

PDF SOLUTIONS INC  
Form 8-K  
May 26, 2015

**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): May 26, 2015**

**PDF SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

000-31311

(Commission File Number)

Delaware 25-1701361  
(State or Other Jurisdiction of Incorporation) (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 May 26, 2015 at the 2015 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 April 13, 2015.

Proposal No. 1 Election of Class II Directors:

| <b>NOMINEE FOR CLASS</b> | <b>BROKER</b> |                 |                  |
|--------------------------|---------------|-----------------|------------------|
| <b>III DIRECTOR</b>      | <b>FOR</b>    | <b>WITHHELD</b> | <b>NON-VOTES</b> |
| Lucio Lanza              | 23,611,618    | 1,049,101       | 5,136,078        |
| Kimon Michaels           | 23,039,088    | 1,621,631       | 5,136,078        |

Proposal No. 2 Ratification of the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the Company or the fiscal year ending December 31, 2015:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 29,327,768 | 1,076          | 467,952        |

Proposal No. 3 Approval, by non-binding vote, of the 2014 compensation awarded to Named Executive Officers:

|            |                |                | <b>BROKER</b>    |
|------------|----------------|----------------|------------------|
| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
| 24,033,545 | 128,191        | 498,983        | 5,136,078        |

**SIGNATURES**

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

**PDF SOLUTIONS, INC.**

(Registrant)

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

Dated: May 26, 2015