basis for that measurement (in thousands):

Assets	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market mutual funds	<u>\$ 26,350</u>	<u>\$ 26,350</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	

The following table represents the Company's assets measured at fair value on a recurring basis as of December 31, 2012 and the basis for that measurement (in thousands):

Assets	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market mutual funds	<u>\$ 26,341</u>	<u>\$ 26,341</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	

10. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases administrative and sales offices and certain equipment under noncancelable operating leases, which contain various renewal options and, in some cases, require payment of common area costs, taxes and utilities. These operating leases expire at various times through 2018. Rent expense was \$0.5 million for both the three months ended June 30, 2013 and 2012, respectively. Rent expense was \$1.0 million and \$1.2 million for the six months ended June 30, 2013 and 2012, respectively.

Future minimum lease payments under noncancelable operating leases at June 30, 2013 are as follows (in thousands):

Year Ending December 31,	Amount
2013 (remaining six months)	\$ 605
2014	1,657
2015	1,569
2016	1,571
2017	1,294
Thereafter	695
Total future minimum lease payments	\$ 7,391

The operating lease obligations have been reduced by future minimum sublease rental income of \$0.1 million in the remaining six months of 2013.

Litigation — From time to time, the Company is subject to various claims and legal proceedings that arise in the ordinary course of business. The Company accrues for losses related to litigation when a potential loss is probable and the loss can be reasonably estimated in accordance with FASB requirements. With respect to the matter below, the Company determined a potential loss was not probable at June 30, 2013 and, accordingly, no amount was accrued at such time.

Philip Steven Melman filed a complaint against the Company and the Company's Chief Executive Officer on December 7, 2009 in the Superior Court for Santa Clara County. In the complaint, Mr. Melman alleged wrongful discharge based on discrimination, fraud, breach of contract and similar theories, in connection with the termination of Mr. Melman's employment with the Company. The complaint sought compensatory and punitive damages, any other available remedies, as well as attorney's fees and costs. Summary judgment in the favor of both the Company and Dr. Kibarian was entered by the court on October 27, 2011 and November 15, 2011, respectively. Mr. Melman appealed both orders in the Sixth District Court of Appeal in Santa Clara County. On March 22, 2013, the Court released its opinion affirming in full the grant of summary judgment in favor of the Company and Dr. Kibarian, which decision became final on April 22, 2013.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

The following discussion of our financial condition and results of operations contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In some cases, you can identify forward-looking statements by terminology such as "may," "could," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "target" or "continue," the negative effect of terms like these or other similar expressions. Any statement concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible actions taken by us or our subsidiaries, which may be provided by us are also forward-looking statements. These forward-looking statements are only predictions. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those anticipated or projected. All forward-looking statements included in this document are based on information available to us on the date of filing and we further caution investors that our business and financial performance are subject to substantial risks and uncertainties. We assume no obligation to update any such forward-looking statements. In evaluating these statements, you should specifically consider various factors, including the risk factors set forth at the end of Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission on March 18, 2013.

Overview

We analyze our customers' IC design and manufacturing processes to identify, quantify, and correct the issues that cause yield loss to improve our customers' profitability by improving time-to-market, increasing yield and reducing total design and manufacturing costs. We package our solutions in various ways to meet our customers' specific business and budgetary needs, each of which provides us various revenue streams. We receive a mix of fixed fees and variable, performance-based fees for the vast majority of our yield improvement solutions. The fixed fees are typically reflective of the length of time and the resources needed to characterize a customer's manufacturing process and receive preliminary results of proposed yield improvement suggestions. The variable fee, or what we call gainshare, is usually contingent upon our achieving certain yield targets by a deadline. Variable fees are currently typically tied to wafer volume on the node size of the manufacturing facility where we performed the yield improvement solutions. We receive license fees and service fees for related installation, integration, training, and maintenance and support services for our software that we license on a stand-alone basis.

Industry Trend

We believe that the largest logic foundries will continue to increase their investment in leading edge nodes and capacity in 2013, consistent with the trend since 2010. Leading foundries are also investing in new technologies such as double-patterned lithography and 3-D transistor architecture. These trends resulted in an increase in our business, and improved results of operations in 2011, 2012 and to date in 2013.

Generally, the demand for consumer electronics and communications devices continues to drive technological innovation in the semiconductor industry as the need for products with greater performance, lower power consumption, reduced costs and smaller size continues to grow with each new product generation. In addition, advances in computing systems and mobile devices have fueled demand for higher capacity memory chips. To meet these demands, IC manufacturers and designers are constantly challenged to improve the overall performance of their ICs by designing and manufacturing ICs with more embedded applications to create greater functionality while lowering cost per transistor. As a result, both logic and memory manufacturers have migrated to more and more advanced manufacturing nodes, capable of integrating more devices with higher performance, higher density, and lower power. As this trend continues, companies will continually be challenged to improve process capabilities to optimally produce ICs with minimal random and systematic yield loss, which is driven by the lack of compatibility between the design and its respective manufacturing process. We believe that as volume production of ICs at nodes below 28 nanometers continues to grow, the difficulties of integrating IC designs with their respective processes and ramping new manufacturing processes will create a greater need for products and services that address the yield loss and escalating cost issues the semiconductor industry is facing today and will face in the future.

Financial Highlights

Financial highlights for the three months ended June 30, 2013 were as follows:

- Total revenues for the three months ended June 30, 2013 were \$24.8 million, an increase of \$2.3 million, or 10%, compared to \$22.5 million for the three months ended June 30, 2012. Design-to-silicon-yield solutions revenue for the three months ended June 30, 2013 was \$15.0 million, an increase of \$1.2 million, or 8%, compared to \$13.8 million for the three months ended June 30, 2012. The increase in Design-to-silicon-yield solutions revenue was primarily due to an increase in fixed fee integrated solutions, the result of more billable hours to revenue-generating projects in the period due to increased business activity. Gainshare performance incentives revenue for the three months ended June 30, 2013 was \$9.8 million, an increase of \$1.1 million, or 12%, compared to \$8.7 million for the three months ended June 30, 2012. The increase in revenue from Gainshare performance incentives was primarily the result of a higher number of projects reaching performance measures for achieving gainshare and higher wafer volumes at customers' manufacturing facilities.
- Net income for the three months ended June 30, 2013 was \$4.6 million, compared to \$4.8 million for the three months ended June 30, 2012. The decrease in net income was primarily attributable to an increase in income tax provision of \$2.0 million, an increase in interest and other expense of \$0.2 million, offset by an increase in income from operations of \$1.9 million. The increase in operations is due to an increase in gross margin of \$1.4 million and a decrease of total operating expenses of \$0.5 million. The increase in gross margin is mainly due to a more favorable product mix.
- Net income per basic and diluted share was \$0.15, for the three months ended June 30, 2013 compared to net income per basic and diluted share of \$0.17 and \$0.16, respectively, for the three months ended June 30, 2012, a decrease of \$0.02 and \$0.01 per basic and diluted share, respectively.
- Cash and cash equivalents increased \$15.1 million from \$61.6 million at December 31, 2012 to \$76.8 million at June 30, 2013, primarily due to an increase in cash from operating and financing activities during the period.

Financial highlights for the six months ended June 30, 2013 were as follows:

- Total revenues for the six months ended June 30, 2013 were \$48.9 million, an increase of \$5.7 million, or 13%, compared to total revenues of \$43.2 million for the six months ended June 30, 2012. Design-to-silicon-yield solutions revenue for the six months ended June 30, 2013 was \$29.8 million, an increase of \$2.6 million, or 10%, compared to \$27.2 million for the six months ended June 30, 2012. The increase in Design-to-silicon-yield solutions revenue was primarily due to an increase in fixed fee integrated solutions, the result of more billable hours to revenue-generating projects in the period due to increased business activity. Gainshare performance incentives revenue for the six months ended June 30, 2013 was \$19.1 million, an increase of \$3.1 million, or 19%, compared to gainshare performance incentive revenues of \$16.0 million for the six months ended June 30, 2012. The increase in gainshare performance incentives was primarily the result of higher number of projects reaching performance measures for achieving gainshare and higher wafer volumes at customers' manufacturing facilities.

- Net income for the six months ended June 30, 2013 was \$9.3 million, compared to net income of \$8.3 million for the six months ended June 30, 2012. The increase in net income was primarily attributable to an increase in gross margin of \$4.0 million, a result of a more favorable product mix, a decrease in operating expense of \$0.5 million, an increase in interest and other income of \$0.2 million, offset by an increase in income tax provision of \$3.7 million.
- Net income per basic and diluted share was \$0.31 and \$0.30, respectively, for the six months ended June 30, 2013 compared to net income per basic and diluted share of \$0.29 and \$0.28, respectively, for the six months ended June 30, 2012, an increase of \$0.02 per basic and diluted share.

Critical Accounting Policies

There were no significant changes in our critical accounting policies. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2012. The following is a brief discussion of the more significant accounting policies and methods that we use.

General

Our discussion and analysis of our financial conditions, results of operations and cash flows are based on our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. Our preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We based our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The most significant estimates and assumptions relate to revenue recognition, stock-based compensation and the realization of deferred tax assets. Actual amounts may differ from such estimates under different assumptions or conditions.

Revenue Recognition

We derive revenue from two sources: Design-to-silicon-yield solutions, which include services and software licenses, and Gainshare performance incentives.

Design-to-Silicon-Yield Solutions — Revenue that is derived from Design-to-silicon-yield solutions comes from services and software licenses. We recognize revenue for Design-to-silicon-yield solutions as follows:

We generate a significant portion of our Design-to-silicon-yield solutions revenue from fixed-price solution implementation service contracts delivered over a specific period of time. These contracts require reliable estimation of costs to perform obligations and the overall scope of each engagement. Revenue under project-based contracts for solution implementation services is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting. Losses on solution implementation contracts are recognized in the period when they become probable. Revisions in profit estimates are reflected in the period in which the conditions that require the revisions become known and can be estimated. If we do not accurately estimate the resources required or the scope of work to be performed, or do not manage the projects properly within the planned period of time or satisfy our obligations under contracts, resulting contract margins could be materially different than those anticipated when the contracts were executed. Any such reductions in contract margin could have a material negative impact on our operating results. Revenue under certain time and materials contracts for solution implementation services is recognized as the services are performed. On occasion, we license our software products as a component of our fixed price service contracts. In such instances, the software products are licensed to customers over a specified term of the agreement with support and maintenance to be provided at each customer's option over the license term. The amount of product and service revenue recognized in a given period is affected by our judgment as to whether an arrangement includes multiple deliverables and, if so, our determination of the fair value of each deliverable. In general, vendor-specific objective evidence of selling price ("VSOE") does not exist for our solution implementation services and software products and because our services and products include our unique technology, we are not able to determine third-party evidence of selling price ("TPE"). Therefore, in such circumstances, we use best estimated selling prices ("BESP") in our allocation of arrangement consideration. In determining BESP, we apply significant judgment as we weigh a variety of factors, based on the facts and circumstances of the arrangement. We typically arrive at BESP for a product or service that is not sold separately by considering company-specific factors such as geographies, internal costs, gross margin objectives, pricing practices used to establish bundled pricing, and existing portfolio pricing and discounting. After fair value is established for each deliverable, the total transaction amount is allocated to each deliverable based upon its relative fair value. Fees allocated to solution implementation services are recognized using the cost-to-cost percentage of completion method of contract accounting. Fees allocated to software and related support and maintenance are recognized under software revenue recognition guidance.

We also license our software products separately from our solution implementation services. For software license arrangements that do not require significant modification or customization of the underlying software, software license revenue is recognized under the residual method when (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the fee is fixed or determinable, (4) collectability is probable, and (5) the arrangement does not require services that are essential to the functionality of the software. When arrangements include multiple elements such as support and maintenance, consulting (other than for our fixed price solution implementations), installation, and training, revenue is allocated to each element of a transaction based upon its fair value as determined by our VSOE and such services are recorded as services revenues. VSOE for maintenance is generally established based upon negotiated renewal rates while VSOE for consulting, installation, and training services is established based upon our customary pricing for such services when sold separately. Revenues for software licenses with extended payment terms are not recognized in excess of amounts due. For software license arrangements that require significant modification or customization of the underlying software, the software license revenues are recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting, and such revenues are recorded as services revenue.

Gainshare Performance Incentives — When we enter into a contract to provide yield improvement services, the contract usually includes two components: (1) a fixed fee for performance by us of services delivered over a specific period of time; and (2) a Gainshare performance incentives component where the customer may pay a contingent variable fee, usually after the fixed fee period has ended. Revenues derived from Gainshare performance incentives represent profit sharing and performance incentives earned contingent upon our customers reaching certain defined operational levels established in related solution implementation service contracts. Gainshare performance incentives periods are usually subsequent to the delivery of all contractual services and therefore have no cost to us. Due to the uncertainties surrounding attainment of such operational levels, we recognize Gainshare performance incentives revenues (to the extent of completion of the related solution implementation services) upon receipt of performance reports or other related information from our customers supporting the determination of amounts and probability of collection. Gainshare performance incentives revenue is dependent on many factors which are outside our control, which can include among others, continued production of the related ICs by our customers, sustained yield improvements by our customers, and our ability to enter into new Design-to-silicon-yield solutions contracts containing provisions for Gainshare performance incentives.

Stock-Based Compensation

Stock-based compensation is estimated at the grant date based on the award's fair value and is recognized on a straight-line basis over the vesting periods of the applicable stock purchase rights and stock options, generally four years. As stock-based compensation expense recognized is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

We have elected to use the Black-Scholes-Merton option-pricing model, which incorporates various assumptions including volatility, expected life and interest rates. The expected volatility is based on the historical volatility of our common stock over the most recent period commensurate with the estimated expected life of stock options. The expected life of an award is based on historical experience and on the terms and conditions of the stock awards granted to employees. The interest rate assumption is based upon observed Treasury yield curve rates appropriate for the expected life of stock options.

Income Taxes

We are required to assess the likelihood that our deferred tax assets will be recovered from future taxable income and if we believe that they are not likely to be realizable before the expiration dates applicable to such assets then, to the extent we believe that recovery is not likely, establish a valuation allowance. Changes in the net deferred tax assets, less offsetting valuation allowance, in a period are recorded through the income tax provision in the condensed consolidated statements of operations. As of June 30, 2013, we believe that most of our deferred tax assets are "more likely than not" to be realized with the exception of California R&D tax credits that have not met the "more likely than not" realization threshold criteria because on an annual basis and pursuant to current law, we generate more California credits than California tax. As a result, at June 30, 2013, the excess credits continue to be subject to a full valuation allowance. See Note 6 to the condensed consolidated financial statements for further disclosures regarding our income taxes. In the event we conclude at a future financial reporting period that there has been a change in our ability to recover our deferred tax assets, and it is at such time no longer more likely than not that we will recover the tax credits before applicable expiration dates, our tax provision will increase in the period in which we make such determination.

Our income tax calculations are based on application of the respective U.S. federal, state or foreign tax law. Our tax filings, however, are subject to audit by the respective tax authorities. Accordingly, we recognize tax liabilities based upon our estimate of whether, and the extent to which, additional taxes will be due when such estimates are more-likely-than-not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. To the extent the final tax liabilities are different than the amounts originally accrued, the increases or decreases are recorded as income tax expense or benefit in the consolidated statements of operations.

Recent Accounting Pronouncements and Accounting Changes

See Note 2 of “Notes to Condensed Consolidated Financial Statements (Unaudited)” of this Quarterly Report on Form 10-Q for a description of recent accounting pronouncements and accounting changes, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements.

Results of Operations

The following table sets forth, for the periods indicated, the percentage of total revenues represented by the line items reflected in our condensed consolidated statements of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues:				
Design-to-silicon-yield solutions	60%	61%	61%	63%
Gainshare performance incentives	40	39	39	37
Total revenues	100%	100%	100%	100%
Costs of design-to-silicon-yield solutions:				
Direct costs of design-to-silicon-yield solutions	39	39	40	40
Amortization of acquired technology	—	1	—	1
Total costs of design-to-silicon-yield solutions	39	40	40	41
Gross profit	61	60	60	59
Operating expenses:				
Research and development	13	15	13	15
Selling, general and administrative	18	21	19	23
Amortization of other acquired intangible assets	—	—	—	—
Restructuring charges (credits)	—	—	—	—
Total operating expenses	31	36	32	38
Income from operations	30	24	28	21
Interest and other income (expense), net	(1)	1	1	—
Income before taxes	29	25	29	21
Income tax provision	11	4	10	2
Net income	18%	21%	19%	19%

Comparison of the Three Months Ended June 30, 2013 and 2012

Revenues (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Design-to-silicon-yield solutions	\$ 14,950	\$ 13,793	\$ 1,157	8%
Gainshare performance incentives	9,826	8,738	1,008	12%
Total	\$ 24,776	\$ 22,531	\$ 2,245	10%

Design-to-Silicon-Yield Solutions. Design-to-silicon-yield solutions revenue is derived from services (including solution implementations, software support and maintenance, consulting, and training) and software licenses, provided during our customer yield improvement engagements as well as during solution product sales. Design-to-silicon-yield solutions revenue increased \$1.2 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012, primarily due to an increase in fixed fee integrated solutions, the result of more billable hours to revenue-generating projects in the period due to increased business activity. Our Design-to-silicon-yield solutions revenue may fluctuate in the future and is dependent on a number of factors, including the semiconductor industry’s continued acceptance of our solutions, the timing of purchases by existing customers, and our ability to attract new customers and penetrate new markets including photovoltaic and LED, and further penetration of our current customer base. Fluctuations in future results may also occur if any of our significant customers renegotiate pre-existing contractual commitments due to adverse changes in their own business or, in the case of a time and materials contract, may take advantage of contractual provisions that permit the suspension of contracted work for a period if their business experiences a financial hardship.

Gainshare Performance Incentives. Gainshare performance incentives revenues represent profit sharing and performance incentives earned contingent upon our customers reaching certain defined operational levels. Revenue derived from gainshare performance incentives increased \$1.0 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012. The increase was primarily the result of a higher number of projects reaching performance measures for achieving gainshare combined with higher wafer volumes at customers' manufacturing facilities. Our Gainshare performance incentives revenue may continue to fluctuate from period to period. Gainshare performance incentives revenue is dependent on many factors that are outside our control, including among others, continued production of ICs by our customers at facilities at which we generate gainshare, sustained yield improvements by our customers, and our ability to enter into new Design-to-silicon-yield solutions contracts containing provisions for Gainshare performance incentives.

Cost of Design-to-Silicon-Yield Solutions (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Direct costs of design-to-silicon-yield solutions	\$ 9,741	\$ 8,801	\$ 940	11%
Amortization of acquired technology	—	105	(105)	(100)%
Total	\$ 9,741	\$ 8,906	\$ 835	9%

Costs of Design-to-Silicon-Yield Solutions. Costs of Design-to-silicon-yield solutions consist of costs incurred to provide and support our services, costs recognized in connection with licensing our software, and amortization of acquired technology.

Direct Costs of Design-to-Silicon-Yield Solutions Direct costs of Design-to-Silicon-Yield solutions consist of services costs and software licenses costs. Services costs consist of material, employee compensation and related benefits, overhead costs, travel and facilities-related costs. Software license costs consist of costs associated with licensing third-party software sold in conjunction with our software products. Direct costs of Design-to-silicon-yield solutions increased \$0.9 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012. The increase was primarily due to an increase of \$0.6 million in personnel-related expense as a result of additional headcount to support the growth in revenue-generating engagements, an increase of \$0.2 million in third-party software royalty expense and an increase of \$0.1 million in depreciation expense.

Amortization of Acquired Technology. Amortization of acquired technology consists of amortization of intangible assets acquired as a result of certain business combinations. Amortization of acquired technology expense decreased \$0.1 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012, primarily due to certain intangible assets becoming fully amortized. All acquired technology intangible assets were fully amortized as of December 31, 2012.

Research and Development (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Research and development	\$ 3,184	\$ 3,291	\$ (107)	(3)%

Research and Development. Research and development expenses consist primarily of personnel-related costs to support product development activities, including compensation and benefits, outside development services, travel and facilities cost allocations, and stock-based compensation charges. Research and development expenses decreased \$0.1 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012, primarily due to the decrease in outside service expenses. We anticipate our expenses in research and development will fluctuate in absolute dollars from period to period as a result of cost control initiatives and the timing of when we hire personnel as a result of the size and the timing of product development projects.

Selling, General and Administrative (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Selling, general and administrative	\$ 4,404	\$ 4,719	\$ (315)	(7)%

Selling, General and Administrative. Selling, general and administrative expenses consist primarily of compensation and benefits for sales, marketing and general and administrative personnel, legal and accounting services, marketing communications, travel and facilities cost allocations, and stock-based compensation charges. Selling, general and administrative expenses decreased \$0.3 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012, primarily due to the decrease in personnel-related expense. We anticipate our selling, general and administrative expenses will fluctuate in absolute dollars from period to period as a result of cost control initiatives and to support increased selling efforts in the future.

Amortization of Other Acquired Intangible Assets (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Amortization of other acquired intangible assets	\$ 19	\$ 51	\$ (32)	(63)%

Amortization of Other Acquired Intangible Assets. Amortization of other acquired intangible assets consists of amortization of intangibles acquired as a result of certain business combinations. Amortization of other acquired intangible assets for the three months ended June 30, 2013 decreased \$32,000 compared to the three months ended June 30, 2012, primarily the result of certain intangible assets becoming fully amortized. We anticipate amortization of our existing other acquired intangible assets to be \$37,000 for the remaining six months in 2013, and \$31,000 in 2014.

Restructuring Charges (Credits) (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Restructuring charges (credits)	\$ 9	\$ 91	\$ (82)	(90)%

Restructuring Charges (credits). Restructuring charges for the three months ended June 30, 2013 decreased \$82,000 compared to the three months ended June 30, 2012. Restructuring charges for the three months ended June 30, 2012 were primarily related to a decision to restructure certain office facilities. Restructuring charges for the three months ended June 30, 2013 were not significant.

Interest and Other Income (Expense), Net (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Interest and other income (expense), net	\$ (76)	\$ 155	\$ (231)	(149)%

Interest and Other Income (expense), net. Interest and other income (expense), net decreased \$0.2 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012. During the three months ended June 30, 2013, we recorded \$0.1 million losses on foreign currency exchange. During the three months ended June 30, 2012, we recorded \$0.4 million gains on foreign currency exchange and \$0.2 million unrealized losses on auction-rate securities, available-for-sale. We anticipate interest and other income (expense) will fluctuate in future periods as a result of our projected use of cash and fluctuations of foreign exchange rates.

Income Tax Provision (in thousands, except for percentages)	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Income tax provision	\$ 2,791	\$ 808	\$ 1,983	245%

Income Tax Provision. Income tax provision increased \$2.0 million for the three months ended June 30, 2013 compared to three months ended June 30, 2012, primarily due to an increase in level of income. The income tax provision for the three months ended June 30, 2012 was significantly less than the provision at the statutory rate primarily due to the reduction of the valuation allowance related to the utilization of U.S tax credits, offset by foreign withholding taxes, statutory taxes, and changes in unrecognized tax benefits.

Comparison of the Six Months Ended June 30, 2013 and 2012

Revenues (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Design-to-silicon-yield solutions	\$ 29,798	\$ 27,179	\$ 2,619	10%
Gainshare performance incentives	19,088	15,995	3,093	19%
Total	\$ 48,886	\$ 43,174	\$ 5,712	13%

Design-to-Silicon-Yield Solutions. Design-to-silicon-yield solutions revenue increased \$2.6 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012, primarily due to an increase in fixed fee integrated solutions, the result of more billable hours to revenue-generating projects in the period due to increased business activity. Our Design-to-silicon-yield solutions revenue may fluctuate in the future and are dependent on a number of factors, including the semiconductor industry's continued acceptance of our solutions, the timing of purchases by existing customers, and our ability to attract new customers and penetrate new markets including photovoltaic and LED, and further penetration of our current customer base. Fluctuations in future results may also occur if any of our significant customers renegotiate pre-existing contractual commitments due to adverse changes in their own businesses or, in the case of a time and materials contract, may take advantage of contractual provisions that permit the suspension of contracted work for a period if their business experiences a financial hardship.

Gainshare Performance Incentives. Revenue derived from gainshare performance incentives increased \$3.1 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012. The increase was primarily the result of a higher number of projects reaching performance measures for achieving gainshare and higher wafer volumes at customers' manufacturing facilities. Our gainshare performance incentives revenue may continue to fluctuate from period to period. Gainshare performance incentives revenue is dependent on many factors that are outside our control, including among others, continued production of ICs by our customers at facilities at which we generate gainshare, sustained yield improvements by our customers, and our ability to enter into new Design-to-silicon-yield solutions contracts containing provisions for gainshare performance incentives.

Cost of Design-to-Silicon-Yield Solutions (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Direct costs of design-to-silicon-yield solutions	\$ 19,398	\$ 17,373	\$ 2,025	12%
Amortization of acquired technology	—	261	(261)	(100)%
Total	\$ 19,398	\$ 17,634	\$ 1,764	10%

Direct Costs of Design-to-Silicon-Yield Solutions. Direct costs of Design-to-silicon-yield solutions increased \$2.0 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012. The increase was primarily due to an increase of \$1.5 million in personnel-related expense, an increase of \$0.3 million in third-party software royalty expense, an increase of \$0.3 million in depreciation expense, offset by a decrease of \$0.1 million in travel expense.

Amortization of Acquired Technology. Amortization of acquired technology expense was \$0.3 million for the six months ended June 30, 2012. The decrease was primarily due to certain intangible assets being fully amortized. All acquired technology intangible assets were fully amortized as of December 31, 2012.

Research and Development (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Research and development	\$ 6,548	\$ 6,448	\$ 100	2%

Research and Development. Research and development expenses increased \$0.1 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012, primarily due to an increase of \$0.4 million in personnel-related expense, offset by a decrease of \$0.3 million in outside service expenses. We anticipate our expenses in research and development will fluctuate in absolute dollars from period to period as a result of cost control initiatives and the timing of when we hire personnel as a result of the size and the timing of product development projects and revenue generating activity requirements.

Selling, General and Administrative (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Selling, general and administrative	\$ 9,198	\$ 9,624	\$ (426)	(4)%

Selling, General and Administrative. Selling, general and administrative expenses decreased \$0.4 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012, primarily due to a decrease of \$0.3 million in personnel-related expense due to the decrease in headcount and a decrease of \$0.1 million in facility expenses.

Amortization of Other Acquired Intangible Assets (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Amortization of other acquired intangible assets	\$ 37	\$ 102	\$ (65)	(64)%

Amortization of Other Acquired Intangible Assets. Amortization of other acquired intangible assets decreased \$0.1 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012. We anticipate amortization of our existing other acquired intangible assets to be \$37,000 in the remaining six months in 2013 and \$31,000 in 2014.

Restructuring Charges (Credits) (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Restructuring charges (credits)	\$ (43)	\$ 83	\$ (126)	(152)%

Restructuring Charges (Credits). For the six months ended June 30, 2013, we recorded restructuring credits, which were primarily due to the change in estimate. For the six months ended June 30, 2012, we incurred restructuring charges of \$0.1 million, which was primarily related to a decision to restructure additional square footage of office facilities

Interest and Other Income (Expense), Net (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Interest and other income (expense), net	\$ 174	\$ 13	\$ 161	1,238%

Interest and Other Income (Expense), Net. Interest and other income (expense) increased \$0.2 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012. During the six months ended June 30, 2013, we recorded gains on foreign currency exchange. During the six months ended June 30, 2012, the gains on foreign currency exchange was offset by the unrealized losses on auction-rate securities, available-for-sale. We anticipate interest and other income (expense), net will fluctuate in future periods as a result of our projected use of cash and fluctuations of foreign exchange rates.

Income Tax Provision (In thousands, except for percentages)	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Income tax provision	\$ 4,639	\$ 977	\$ 3,662	375%

Income Tax Provision. Income tax provision increased \$3.7 million for the six months ended June 30, 2013 compared to six months ended June 30, 2012, primarily due to an increase in level of income. The income tax provision for the six months ended June 30, 2013 was less than the provision at the statutory rate primarily due to changes in unrecognized tax benefits and the benefit of the research and development tax credit. The income tax provision for the six months ended June 30, 2012 was significantly less than the provision at the statutory rate primarily due to the reduction of the valuation allowance related to the utilization of U.S tax credits, offset by foreign withholding taxes, statutory taxes, and changes in unrecognized tax benefits.

Liquidity and Capital Resources

Operating Activities

Cash flows provided by operating activities was \$14.3 million for the six months ended June 30, 2013. This resulted from net income of \$9.3 million, the addition of \$5.7 million from non-cash charges, offset by the cash decrease of \$0.7 million reflected in the net change of operating assets and liabilities. Non-cash charges consisted primarily of stock-based compensation of \$3.0 million, deferred taxes of \$2.5 million, depreciation and amortization of \$0.6 million, tax benefit related to stock-based compensation plan of \$0.1 million, partially offset by purchases of treasury stock in connection with tax withholdings on restricted stock grants of \$0.4 million, reversal of doubtful accounts of \$0.1 million and excess tax benefit from stock-based compensation of \$0.1 million. Cash flow decreases resulting from the net change in operating assets and liabilities primarily consisted of \$3.6 million decrease in accrued compensation and related benefits, \$1.1 million decrease in accounts payable, \$1.2 million decrease in accrued and other liabilities, \$2.0 million decrease in prepaid expenses and other assets, \$0.2 million decrease in deferred revenues and \$0.3 million decrease in billings in excess of recognized revenues, offset by \$7.7 million decrease in accounts receivable. The \$7.2 million combined cash flow increase resulted from the decrease in accounts receivable, the decrease in deferred revenue and the decrease in billings in excess of recognized revenues was primarily due to the timing of billing milestones and payments received.

Cash flows provided by operating activities of \$5.5 million for the six months ended June 30, 2012 consisted primarily of net income of \$8.3 million, the addition of \$2.9 million from non-cash charges, offset by \$5.7 million of cash flow decreases reflected in the net change of operating assets and liabilities. Non-cash charges consisted primarily of stock-based compensation of \$2.2 million, amortization of acquired intangible assets of \$0.4 million, depreciation of \$0.2 million, impairment of auction-rate securities of \$0.2 million, partially offset by purchases of treasury stock of \$0.2 million for employee income tax withholdings due upon vesting of restricted stock units. Cash flow decreases resulting from the net change in operating assets and liabilities primarily consisted of \$5.6 million increase in accounts receivable, a \$0.4 million increase in prepaid expense and other assets, a \$0.3 million decrease in accrued and other liabilities, a \$0.3 million decrease in deferred revenues, and a \$1.2 million decrease in billings in excess of recognized revenue, partially offset by a \$2.1 million increase in accrued compensation and related benefits. The \$7.1 million combined cash flow decrease resulted from the increase in accounts receivable and decrease in combined billings in excess of recognized revenues and deferred revenue due to the timing of billing milestones and payments received.

Investing Activities

Cash flows used in investing activities of \$2.5 million and \$0.6 million for the six months ended June 30, 2013 and 2012, respectively, consisted of payments for capital expenditures, primarily test equipment.

Financing Activities

Cash flows provided by financing activities of \$3.4 million for the six months ended June 30, 2013 consisted primarily of \$2.8 million of proceeds from the exercise of stock options, \$0.5 million of proceeds from our Employee Stock Purchase Plan and \$0.1 million of excess tax benefit from stock-based compensation.

Cash flows used in financing activities of \$0.6 million for the six months ended June 30, 2012 consisted primarily of repurchases of 227,000 shares of our common stock for \$2.0 million on the open market during the period, offset by \$0.9 million of proceeds from the exercise of stock options and \$0.5 million of proceeds from our Employee Stock Purchase Plan.

Liquidity

As of June 30, 2013, our working capital, defined as total current assets less total current liabilities, was \$100.5 million, compared with \$82.9 million as of December 31, 2012. Cash and cash equivalents were \$76.8 million as of June 30, 2013, compared to \$61.6 million as of December 31, 2012. As of June 30, 2013 and December 31, 2012, cash and cash equivalents held by our foreign subsidiaries were \$1.9 million and \$2.0 million, respectively. We anticipate that our overall expenses, as well as planned capital expenditures, may constitute a material use of our cash resources. In addition, we may use cash resources to repurchase common stock or fund potential investments in, or acquisitions of complementary products, technologies or businesses. We believe that our existing cash resources and anticipated funds from operations will satisfy our cash requirements to fund our operating activities, capital expenditures and other obligations for at least the next twelve months. However, in the event that during such period, or thereafter, we are not successful in generating sufficient cash flows from operations we may need to raise additional capital through private or public financings, strategic relationships or other arrangements, which may not be available to us on acceptable terms or at all.

Off-Balance Sheet Agreements

We do not have any off-balance sheet arrangements, investments in special purpose entities or undisclosed borrowings or debt.

We indemnify certain customers from third-party claims of intellectual property infringement relating to the use of our products. Historically, costs related to these guarantees of indemnification have not been significant. We are unable to estimate the maximum potential impact of these guarantees on our future results of operations.

Contractual Obligations

The following table summarizes our known contractual obligations (in thousands):

Contractual Obligations (1)	Payments Due by Period						
	2013 (remaining six months)	2014	2015	2016	2017	Thereafter	Total
Operating lease obligations (2)	\$ 605	\$ 1,657	\$ 1,569	\$ 1,571	\$ 1,294	\$ 695	\$ 7,391

(1) The contractual obligation table above excludes liabilities for uncertain tax positions of \$2.9 million, which are not practicable to assign to any particular years, due to the inherent uncertainty of the tax positions. See Note 6 of "Notes to Consolidated Financial Statements" for further discussion.

(2) The operating lease obligations have been reduced by future minimum sublease rental income of \$0.1 million in the remaining six months in 2013.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The following discusses our exposure to market risk related to changes in interest rates and foreign currency exchange rates. We do not currently own any equity investments, nor do we expect to own any in the foreseeable future. This discussion contains forward-looking statements that are subject to risks and uncertainties. Actual results could vary materially as a result of a number of factors.

Interest Rate Risk. As of June 30, 2013, we had cash and cash equivalents of \$76.8 million. Cash and cash equivalents consisted of cash and highly liquid money market instruments. We would not expect our operating results or cash flows to be affected to any significant degree by the effect of a sudden change in market interest on our portfolio. A hypothetical increase in market interest rates of 100 basis points from the market rates in effect at June 30, 2013 would cause the fair value of these investments to decrease by an immaterial amount which would not have significantly impacted our financial position or results of operations. Declines in interest rates over time will result in lower interest income and interest expense.

Foreign Currency and Exchange Risk. Certain of our payables for our international offices are denominated in the local currency, including the Euro, Yen and RMB. Therefore, a portion of our operating expenditures is subject to foreign currency risks. The effect of an immediate 10% adverse change in exchange rates on foreign denominated payables as of June 30, 2013 would result in a loss of approximately \$0.7 million. As of June 30, 2013, we did not have outstanding hedging contracts, although we may enter into such contracts in the future. We intend to monitor our foreign currency exposure. Future exchange rate fluctuations may have a material negative impact on our business.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial and accounting officer, evaluated the effectiveness of our "disclosure controls and procedures" as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) as of June 30, 2013 in connection with the filing of this Quarterly Report on Form 10-Q. Based on that evaluation as of June 30, 2013, our principal executive officer and principal financial and accounting officer concluded that our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in rules and forms of the SEC and accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are subject to various claims and legal proceedings that arise in the ordinary course of business. We accrue for losses related to litigation when a potential loss is probable and the loss can be reasonably estimated in accordance with FASB requirements. With respect to the matter below, we determined a potential loss was not probable as of June 30, 2013 and, accordingly, no amount was accrued at such time.

Philip Steven Melman filed a complaint against us and our Chief Executive Officer on December 7, 2009 in the Superior Court for Santa Clara County. In the complaint, Mr. Melman alleged wrongful discharge based on discrimination, fraud, breach of contract and similar theories, in connection with the termination of Mr. Melman's employment with us. The complaint sought compensatory and punitive damages, any other available remedies, as well as attorney's fees and costs. Summary judgment in the favor of both the Company and Dr. Kibarian was entered by the court on October 27, 2011 and November 15, 2011, respectively. Mr. Melman appealed both orders in the Sixth District Court of Appeal in Santa Clara County. On March 22, 2013, the Court released its opinion affirming in full the grant of summary judgment in favor of the Company and Dr. Kibarian, which decision became final on April 22, 2013.

Item 1A. Risk Factors

Item 1A, "Risk Factors," on pages 9 through 16 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012, provides information on the significant risks associated with our business. There have been no subsequent material changes to these risks.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth the information with respect to purchases made by or on behalf of the Company or any "affiliated purchaser" (as the term is defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934) of our common stock during the three months June 30, 2013 (in thousands except per share amounts):

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under Programs(2)
Month #4 (April 1, 2013 through April 30, 2013)	2	\$ 15.31	—	\$ 19,522
Month #5 (May 1, 2013 through May 31, 2013)	—	\$ —	—	\$ 19,522
Month #6 (June 1, 2013 through June 30, 2013)	19	\$ 18.14	—	\$ 19,522
Total	<u>21</u>	\$ 17.92	<u>—</u>	

- (1) Included in the shares indicated in the table above are shares that the Company withheld through net share settlements to cover tax withholding obligations upon the vesting of restricted stock unit awards under the Company's equity compensation plans.
- (2) On November 8, 2012, the Board of Directors adopted a program to repurchase up to \$20.0 million of the Company's common stock on the open market over the next two years. As of June 30, 2013, 36,100 shares had been repurchased at the average price of \$13.23 per share under this program, at a total purchase price of \$0.5 million, and \$19.5 million remained for future repurchases.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

Employee Stock Purchase Plan - On July 22, 2013, the Company's Board of Directors amended and restated the Company's Employee Stock Purchase Plan (the "Purchase Plan") to change the fair market value used in computing the purchase price under the Purchase Plan for future grants to be the closing price on the grant date for each purchase period option (as opposed to the closing price on the day before the grant date) and to clarify when employees' participation will be stopped by the Company. For more information on the Purchase Plan, see Note 4 of "Notes to Condensed Consolidated Financial Statements (Unaudited)".

Item 6. Exhibits

Exhibit Number	Description
10.11	PDF Solutions, Inc. 2001 Employee Stock Purchase Plan (adopted by stockholders on May 18, 2010 and amended and restated by the Board of Directors on July 22, 2013).
10.20	PDF Solutions, Inc. First Amended and Restated 2011 Stock Incentive Plan (incorporated herein by reference to Appendix A of the registrant's proxy statement dated April 10, 2013.)
31.01	Certification of the principal executive officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of the principal financial and accounting officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
32.02*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
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* As contemplated by SEC Release No. 33-8212, these exhibits are furnished with this Quarterly Report on Form 10-Q and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of PDF Solutions, Inc. under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

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 thereunto duly authorized.

PDF SOLUTIONS, INC.

Date: August 6, 2013

By: /s/ JOHN K. KIBARIAN
John K. Kibarian
President and Chief Executive Officer
(principal executive officer)

Date: August 6, 2013

By: /s/ GREGORY C. WALKER
Gregory C. Walker
Vice President, Finance and Chief Financial Officer
(principal financial and accounting officer)

INDEX TO EXHIBITS

Exhibit Number	Description
10.11	PDF Solutions, Inc. 2001 Employee Stock Purchase Plan (adopted by stockholders on May 18, 2010 and amended and restated by the Board of Directors on July 22, 2013).
10.20	PDF Solutions, Inc. First Amended and Restated 2011 Stock Incentive Plan (incorporated herein by reference to Appendix A of the registrant's proxy statement dated April 10, 2013.)
31.01	Certification of the principal executive officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of the principal financial and accounting officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
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PDF SOLUTIONS, INC.
2001 EMPLOYEE STOCK PURCHASE PLAN
(Adopted by the Stockholders on MAY 18, 2010 and Amended and Restated by the Board on July 22, 2013)

SECTION 1. PURPOSE.

This PDF Solutions, Inc. 2001 Employee Stock Purchase Plan was originally effective as of the Initial Public Offering Date. The purpose of this 2001 Employee Stock Purchase Plan is to provide eligible employees of the Company and its participating Subsidiaries with the opportunity to purchase Common Stock through payroll deductions. The Plan is intended to qualify as an employee stock purchase plan under Section 423(b) of the Code.

SECTION 2. DEFINITIONS.

2.1 "**1934 Act**" means the Securities Exchange Act of 1934, as amended. Reference to a specific Section of the 1934 Act or regulation thereunder shall include such Section or regulation, any valid regulation promulgated under such Section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such Section or regulation.

2.2 "**Board**" means the Board of Directors of the Company.

2.3 "**Change in Control**" means an event in which the Company or its stockholders enter into an agreement to dispose of all or substantially all of the assets or outstanding capital stock of the Company by means of a sale, merger or reorganization in which the Company will not be the surviving corporation (other than a reorganization effected primarily to change the jurisdiction in which the Company is incorporated, a merger or consolidation with a wholly-owned Subsidiary, or any other transaction in which there is no substantial change in the stockholders of the Company or their relative stock holdings, regardless of whether the Company is the surviving corporation) or in the event the Company is liquidated.

2.4 "**Code**" means the Internal Revenue Code of 1986, as amended. Reference to a specific Section of the Code or regulation thereunder shall include such Section or regulation, any valid regulation promulgated under such Section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such Section or regulation.

2.5 "**Committee**" shall mean the committee appointed by the Board to administer the Plan. Any member of the Committee may resign at any time by notice in writing mailed or delivered to the Secretary of the Company. As of the effective date of the Plan, the Plan shall be administered by the Compensation Committee of the Board.

2.6 "**Common Stock**" means the common stock of the Company.

2.7 "**Company**" means PDF Solutions, Inc.

2.8 "**Compensation**" means a Participant's regular wages. The Committee, in its discretion, may (on a uniform and nondiscriminatory basis) establish a different definition of Compensation prior to an Enrollment Date for all options to be granted on such Enrollment Date.

2.9 "**Eligible Employee**" means every Employee of an Employer, except (a) any Employee who immediately after the grant of an option under the Plan, would own stock and/or hold outstanding options to purchase stock possessing five percent (5%) or more of the total combined voting power or value of all classes of stock of the Company or of any Subsidiary of the Company (including stock attributed to such Employee pursuant to Section 424(d) of the Code), or (b) as provided in the following sentence. The Committee, in its discretion, from time to time may, prior to an Enrollment Date for all options to be granted on such Enrollment Date, determine (on a uniform and nondiscriminatory basis) that an Employee shall not be an Eligible Employee if he or she: (1) has not completed at least two years of service since his or her last hire date (or such lesser period of time as may be determined by the Committee in its discretion), (2) customarily works not more than 20 hours per week (or such lesser period of time as may be determined by the Committee in its discretion), or (3) customarily works not more than 5 months per calendar year (or such lesser period of time as may be determined by the Committee in its discretion).

2.10 "**Employee**" means an individual who is a common-law employee of any Employer, whether such employee is so employed at the time the Plan is adopted or becomes so employed subsequent to the adoption of the Plan.

2.11 "**Employer**" or "**Employers**" means any one or all of the Company, and those Subsidiaries which, with the consent of the Board, have adopted the Plan.

2.12 "**Enrollment Date**" means such dates as may be determined by the Committee (in its discretion and on a uniform and nondiscriminatory basis) from time to time.

2.13 "**Grant Date**" means any date on which a Participant is granted an option under the Plan.

2.14 "**Participant**" means an Eligible Employee who (a) has become a Participant in the Plan pursuant to Section 4.1 and (b) has not ceased to be a Participant pursuant to Section 8 or Section 9.

2.15 "**Plan**" means the PDF Solutions, Inc. 2001 Employee Stock Purchase Plan, as set forth in this instrument and as hereafter amended from time to time.

2.16 "**Purchase Date**" means such dates as may be determined by the Committee (in its discretion and on a uniform and nondiscriminatory basis) from time to time prior to an Enrollment Date for all options to be granted on such Enrollment Date.

2.17 "**Subsidiary**" means any corporation in an unbroken chain of corporations beginning with the Company if each of the corporations other than the last corporation in the unbroken chain then owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

SECTION 3. SHARES SUBJECT TO THE PLAN.

3.1 **Number Available.** A maximum of 300,000 shares (after giving effect to the June 2001 stock split) of Common Stock shall be available for issuance pursuant to the Plan. Beginning with the first fiscal year of the Company beginning after the effective date of the Plan, on the first day of each fiscal year of the Company, Shares will be added to the Plan equal to the least of (a) 2% of the outstanding Shares on the last day of the prior fiscal year, (b) 675,000 Shares (after giving effect to the June 2001 stock split), or (c) such lesser amount as determined by the Board. Shares sold under the Plan may be newly issued shares or treasury shares.

3.2 **Adjustments.** In the event of any reorganization, recapitalization, stock split, subdivision of the outstanding shares, reverse stock split, stock dividend, declaration of a dividend payable in a form other than shares in an amount that will have a material effective on the shares, combination or consolidation of shares, merger, consolidation, offering of rights, spin-off or other similar change in the capital structure of the Company, the Board shall make appropriate adjustments in the number, kind and purchase price of the shares or securities available for purchase under the Plan and in the maximum number of shares or kind of securities subject to and purchase price for any option under the Plan.

SECTION 4. ENROLLMENT.

4.1 **Participation.** Each Eligible Employee may elect to become a Participant by enrolling or re-enrolling in the Plan effective as of any Enrollment Date. In order to enroll, an Eligible Employee must complete, sign and submit to the Company an enrollment form in such form, manner and by such deadline as may be specified by the Committee from time to time (in its discretion and on a nondiscriminatory basis). Any Participant whose option expires and who has not withdrawn from the Plan automatically will be re-enrolled in the Plan on the Enrollment Date immediately following the Purchase Date on which his or her option expires. Any Participant whose option has not expired and who has not withdrawn from the Plan automatically will be deemed to be un-enrolled from the Participant's current option and be enrolled as of a subsequent Enrollment Date if the price per Share on such subsequent Enrollment Date is lower than the price per Share on the Enrollment Date relating to the Participant's current option.

4.2 **Payroll Withholding.** On his or her enrollment form, each Participant must elect to make Plan contributions via payroll withholding from his or her Compensation. Pursuant to such procedures as the Committee may specify from time to time, a Participant may elect to have withholding equal to a whole percentage from 1% to 10% (or such lesser, or greater, percentage that the Committee may establish from time to time for all options to be granted on any Enrollment Date). A Participant may elect to increase or decrease his or her rate of payroll withholding by submitting a new enrollment form in accordance with such procedures as may be established by the Committee from time to time. A Participant may stop his or her payroll withholding by submitting a new enrollment form in accordance with such procedures as may be established by the Committee from time to time. In order to be effective as of a specific date, an enrollment form must be received by the Company no later than the deadline specified by the Committee, in its discretion and on a nondiscriminatory basis, from time to time. Any Participant who is automatically re-enrolled in the Plan will be deemed to have elected to continue his or her contributions at the percentage last elected by the Participant.

SECTION 5. OPTIONS TO PURCHASE COMMON STOCK.

5.1 Grant of Option. On each Enrollment Date on which the Participant enrolls or re-enrolls in the Plan, he or she shall be granted an option to purchase shares of Common Stock.

5.2 Duration of Option. Each option granted under the Plan shall expire upon the conclusion of the option's offering period which will end on the earliest to occur of (a) the completion of the purchase of shares on the last Purchase Date occurring within 27 months of the Grant Date of such option, (b) such shorter option period as may be established by the Committee from time to time prior to an Enrollment Date for all options to be granted on such Enrollment Date, or (c) the date on which the Participant ceases to be such for any reason. Until otherwise determined by the Committee for all options to be granted on an Enrollment Date, the period referred to in clause (b) in the preceding sentence shall mean the period from the applicable Enrollment Date through the last business day prior to the immediately following Enrollment Date.

5.3 Number of Shares Subject to Option. The number of shares available for purchase by each Participant under the option will be established by the Committee from time to time prior to an Enrollment Date for all options to be granted on such Enrollment Date.

5.4 Other Terms and Conditions. Each option shall be subject to the following additional terms and conditions:

(a) payment for shares purchased under the option shall be made only through payroll withholding under Section 4.2;

(b) purchase of shares upon exercise of the option will be accomplished only in accordance with Section 6.1;

(c) the price per share under the option will be determined as provided in Section 6.1; and

(d) the option in all respects shall be subject to such other terms and conditions (applied on a uniform and nondiscriminatory basis), as the Committee shall determine from time to time in its discretion.

SECTION 6. PURCHASE OF SHARES.

6.1 Exercise of Option. Subject to Section 6.2, on each Purchase Date, the funds then credited to each Participant's account shall be used to purchase whole shares of Common Stock. Any cash remaining after whole shares of Common Stock have been purchased shall be carried forward in the Participant's account for the purchase of shares on the next Purchase Date. The price per Share of the Shares purchased under any option granted under the Plan shall be eighty-five percent (85%) of the lower of:

- (a) the closing price per Share on the NASDAQ National Market System on the Grant Date for such option (or, if the Grant Date is a non-trading day on the NASDAQ National Market, then the closing price on the prior NASDAQ trading day); or
- (b) the closing price per Share on the NASDAQ National Market System on the Purchase Date.

6.2 Delivery of Shares. As directed by the Committee in its sole discretion, shares purchased on any Purchase Date shall be delivered directly to the Participant or to a custodian or broker (if any) designated by the Committee to hold shares for the benefit of the Participants. As determined by the Committee from time to time, such shares shall be delivered as physical certificates or by means of a book entry system.

6.3 Exhaustion of Shares. If at any time the shares available under the Plan are over-enrolled, enrollments shall be reduced proportionately to eliminate the over-enrollment. Such reduction method shall be "bottom up," with the result that all option exercises for one share shall be satisfied first, followed by all exercises for two shares, and so on, until all available shares have been exhausted. Any funds that, due to over-enrollment, cannot be applied to the purchase of whole shares shall be refunded to the Participants (without interest thereon).

6.4 Limitation on Shares.

- (a) Notwithstanding the above, the maximum number of shares a Participant may purchase on any Purchase Date shall be twelve thousand five hundred (12,500) Shares.
- (b) Any provisions of the Plan to the contrary notwithstanding, no Participant shall be granted rights to purchase shares under this Plan which permits the Participant's rights to purchase shares under all employee stock purchase plans (described in Section 423 of the Code) of the Company and its Subsidiaries to accrue at a rate which exceeds twenty-five thousand dollars (\$25,000) of the fair market value of such shares (determined at the time such rights are granted) for each calendar year in which such rights are outstanding at any time.

SECTION 7. WITHDRAWAL.

7.1 Withdrawal. A Participant may withdraw from the Plan by submitting a completed enrollment form to the Company. A withdrawal will be effective only if it is received by the Company by the deadline specified by the Committee (in its discretion and on a uniform and nondiscriminatory basis) from time to time. When a withdrawal becomes effective, the Participant's payroll contributions shall cease and all amounts then credited to the Participant's account shall be distributed to him or her (without interest thereon).

SECTION 8. CESSATION OF PARTICIPATION.

8.1 Termination of Status as Eligible Employee. A Participant shall cease to be a Participant immediately upon the cessation of his or her status as an Eligible Employee (for example, because of his or her termination of employment from all Employers for any reason). As soon as practicable after such cessation, the Participant's payroll contributions shall cease and all amounts then credited to the Participant's account shall be distributed to him or her (without interest thereon).

8.2 Leave of Absence or Temporarily Out of Continuous Employment. Any Participant who is (y) on a leave of absence approved by the Participant's employer, or (z) otherwise temporarily not an Eligible Employee even though the Participant is still an employee of the Company or a Subsidiary (the date of any such event is referred to herein as the "Transition Date"), shall continue to be a Participant for a period the longer of (i) three (3) months after such Transition Date or so long as the Participant's right to reemployment with his or her employer is guaranteed either by statute or applicable laws. If the Participant does not return from his or her leave of absence or otherwise become an Eligible Employee again by the date that is three (3) months from the Transition Date, his or her employment relationship will be deemed to have terminated, and his or her election to participate in the Plan shall be deemed to have been cancelled on the first (1st) day following such three (3) month period after the Transition Date, unless the Participant's right to reemployment with his or her employer is guaranteed either by statute or applicable laws, in which case his or her election to participate in the Plan shall be deemed to have been cancelled on the first (1st) day after the date that the Participant's right to reemployment with his or her employer is no longer guaranteed either by statute or applicable laws.

SECTION 9. DESIGNATION OF BENEFICIARY.

9.1 Designation. Each Participant may, pursuant to such uniform and nondiscriminatory procedures as the Committee may specify from time to time, designate one or more Beneficiaries to receive any amounts credited to the Participant's account at the time of his or her death. Notwithstanding any contrary provision of this Section 9, Sections 9.1 and 9.2 shall be operative only after (and for so long as) the Committee determines (on a uniform and nondiscriminatory basis) to permit the designation of Beneficiaries.

9.2 Changes. A Participant may designate different Beneficiaries (or may revoke a prior Beneficiary designation) at any time by delivering a new designation (or revocation of a prior designation) in like manner. Any designation or revocation shall be effective only if it is received by the Committee. However, when so received, the designation or revocation shall be effective as of the date the designation or revocation is executed (whether or not the Participant still is living), but without prejudice to the Committee on account of any payment made before the change is recorded. The last effective designation received by the Committee shall supersede all prior designations.

9.3 **Failed Designations.** If a Participant dies without having effectively designated a Beneficiary, or if no Beneficiary survives the Participant, the Participant's Account shall be payable to his or her estate.

SECTION 10. CHANGE IN CONTROL.

In the event of a Change in Control, all outstanding purchase rights under the Plan shall automatically be exercised immediately prior to the consummation of such Change in Control (such date shall be considered herein a "Purchase Date") by causing all amounts credited to each Participant's account to be applied to purchase as many shares pursuant to the Participant's purchase rights, subject to the limitations of the Plan. The Company shall use its best efforts to provide at least ten (10) days' prior written notice of the occurrence of a Change in Control and Participants shall, following the receipt of such notice, have the right to terminate their outstanding purchase rights prior to the effective date of such Change in Control.

SECTION 11. ADMINISTRATION.

11.1 **Plan Administrator.** The Plan shall be administered by the Committee. The Committee shall have the authority to control and manage the operation and administration of the Plan.

11.2 **Actions by Committee.** Each decision of a majority of the members of the Committee then in office shall constitute the final and binding act of the Committee. The Committee may act with or without a meeting being called or held and shall keep minutes of all meetings held and a record of all actions taken by written consent.

11.3 **Powers of Committee.** The Committee shall have all powers and discretion necessary or appropriate to supervise the administration of the Plan and to control its operation in accordance with its terms, including, but not by way of limitation, the following discretionary powers:

- (a) To interpret and determine the meaning and validity of the provisions of the Plan and the options and to determine any question arising under, or in connection with, the administration, operation or validity of the Plan or the options;
- (b) To determine any and all considerations affecting the eligibility of any employee to become a Participant or to remain a Participant in the Plan;
- (c) To cause an account or accounts to be maintained for each Participant;
- (d) To determine the time or times when, and the number of shares for which, options shall be granted;
- (e) To establish and revise an accounting method or formula for the Plan;

- (f) To designate a custodian or broker to receive shares purchased under the Plan and to determine the manner and form in which shares are to be delivered to the designated custodian or broker;
- (g) To determine the status and rights of Participants and their Beneficiaries or estates;
- (h) To employ such brokers, counsel, agents and advisers, and to obtain such broker, legal, clerical and other services, as it may deem necessary or appropriate in carrying out the provisions of the Plan;
- (i) To establish, from time to time, rules for the performance of its powers and duties and for the administration of the Plan;
- (j) To adopt such procedures and subplans as are necessary or appropriate to permit participation in the Plan by employees who are foreign nationals or employed outside of the United States;
- (k) To delegate to any one or more of its members or to any other person, severally or jointly, the authority to perform for and on behalf of the Committee one or more of the functions of the Committee under the Plan.

10.4 Decisions of Committee. All actions, interpretations, and decisions of the Committee shall be conclusive and binding on all persons, and shall be given the maximum possible deference allowed by law.

10.5 Administrative Expenses. All expenses incurred in the administration of the Plan by the Committee, or otherwise, including legal fees and expenses, shall be paid and borne by the Employers, except any stamp duties or transfer taxes applicable to the purchase of shares may be charged to the account of each Participant. Any brokerage fees for the purchase of shares by a Participant shall be paid by the Company, but fees and taxes (including brokerage fees) for the transfer, sale or resale of shares by a Participant, or the issuance of physical share certificates, shall be borne solely by the Participant.

11.6 Eligibility to Participate. No member of the Committee who is also an employee of an Employer shall be excluded from participating in the Plan if otherwise eligible, but he or she shall not be entitled, as a member of the Committee, to act or pass upon any matters pertaining specifically to his or her own account under the Plan.

11.7 Indemnification. Each of the Employers shall, and hereby does, indemnify and hold harmless the members of the Committee and the Board, from and against any and all losses, claims, damages or liabilities (including attorneys' fees and amounts paid, with the approval of the Board, in settlement of any claim) arising out of or resulting from the implementation of a duty, act or decision with respect to the Plan, so long as such duty, act or decision does not involve gross negligence or willful misconduct on the part of any such individual.

SECTION 12. AMENDMENT, TERMINATION, AND DURATION.

12.1 **Amendment, Suspension, or Termination.** The Board, in its sole discretion, may amend or terminate the Plan, or any part thereof, at any time and for any reason. If the Plan is terminated, the Board, in its discretion, may elect to terminate all outstanding options either immediately or upon completion of the purchase of shares on the next Purchase Date, or may elect to permit options to expire in accordance with their terms (and participation to continue through such expiration dates). If the options are terminated prior to expiration, all amounts then credited to Participants' accounts which have not been used to purchase shares shall be returned to the Participants (without interest thereon) as soon as administratively practicable.

12.2 **Duration of the Plan.** Subject to Section 12.1 (regarding the Board's right to amend or terminate the Plan), the Plan shall terminate on May 17, 2020.

SECTION 13. GENERAL PROVISIONS.

13.1 **Participation by Subsidiaries.** One or more Subsidiaries of the Company may become participating Employers by adopting the Plan and obtaining approval for such adoption from the Board. By adopting the Plan, a Subsidiary shall be deemed to agree to all of its terms, including (but not limited to) the provisions granting exclusive authority (a) to the Board to amend the Plan, and (b) to the Committee to administer and interpret the Plan. An Employer may terminate its participation in the Plan at any time. The liabilities incurred under the Plan to the Participants employed by each Employer shall be solely the liabilities of that Employer, and no other Employer shall be liable for benefits accrued by a Participant during any period when he or she was not employed by such Employer.

13.2 **Inalienability.** In no event may either a Participant, a former Participant or his or her Beneficiary, spouse or estate sell, transfer, anticipate, assign, hypothecate, or otherwise dispose of any right or interest under the Plan; and such rights and interests shall not at any time be subject to the claims of creditors nor be liable to attachment, execution or other legal process. Accordingly, for example, a Participant's interest in the Plan is not transferable pursuant to a domestic relations order.

13.3 **Severability.** In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

13.4 **Requirements of Law.** The granting of options and the issuance of shares shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or securities exchanges as the Committee may determine are necessary or appropriate.

13.5 **Compliance with Rule 16b-3.** Any transactions under this Plan with respect to officers (as defined in Rule 16a-1 promulgated under the 1934 Act) are intended to comply with all applicable conditions of Rule 16b-3. To the extent any provision of the Plan or action by the Committee fails to so comply, it shall be deemed null and void, to the extent permitted by law and deemed advisable by the Committee. Notwithstanding any contrary provision of the Plan, if the Committee specifically determines that compliance with Rule 16b-3 no longer is required, all references in the Plan to Rule 16b-3 shall be null and void.

CERTIFICATIONS

I, John K. Kibarian, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PDF Solutions, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ JOHN K. KIBARIAN
John K. Kibarian
President and Chief Executive Officer
(principal executive officer)

Date: August 6, 2013

CERTIFICATIONS

I, Gregory C. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PDF Solutions, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ GREGORY C. WALKER

Gregory C. Walker

*Vice President, Finance and Chief Financial Officer
(principal financial and accounting officer)*

Date: August 6, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of PDF Solutions, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2013 as filed with the Securities and Exchange Commission on August 6, 2013 (the "Report"), I, John K. Kibarian, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ JOHN K. KIBARIAN
John K. Kibarian
President and Chief Executive Officer
(principal executive officer)

Date: August 6, 2013

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of PDF Solutions, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2013 as filed with the Securities and Exchange Commission on August 6, 2013 (the "Report"), I, Gregory C. Walker, Vice President, Finance and Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ GREGORY C. WALKER
Gregory C. Walker
Vice President, Finance and Chief Financial Officer
(principal financial and accounting officer)

Date: August 6, 2013

