

PDF SOLUTIONS INC
Form 8-K
April 21, 2005

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**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): **April 21, 2005**

PDF Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31311
(Commission File Number)

25-1701361
(IRS Employer
Identification No.)

**333 West San Carlos Street
Suite 700
San Jose, CA**
(Address of principal
executive offices)

95110
(Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- 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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SIGNATURE

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Item 2.02 Results of Operations and Financial Condition.

On April 21, 2005, the Registrant issued a press release regarding its financial results and certain other information related to the first fiscal quarter of 2005 ended March 31, 2005. A copy of the press release is attached hereto as Exhibit 99.1. The information in this Item 2.02, including Exhibit 99.1, is furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

Item 7.01 Regulation FD Disclosure.

On April 21, 2005, the Registrant issued a press release regarding the financial outlook for the second fiscal quarter ending June 30, 2005 and the third fiscal quarter ending September 30, 2005. A copy of the press release is attached hereto as Exhibit 99.2. The information in this Item 7.01, including Exhibit 99.2, is furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit

| No. | Description |
|------------|---|
| 99.1 | Press Release dated April 21, 2005 regarding financial results and certain other information related to the first fiscal quarter of 2005 ended March 31, 2005. |
| 99.2 | Press Release dated April 21, 2005 regarding the financial outlook for the second fiscal quarter ending June 30, 2005 and the third fiscal quarter ending September 30, 2005. |

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SIGNATURE

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)

Date: April 21, 2005

By: /s/ P. Steven Melman
P. Steven Melman
*Vice President, Finance and
Administration and Chief Financial
Officer*

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