

PDF SOLUTIONS INC
Form 8-K
October 21, 2004

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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): October 21, 2004

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:

- 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 7.01 Regulation FD Disclosure.

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

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EXHIBIT 99.1

EXHIBIT 99.2

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Item 2.02 Results of Operations and Financial Condition.

On October 21, 2004, the Registrant issued a press release regarding its financial results and certain other information related to the third fiscal quarter of 2004 ended September 30, 2004. 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 (the Exchange Act), 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 or the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On October 21, 2004, the Registrant issued a press release regarding the financial outlook for the fourth fiscal quarter ending December 31, 2004 and the first fiscal quarter ending March 31, 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 (the Exchange Act), 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 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release dated October 21, 2004 regarding financial results and certain other information related to the third fiscal quarter of 2004 ended September 30, 2004. |
| 99.2 | Press Release dated October 21, 2004 regarding the financial outlook for the fourth fiscal quarter ending December 31, 2004 and the first fiscal quarter ending March 31, 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: October 21, 2004

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

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