

PDF SOLUTIONS INC  
Form 8-K  
March 23, 2010  
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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): **March 17, 2010**

**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 700**

**San Jose, CA 95110**

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(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The previously disclosed resignation of Keith A. Jones as the Vice President, Finance and Chief Financial Officer of the Company was effective on March 18, 2010, following the filing with the SEC of the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2009, instead of on March 17, 2010, as originally contemplated and disclosed in our 8-K filed on March 5, 2010.

Effective on March 23, 2010, the Board of Directors appointed Joy E. Leo to serve as the acting Chief Financial Officer of the Company until the appointment of a replacement Chief Financial Officer or until further notice. Ms. Leo Ms. has served as Chief Administration Officer of the Company since July 14, 2008.

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**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/ Joy E. Leo*  
*Joy E. Leo*  
*Chief Administration Officer*

Dated: March 23, 2010