

PDF SOLUTIONS INC

Form 4/A

May 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALKER GREGORY C

(Last) (First) (Middle)

333 W. SAN CARLOS ST., SUITE
1000

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PDF SOLUTIONS INC [PDFS]

3. Date of Earliest Transaction
(Month/Day/Year)

11/08/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/12/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below)

CFO, VP Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/08/2013		M	3,750 A	\$ 6.09 15,598	D	
Common Stock	11/08/2013		S	4,292 D	\$ 22.799 11,306 ⁽²⁾ ₍₁₎	D	
Common Stock	11/01/2015		F ⁽³⁾	454 D	\$ 10.56 21,152 ⁽⁴⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date	9. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 6.09	11/08/2013		M	3,750	11/08/2013 11/07/2022	Common Stock		3,750

Reporting Owners

Reporting Owner Name / Address	Relationships
WALKER GREGORY C 333 W. SAN CARLOS ST. SUITE 1000 SAN JOSE, CA 95110	Director 10% Owner Officer Other CFO, VP Finance

Signatures

/s/ Gregory Walker 05/03/2017

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Average weighted sale price for shares disposed of in the reported transaction. The shares were sold in multiple brokers' transactions at various market prices per share ranging from \$22.777 to \$22.83.
- (2) The purpose of this amendment is to correct the arithmetical error to increase the total amount by 3750 shares, which were inadvertently subtracted from the total amount on Form 4 filed on 11/12/2013 and all following filings through this Form.
- (3) This represents a disposition of shares to the Company to satisfy tax withholding obligations with respect to the vesting of Restricted Stock rights. This is not a sale of shares in the market.
- (4)

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The purpose of this amendment is to correct the arithmetical error in the total amount including 474 shares of common stock purchased under the Employee's Stock Purchase Plan on Form 4 filed on 11/1/2015 and all following filings through this Form.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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