

PDF SOLUTIONS INC  
Form 8-K  
August 07, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 3, 2012

PDF SOLUTIONS, INC.  
(Exact name of registrant as specified in its charter)

000-31311  
(Commission File Number)

Delaware  
(State or Other Jurisdiction of Incorporation)

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

333 West San Carlos Street, Suite 1000  
San Jose, CA 95110  
(Address of principal executive offices, with zip code)

(408) 280-7900  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On August 3, 2012 at the 2012 Annual Meeting of Stockholders of PDF Solutions, Inc. (the “Company”), the stockholders of the Company elected each of the director nominees and approved each of the proposals noted below. The final results for the votes regarding each proposal are set forth below. The proposals are described in detail in the Company’s Proxy Statement, dated June 26, 2012.

Proposal No. 1 Election of Class II Directors:

NOMINEE FOR CLASS I DIRECTOR	FOR	WITHHELD	BROKER NON-VOTES
Lucio Lanza	15,687,341	367,666	10,058,763
Kimon Michaels	15,385,768	669,239	10,058,763

Proposal No. 2 Ratification of the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the Company:

FOR	AGAINST	ABSTAIN
26,113,769	1	-

Proposal No. 3 Approval, by non-binding vote, of the compensation provided to Named Executive Officers:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
15,692,481	177,308	185,218	10,058,763

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PDF SOLUTIONS, INC.  
(Registrant)

By: /s/ Gregory Walker  
Gregory Walker  
Chief Financial Officer and  
Vice President, Finance

Dated: August 7, 2012