

PDF SOLUTIONS INC  
Form 8-K  
January 27, 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) **January 27, 2004**

**PDF Solutions, Inc.**

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(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**000-31311**

**25-1701361**

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(State or Other Jurisdiction  
of Incorporation)

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(Commission File  
Number)

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(IRS Employer  
Identification No.)

**333 West San Carlos Street, Suite 700, San Jose, CA**

**95110**

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(Address of Principal Executive Offices)

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(Zip Code)

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

**Not Applicable**

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(Former Name or Former Address, if Changed Since Last Report)

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Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated January 27, 2004 regarding financial results and certain other information related to the fourth quarter and fiscal year end of 2003

99.2 Press Release dated January 27, 2004 regarding the financial outlook for the first and second quarters of fiscal 2004

Item 12. Results of Operations and Financial Condition.

On January 27, 2004, PDF Solutions, Inc. issued a press release regarding its financial results and certain other information related to the fourth quarter and fiscal year end of 2003. Also on January 27, 2004, PDF Solutions, Inc. issued a press release regarding the financial outlook for the first and second quarters of fiscal year 2004. A copy of each press release is attached as Exhibit 99.1 and Exhibit 99.2, respectively.

**Use of Non-GAAP Information**

In addition to providing results that are determined in accordance with Generally Accepted Accounting Principles (GAAP), PDF Solutions also provides certain non-GAAP financial measures that exclude certain charges as additional information relating to its operating results. PDF's management believes that the presentation of these measures provides useful information to investors regarding certain additional financial and business trends relating to its financial condition and results of operations. PDF has also chosen to provide this information to investors to enable them to perform meaningful comparisons of its past, present and future operating results. These measures are not in accordance with, or an alternative to, GAAP and may be different from non-GAAP measures used by other companies. The calculations of non-GAAP financial measures have been adjusted to exclude the effects of amortization of stock-based compensation and intangibles.

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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.

By:           /s/ P. Steven Melman

Name: P. Steven Melman  
Title: Vice President, Finance and Administration  
and Chief Financial Officer

Dated: January 27, 2004

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EXHIBIT INDEX

<b>Number</b>	<b>Exhibit</b>
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99.2	Press Release dated January 27, 2004 regarding the financial outlook for the first and second quarters of fiscal year 2004