

PDF SOLUTIONS INC
Form 8-K
July 22, 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) **July 22, 2004**

PDF Solutions, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

000-31311

25-1701361

(State or Other Jurisdiction
of Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

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

95110

(Address of Principal Executive Offices)

(Zip Code)

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

Not Applicable

(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 July 22, 2004 regarding financial results and certain other information related to the second fiscal quarter of 2004 ended June 30, 2004.

99.2 Press Release dated July 22, 2004 regarding the financial outlook for the third fiscal quarter ending September 30, 2004 and the fourth fiscal quarter ending December 31, 2004

Item 12. Results of Operations and Financial Condition.

On July 22, 2004, PDF Solutions, Inc. (PDF Solutions or PDF) issued a press release regarding its financial results and certain other information related to the second fiscal quarter of 2004 ended June 30, 2004. Also on July 22, 2004, PDF Solutions issued a press release regarding the financial outlook for the third fiscal quarter ending September 30, 2004 and the fourth fiscal quarter ending December 31, 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 Solutions 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: July 22, 2004

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