

PDF SOLUTIONS INC  
Form 8-K  
March 05, 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 1, 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.**

On March 1, 2010, Keith A. Jones resigned as the Vice President, Finance and Chief Financial Officer of the Company effective March 17, 2010, following the filing with the SEC of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009. As the Vice President, Finance and Chief Financial Officer, Mr. Jones had been acting as the Company's principal financial officer and principal accounting officer. The Company is actively seeking a replacement for these positions.

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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 5, 2010