HEWLETT PACKARD CO
Form 11-K
June 29, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission File Number: 1-4423

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

HEWLETT-PACKARD COMPANY 401(k) PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

HEWLETT-PACKARD COMPANY
3000 HANOVER STREET
PALO ALTO, CALIFORNIA 94304

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Saving Capital Accumulation Plan)
December 31, 2004 and 2003, and for the year ended December 31, 2004
with Report of Independent Registered Public Accounting Firm

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Saving Capital Accumulation Plan)

Financial Statements and Supplemental Schedule

December 31, 2004 and 2003,
and for the year ended December 31, 2004

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Signature

Exhibit

Exhibit 23 Consent of Ernst & Young LLP, Independent Registerd Public Accounting Firm

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Plan Administrator
Hewlett-Packard Company 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the Hewlett-Packard Company 401(k) Plan (formerly Hewlett-Packard Company Tax Saving Capital Accumulation Plan) as of December 31, 2004 and 2003, and the related statement of changes in net assets available for benefits for the year ended December 31, 2004. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan s internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

San Jose, California
June 14, 2005

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Tax Savings Capital Accumulation Plan)

Statements of Net Assets Available for Benefits

	December 31,	
	2004	**2003**
Assets		
Cash	$ --	$ 919,294,854
Investments, at fair value	8,068,624,270	2,966,450,258
Receivables:		
Company contribution receivable	9,418,626	6,132,800
Amount due from brokers for securities sold	18,844,047	291,786
Interest and dividends receivable	3,709,463	1,954,406
Total receivables	31,972,136	8,378,992
Total assets	8,100,596,406	3,894,124,104
Liabilities		
Amounts due to brokers for securities purchased	16,307,044	5,736,965
Other payables	2,943,998	--
Total liabilities	19,251,042	5,736,965
Net assets available for benefits	$ 8,081,345,364	$ 3,888,387,139

See accompanying notes.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Tax Savings Capital Accumulation Plan)

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2004

Additions		
Contributions:		
Participant	$	439,825,536
Company		202,811,264
Rollover		34,828,993
Total contributions		677,465,793
Investment income:		
Interest and dividends		164,119,209
Net realized and unrealized appreciation in fair value of investments		471,710,971
Total investment income		635,830,180
Transfer from other plan		3,299,714,742
Total additions		4,613,010,715
Deductions		
Benefits paid directly to participants		412,447,727
Administrative expenses and fees		1,911,092
Investment management fees		5,693,671
Total deductions		420,052,490
Net increase		4,192,958,225
Net assets available for benefits:		
Beginning of year		3,888,387,139
End of year	$	8,081,345,364

See accompanying notes.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Tax Saving Capital Accumulation Plan)

Notes to Financial Statements

December 31, 2004

1. Description of the Plan

The following brief description of the Hewlett-Packard Company 401(k) Plan (formerly Hewlett-Packard Company Tax Saving Capital Accumulation Plan) (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan s provisions.

General

The Plan is a defined contribution plan covering employees of Hewlett-Packard Company (the Company) and designated domestic subsidiaries who are on the U.S. payroll and who are employed as regular full-time or regular part-time employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, (ERISA).

In May 2002, the Company acquired Compaq Computer Corporation (Compaq). At the time of acquisition, Compaq sponsored its own defined contribution plan named Compaq Computer Corporation 401(k) Investment Plan (the Compaq Plan). Effective January 1, 2004, the Compaq Plan merged into the Plan, and the Compaq Plan s net assets, amounting to $3,299,714,742, were transferred into the Plan. The merged plan has been renamed Hewlett-Packard Company 401(k) Plan.

Effective January 1, 2004, assets of the Plan were mapped into new investment funds, which include an expanded menu of investment options within a new three-tier structure. Tier 1 includes four ready-made portfolios that represent different points on the risk/return spectrum. Tier 2 includes 14 institutional funds in a range of asset classes. Tier 3 includes 17 brand-name mutual funds spanning several investment categories. Additionally, the Plan continues to offer Company common stock as an investment option.

Effective January 31, 2004, the Company established a non-leveraged employee stock ownership plan (the ESOP) within the meaning of Internal Revenue Service Code Section 4975(e)(7). The ESOP is maintained as part of the Plan and is designed to invest primarily in the Company s common stock. The purpose of the ESOP is to permit participants the option of having dividends on the Company s common stock re-invested in the Plan or paid directly to them in cash. Participants in the Plan who were formerly participants in the Compaq Plan, but who did not become employees of the Company subsequent to the acquisition of Compaq are not eligible to participate in the ESOP.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions

All employees are deemed to have elected a three percent compensation deferral effective on the first day of their employment unless the employee makes a change to that election in the manner prescribed by the Company.

Participants may annually contribute, on a pretax basis, up to 50% of their eligible compensation, as defined by the Plan. Contributions are subject to annual deductibility limits specified under the Internal Revenue Code (the Code). The annual limitation was $13,000 for 2004.

Participants who are age 50 or older by the end of the plan year can contribute an additional $3,000 above the annual limitation. These catch-up contributions are not eligible for the Company match. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contributions plans.

The Company contributes 100% of the first 3% and 50% of the next 2% of compensation that each participant contributes to the Plan. The Plan uses a year-end true-up matching contribution feature to allow participants to receive the maximum matching contribution available by making up any loss in matching contributions resulting from the participant s individual savings strategies. To be eligible to receive the year-end true-up match, the participant must be employed on the last day of the plan year. The true-up matching contribution was $9,418,626 for the year ended December 31, 2004.

Effective January 1, 2004, all contributions, including those made to the Company Stock Fund, are made in cash.

Vesting

Participants are one hundred percent vested in the Plan at all times.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

Each participant s account is credited with the participant s contributions and allocations of (i) Company contributions and (ii) Plan earnings and losses. Allocations are determined in accordance with the provisions of the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant s account. All amounts in participant accounts, including amounts invested in the Agilent Stock Fund prior to the June 2, 2000, spin-off of Agilent Technologies, Inc., are participant-directed.

However, effective June 2, 2000, no amounts may be directed into the Agilent Stock Fund. The Agilent Stock Fund was closed effective March 31, 2005. Proceeds from the liquidation of the fund were invested in the Stable Value Fund from which participants may redirect their investment, consistent with the Plan rules.

Participant Loans

The Plan offers two types of loans, namely general-purpose loans and primary residence loans. The repayment period for a general-purpose loan may not exceed five years, and the repayment period for a primary residence loan may not exceed 15 years.

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loans are secured by the participant s account and bear interest at a rate equal to the prevailing prime rate plus 1%. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service, death or retirement, participants may elect to receive a lump-sum amount equal to the value of their account. Participants with account balances exceeding $5,000 may elect to receive a series of cash installment payments at their required beginning date. Lump-sum payments may be made in cash or shares of stock for distribution from both the Company Stock Fund and the Agilent Stock Fund. Hardship distributions and in-service withdrawals are permitted if certain criteria are met.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Administrative and Investment Management Expenses

Certain fees and expenses of the Plan for legal, accounting and other administrative services are paid directly by the Company on behalf of the Plan. Other administrative fees and all investment management fees are charged to individual participants accounts. In connection with the change in investment structure, effective January 1, 2004, certain administrative fees and investment management fees related to Tiers 1 and 2 investment options are paid directly to the Plan s investment managers and are reported separately on the statement of changes in net assets available for benefits. Prior to this change, investment management fees related only to institutional mutual funds and were deducted from the net asset values of the mutual funds. Therefore these fees were recorded as a component of the net realized and unrealized appreciation in the fair value of the Plan s investments. Investment management fees charged by the Tier 3 mutual funds continue to be recorded as a component of the net realized and unrealized appreciation in 2004.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

2. Summary of Significant Accounting Policies

Investment Valuation and Income Recognition

Except for investment contracts, the Plan s investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The shares of the common collective trust funds are valued at the quoted redemption value on the last business day of the plan year. Short term investments are valued at cost plus accrued interest, which approximates fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last day of the plan year. Participant loans are valued at their outstanding balances, which approximate fair value.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)

Investments in guaranteed investment contracts and synthetic investment contracts are stated at contract value, which approximates fair value, because they are fully-benefit responsive. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. The guaranteed investment contracts are promises by an insurance company or bank to repay principal plus accrued income at contract maturity, subject to the creditworthiness of the issuer. Synthetic investment contracts consist of various fixed income investments, together with contracts under a bank or other institution, which provide for fully benefit-responsive withdrawals by plan participants at contract value. There are no limitations on liquidity guarantees, and no valuation reserves are being recorded to adjust contract amounts.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Use of Estimates

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investments

The following investments represent 5% or more of the fair value of the Plan s net assets:

	December 31, 2004	2003
Hewlett-Packard Company common stock	**$ 810,232,925**	555,140,844
Fidelity Magellan Fund	**725,591,053**	733,512,512
Fidelity Contrafund	**454,973,081**	364,996,709
Fidelity Growth & Income Portfolio	**284,258,009**	256,699,831
Vanguard Institutional Index Fund Plus		294,940,509
Vanguard PRIMECAP Fund	**690,285,001**	
Fidelity Low-Priced Stock Fund	**437,765,920**	276,027,947
Vanguard Employee Benefit Index Fund	**944,314,522**	
Dwight Target 2 Fund	**433,680,009**	

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

Notes to Financial Statements (continued)

3. Investments (continued)

During 2004, the Plan s investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

	Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments
Registered investment companies	$ 351,761,599
U. S. government securities	(215,457)
Common stock	63,417,567
Company common stock	(80,488,324)
Common collective trust fund	137,235,586
	$ 471,710,971

4. Guaranteed and Synthetic Investment Contract

Effective January 1, 2004, the Plan offers a Stable Value Fund, which invests in guaranteed investment contracts and synthetic investment contracts, to provide participants with a stable, fixed-rate return and protection of principal from market changes.

The average yield of the various investment contracts in the Stable Value Fund for 2004 was approximately 4.5%. The crediting interest rates at December 31, 2004 range from 3.19% to 7.84%. The interest rate paid by the issuer or contract rate may be fixed over the life of the contract or adjusted periodically, but cannot fall below 0%. The fair value of the guaranteed investment contracts, estimated by the issuers based on discounted cash flows, was $108,801,050 at December 31, 2004. The fair value of the underlying assets related to the synthetic investment contracts was $950,371,023, resulting in negative wrapper values totaling $10,154,670 at December 31, 2004.

Hewlett-Packard Company 401(k) Plan
(formerly Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

Notes to Financial Statements (continued)

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated August 22, 2000, stating that the Plan is qualified under Section 401(a) of the Code, and therefore the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

6. Related Party Transactions

Transactions in shares of the Company s common stock qualify as party-in-interest transactions under the provisions of ERISA. During 2004, the Plan made purchases of approximately $514,207,468 and sales of approximately $178,628,045 of the Company s common stock.

7. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedule

Hewlett-Packard Company 401(k) Plan
(formerly known as Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

EIN: 94-1081436 PN: 004

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2004

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(e) Current Value
Short-term investments				
	Mellon EB Temporary Investment	943,525	shares	$ 943,525
	The Boston Company Pooled Employee Liquidity Fund	3,431,950	shares	3,431,950
	UBSFNC CP 0% 1/05/05	5,200,000	shares	5,197,583
	Danskbnk CP 0% 3/23/05	5,200,000	shares	5,167,575
	Dreyfus Cash Management Portfolio	8,012,874	shares	8,012,874
*	Fidelity Institutional Cash Portfolio	6,882,101	shares	6,882,101
				29,635,608
Registered investment companies				
	ICAP Equity Portfolio	1,327,720	shares	58,432,948
	Templeton Foreign Admiral Fund	10,643,986	shares	130,601,711
	Artisan International Fund	919,354	shares	20,354,505
	Montag & Caldwell Growth Fund	180,574	shares	4,102,642
	PIMCO High Yield Fund	2,833,521	shares	28,250,208
	PIMCO Real Return Fund	3,915,478	shares	44,988,841
	Vanguard PRIMECAP Fund	10,683,872	shares	690,285,001
	American Funds New World Fund	536,569	shares	17,331,190
	PIMCO Global Bond II Fund	1,204,068	shares	11,980,476
	MFS International New Discovery Fund	3,760,797	shares	81,458,857
	BNY Hamilton Small Cap Growth Fund	1,039,641	shares	16,156,018
	Domini Social Equity Fund	2,194,748	shares	24,515,340
*	Fidelity Magellan Fund	6,990,953	shares	725,591,053
*	Fidelity Contrafund	8,018,560	shares	454,973,081
*	Fidelity Growth & Income Portfolio	7,439,362	shares	284,258,009
*	Fidelity Real Estate Investment Portfolio	3,212,236	shares	94,889,456
*	Fidelity Low-Priced Stock Fund	10,876,172	shares	437,765,920
	PIMCO Short Term Portfolio	642	shares	6,296
	PIMCO Short Term Portfolio II	757,404	shares	7,649,779
	PIMCO US Government Sector Portfolio	5,453,278	shares	58,949,935
	PIMCO Mortgage Portfolio	4,570,017	shares	48,030,883
	PIMCO Municipal Sector Portfolio	348,892	shares	3,590,103
	PIMCO Real Return Bond Fund	1,107,529	shares	12,703,354
	PIMCO Emerging Markets Fund	522,902	shares	5,893,108

Hewlett-Packard Company 401(k) Plan
(formerly known as Hewlett-Packard Company Tax Savings Capital Accumulation Plan)

EIN: 94-1081436 PN: 004

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (continued)

December 31, 2004

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Registered investment companies (continued)			

PIMCO International Portfolio	2,962,888	shares	$	17,006,977	Vice President, Business Development, PDF Solutions Semiconductor Technology Korea Limited

John K. Kibarian, Ph.D., one of our founders, has served as President since November 1991 and has served as our Chief Executive Officer since July 2000. Dr. Kibarian has served as a director since December 1992. Dr. Kibarian received a B.S. in Electrical Engineering, an M.S. E.C.E. and a Ph.D. E.C.E. from Carnegie Mellon University.

Gregory C. Walker has served as a Chief Financial Officer and Vice President, Finance since November 2011. Prior to joining the Company, Mr. Walker served as Sr. Vice President and Chief Financial Officer at InnoPath Software from 2007 to 2011. Prior to that, Mr. Walker served as Sr. Vice President & Chief Financial Officer of Magma Design Automation, Inc. from 2002 through 2007. Earlier in his career, he held various financial roles at technology companies, including Synopsys, Inc., Integrated Device Technology, Inc., International Business Machines Corporation and Xerox Corporation. Mr. Walker received an M.B.A. from the University of Rochester in Rochester, New York and a B.A. in economics and history from Union College in Schenectady, New York.

Cees Hartgring, Ph.D., has served as Vice President, Client Services and Sales since June 2007. Dr. Hartgring served as Vice President and General Manager, Manufacturing Process Solutions from January 2004 through May 2007, as Vice President, Worldwide Sales and Strategic Business Development from April 2003 through December 2003 and as Vice President of Sales from September 2002 through March 2003. Prior to joining PDF, Dr. Hartgring served as President and Chief Executive Officer of Trimedia Technologies, a Philips Semiconductor spinout. Dr. Hartgring also held various executive positions at Philips Semiconductor, most recently as Vice President and General Manager of the Trimedia business unit. Dr. Hartgring received an undergraduate degree from the Technical University Delft and an M.S.E.E. and a Ph.D. in Electrical Engineering and Computer Science from the University of California at Berkeley.

Kimon Michaels, Ph.D., one of our founders, has served as Vice President, Products and Solutions since July 2010. Mr. Michaels served as Vice President, Design for Manufacturability from June 2007 through June 2010. Prior to that, Dr. Michaels served as Vice President, Field Operations for Manufacturing Process Solutions from January 2006 through May 2007, and has been a Director since November 1995. From March 1993 through December 2005, he served in various vice presidential capacities. He also served as Chief Financial Officer from November 1995 to July 1998. Dr. Michaels received a B.S. in Electrical Engineering, an M.S. E.C.E. and a Ph.D. E.C.E. from Carnegie Mellon University.

Kwang-Hyun Kim, *Ph. D.,* has served as a Vice President, Business Development, PDF Solutions Semiconductor Technology Korea Limited, since February 2014. Prior to joining PDF, Dr. Kim served as Executive Vice President of

Samsung Electronics' Foundry Business from 2010 through 2013, and was Senior Vice President of Sales & Marketing for Samsung Electronics' SLSI group from 2005 through 2010. From 1989 through 2005, he held various executive positions within Samsung Electronics' ASIC Library/IP and Design Methodology Development and Communication & Custom SOC Development groups. Dr. Kim received an M.S. and Ph.D. in Electrical Engineering from Virginia Tech and a B.S. in Electrical Engineering from Sogang University in Korea.

Available Information

We file or furnish various reports, such as registration statements, periodic and current reports, proxy statements and other materials with the SEC. Our Internet website address is www.pdf.com. You may obtain, free of charge on our website, copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The Company's website address provided is not intended to function as a hyperlink, and the information on the Company's website is not, and should not be considered, part of this Annual Report on Form 10-K and is not incorporated by reference herein.

In addition to the materials that are posted on our website, you may read and copy any materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549-0120. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a Web site (http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers, such as us, that file electronically with the SEC.

Item 1A. Risk Factors.

We generate a large percentage of our revenues from a limited number of customers, so the loss of any one of these customers could significantly reduce our revenue and results of operations below expectations.

Historically, we have had a small number of large customers for our core Design-to-silicon-yield solutions and contributing significant Gainshare performance incentives revenue, and we expect this to continue in the near term. In 2014, three customers accounted for 79% of our revenues, with Global Foundries representing 52%, IBM representing 16% and Samsung representing 11%. We could lose a customer due to its decision not to engage us on future process nodes, its decision not to develop its own future process node, or as a result of industry factors, including consolidation. The loss of any of these customers could significantly reduce our total revenue below expectations. For example, in September 2014, we announced that we were unable to close two solutions contracts with one of our largest customers, which impacted our ability to book revenue relating to preliminary work on these projects and required us to recognize previously deferred costs. The loss of any of these customers or the failure to secure new contracts with these customers could reduce our total revenue below expectations and further increase our reliance on our remaining customers. Further, if any of these customers default, declare bankruptcy or otherwise delay or fail to pay amounts owed, or we otherwise have a dispute with any of these customers, our results of operations would be negatively affected in the short term and possibly the long term. These customers may seek to renegotiate pre-existing contractual commitments due to adverse changes in their own businesses or, in some cases, take advantage of

contractual provisions that permit the suspension of contracted work for some period if their business experiences a financial hardship, which would harm our operating results. In particular, these events could cause significant fluctuations in results of operations because our expenses are fixed in the short term and it takes us a long time to replace customers or reassign resources.

Decreases in wafer volumes at our customers' manufacturing sites or the volume of ICs that some of our customers are able to sell to their customers would cause our Gainshare performance incentives revenue to suffer.

Our Gainshare performance incentives revenue is largely determined by wafer volumes at manufacturing sites covered by our contracts and, in some cases, the volume of an IC product that our customer is able to sell to its customers. Both of these factors are outside of our control. Further, some of our manufacturing customers' business is largely dependent on single-source customers. If those customers reduce orders, consolidate and/or otherwise move the orders to manufacturing facilities not covered by our contracts, or suspend its manufacturing at covered facilities for any reason, including consolidation, our Gainshare revenue will decrease. Reduced demand for semiconductor products decreases the volume of wafers and, in some cases, products our customers are able to sell, which would also directly decrease our Gainshare revenue. Also, our customers may unilaterally decide to implement changes to their manufacturing processes during the period that is covered by Gainshare, which could negatively affect yield results and our revenue. Since we currently work on a small number of large projects at a specified manufacturing sites and, in some cases, on specific IC products, our results of operations are adversely affected by negative changes at those sites or in those products. For example, if wafer orders from sites covered by our contracts are not secured by our customers, if an end product does not achieve commercial viability, if a process line or, in some cases, a specific product, do not achieve significant increases in yield or sustain significant volume manufacturing during the time we receive Gainshare, revenues associated with such volumes or products would be negatively impacted. This could significantly reduce our revenue and results of operations below expectations. In addition, if we work with two directly competitive manufacturing facilities or products, volume in one may offset volume, and thus any of our related Gainshare, in the other facility or product.

If semiconductor designers and manufacturers do not continue to adopt, or they significantly delay adoption of, our Design-to-silicon-yield solutions, our revenues will suffer.

If semiconductor designers and manufacturers do not continue to adopt our Design-to-silicon-yield solutions, both as currently comprised and as we may offer them in the future, our revenues will decline. We may not be successful if we do not continue to enter into agreements with existing customers and new customers that cover a larger number of IC products and processes and manufacturing facilities. If we do not continue to develop customer relationships with companies that are integrated device manufacturers ("IDMs"), fabless semiconductor companies, and foundries, as well as system manufacturers, the market acceptance of our solutions will suffer. Factors that may limit adoption of our Design-to-silicon-yield solutions by semiconductor companies include:

- our existing and potential customers' delay in their adoption of the current or next process technology;
- IDMs of logic ICs discontinuing or significantly cutting back their investment in the development of new process technology as a result of a shift to a model of outsourcing a larger proportion, or all, of the mass production of their ICs;
- our inability to keep pace with the rapidly evolving technologies and equipment used in the semiconductor design and manufacturing processes;
- our customers' failure to achieve satisfactory yield improvements using our Design-to-silicon-yield solutions;
- the lack of proven results with new technologies and solutions that we may develop;
- fewer processes being developed at our customers and, therefore, a reduction in the potential impact our solutions can add at any single customer; and
- our inability to develop, market, or sell effective solutions that are outside of our traditional logic focus of manufacturing process solutions.

The semiconductor market is volatile and unpredictable and is exacerbated by economic uncertainty, which limits our ability to forecast our business and could negatively impact our results of operations.

The semiconductor industry historically has been volatile with up cycles and down cycles, due to sudden changes in customers' manufacturing capacity requirements and spending, which depend in part on capacity utilization, demand for customers' IC products by consumers, inventory levels relative to demand, and access to affordable capital. As a result of the various factors that affect this volatility, the timing and length of any cycles can be difficult to predict. Economic uncertainty exacerbates negative trends in consumer spending and can cause some of our customers to delay or refrain altogether from entering into new engagements, licensing new or additional software products, or renewing maintenance and support for existing licensed software. Difficulties in obtaining capital and deteriorating market conditions may also lead to the inability of some customers to obtain affordable financing for other purchases, which could tie up funds otherwise budgeted for purchases of our solutions and technologies. This could negatively affect our revenues and make it challenging for us to forecast our operating results, make business decisions, and identify the risks that may affect our business, financial condition and results of operations. Customers with liquidity issues may also lead to additional bad debt expense.

Our solution implementations may take longer than budgeted, which could cause us to lose customers and may result in adjustments to our operating results.

Our solution implementations require a team of engineers to collaborate with our customers to address complex yield loss issues by using our software and other technologies. We must estimate the amount of resources needed to complete an existing solution implementation in order to estimate when the engineers will be able to commence a new solution implementation. In addition, our accounting for solution implementation contracts, which generate fixed fees, sometimes require adjustments to profit (loss) based on revised estimates during the performance of the contract. These adjustments may have a material effect on our results of operations in the period in which they are made. The estimates giving rise to these risks, which are inherent in fixed-price contracts, include the forecasting of costs and schedules, and contract revenues related to contract performance.

***It typically takes us a long time to enter into agreements for new engagements with our customers, to sell our unique solutions to new customers and into new markets, and that can result in uncertainty and delays in generating revenues*.**

The timing and length of negotiations required to enter into agreements with our customers is difficult to predict. Further, our customers sometimes delay starting negotiations until they begin developing a new process, need to insert a new product, or experience specific yield issues. This means that on occasion we may begin providing technology and services under preliminary documentation before executing the final contract. In these cases, we could not take revenue and would defer associated costs until execution of the final contract, which, if significant, could negatively impact our results of operations in the periods before we execute the final contract. Further, if we were to incur significant effort and then fail to enter into a final contract, we would have to write-off such deferred costs in the period in which the negotiations ended, which would decrease our gross margin and could result in significant operating losses. For example, in September 2014, we announced that we were unable to close two solutions contracts with one of our largest customers. This impacted our ability to book revenue relating to preliminary work on these projects and required us to recognize previously deferred costs which adversely impacted our earnings in 2014. Also, some of our new products may not have proven results and our Gainshare performance incentives business model is unique and unfamiliar to new customers. Any of these factors could result in a long sales cycle. On-going negotiations and evaluation projects for new products, with new customers or in new markets may not result in significant revenues for us if we are unable to close new engagements on terms favorable to us, in a timely manner, or at all. Unexpected delays in our sales cycle could cause our revenues to fall short of expectations.

If we are not able to attract, retain, motivate, and strategically locate talented employees, including some key executives, our business may suffer.

Our success and competitiveness depend on our ability to attract, retain, motivate, and strategically locate in our offices around the globe, talented employees, including some of our key executives. Achieving this objective may be difficult due to many factors, including fluctuations in global economic and industry conditions, changes in our management or leadership, the hiring practices at our competitors or customers, cost reduction activities, and the effectiveness of our compensation programs, including equity-based programs. Further, we have had, and expect to continue to have, difficulty in obtaining visas permitting entry for some of our employees that are foreign nationals into the United States, and delays in obtaining visas permitting entry into other key countries, for several of our key personnel, which disrupts our ability to strategically locate our personnel. If we lose the services of any of our key executives or a significant number of our engineers, it could disrupt our ability to implement our business strategy. If we do not successfully attract, retain, and motivate key employees, including key executives, we may be unable to realize our business objectives and our operating results may suffer.

If we do not effectively manage, support, and safeguard our worldwide information systems, and integrate recent and planned growth, our business strategy may fail.

We have experienced in the past, and may experience in the future, interruptions in our information systems on which our global operations depend. Further, we may face attempts by others to gain unauthorized access through the Internet to our information technology systems, to intentionally hack, interfere with, or cause physical or digital damage to or failure of such systems (such as significant viruses or worms), which attempts we may be unable to prevent. We could be unaware of an incident or its magnitude and effects until after it is too late to prevent it and the damage it may cause. The theft, unauthorized use, or a cybersecurity attack that results in the publication of our trade secrets and other confidential business information as a result of such an incident could negatively affect our competitive position, the value of our investment in product or research and development, and third parties might assert against us or our customers claims related to resulting losses of confidential or proprietary information or end-user data and/or system reliability. In any such event, our business could be subject to significant disruption, and we could suffer monetary and other losses, including reputational harm. In addition, we must frequently expand our internal information system to meet increasing demand in storage, computing and communication. Our internal information system is expensive to expand and must be highly secure due to the sensitive nature of our customers' information that we transmit. Building and managing the support necessary for our growth places significant demands on our management and resources. These demands may divert these resources from the continued growth of our business and implementation of our business strategy. Further, we must adequately train our new personnel, especially our client service and technical support personnel, to effectively and accurately, respond to and support our customers. If we fail to do this, it could lead to dissatisfaction among our customers, which could slow our growth.

Our stock price has been volatile in the past, and our earnings per share and other operating results may be unusually high in a given quarter, thereby raising investors' expectations, and then unusually low in the next quarter, thereby disappointing investors, which could cause our stock price to drop again and increase potential dilution to our stockholders.

Our stock price has fluctuated widely during the last few years, from a low closing price of $0.97 per share during March 2009 to a high closing price of $26.41 per share during January 2014. A factor in the volatility may be that our historical quarterly operating results have fluctuated. Our future quarterly operating results will likely fluctuate from time to time and may not meet the expectations of securities analysts and investors in some future period, which could cause our stock price to decrease again. A significant reduction in our stock price negatively impacts our ability to raise equity capital in the public markets and increases the cost to us, as measured by dilution to our existing shareholders, of equity financing. In addition, the reduced stock price also increases the cost to us, in terms of dilution, of using our equity for employee compensation or for acquisitions of other businesses. A greatly reduced stock price could also have other negative results, including the potential loss of confidence by employees, the loss of institutional investor interest, and fewer business development opportunities. Also, significant volatility in the stock price could be followed by a securities class action lawsuit, which could result in substantial costs and a diversion of our management's attention and resources.

If we fail to protect our intellectual property rights, customers or potential competitors may be able to use our technologies to develop their own solutions which could weaken our competitive position, reduce our revenue, or increase our costs.

Our success depends largely on the proprietary nature of our technologies. Our contractual, patent, copyright, trademark, and trade secret protection may not be effective against any particular threat or in any particular location. Our pending patent applications may not result in issued patents, and even if issued, they may not be sufficiently broad to protect our proprietary technologies. Litigation may be necessary from time to time to enforce our IP rights or to determine the validity and scope of the proprietary rights of others. As a result of any such litigation, we could lose our proprietary rights and incur substantial unexpected operating costs. Litigation could also divert our resources, including our managerial and engineering resources.

Competition in the market for yield improvement solutions and increased integration between IC design and manufacturing may intensify in the future, which could impede our ability to grow or execute our strategy.

Competition in our market may intensify in the future, which could slow our ability to grow or execute our strategy and could lead to increased pricing pressure, negatively impacting our revenues. Our current and potential customers may choose to develop their own solutions internally, particularly if we are slow in deploying our solutions or improving them to meet market needs. These and other competitors may be able to operate with a lower cost structure than our engineering organization, which would give any such competitor's products a competitive advantage over our

solutions. We currently face indirect competition from the internal groups at IC companies and some direct competition from providers of yield management or prediction software such as KLA-Tencor, Mentor Graphics (through its acquisition of Ponte Solutions), Rudolph Technologies, Inc. (“Rudolph”) (through its acquisition of Yield Dynamics), and Synopsys, Inc., and process control software, such as Applied Materials, Inc. (through its acquisition of the software division of Brooks Automation), BISTel Inc., MKS Instruments, Inc., Rudolph and Trancom Technology, Inc. Further, ARM Ltd. and Synopsys (through its acquisition of Virage Logic Corporation) provide standard cells in the physical IP space and Tela Innovations, Inc. provides software for standard cell synthesis, each of which could compete with our Template™ technology solution. Additionally, we may compete with the products or offerings of the same or additional companies if we expand our offerings through acquisition or development.. Further, electronic design automation suppliers provide alternative DFM solutions that may compete for the same budgetary funds. There may be other providers of commercial solutions for systematic IC yield and performance enhancement of which we are not aware. Further, some providers of yield management software or inspection equipment may seek to broaden their product offerings and compete with us. In addition, we believe that the demand for solutions that address the need for better integration between the silicon design and manufacturing processes may encourage direct competitors to enter into our market. For example, large integrated organizations, such as IDMs, electronic design automation software providers, IC design service companies or semiconductor equipment vendors, may decide to spin-off a business unit that competes with us. Other potential competitors include fabrication facilities that may decide to offer solutions competitive with ours as part of their value proposition to their customers. If these potential competitors change the pricing environment or are able to attract industry partners or customers faster than we can, we may not be able to grow and execute our strategy as quickly or at all.

We face operational and financial risks associated with international operations that could negatively impact our revenue.

We have in the past expanded and reorganized, at different times, our non-U.S. operations and may in the future continue such expansion or reorganization by establishing or restructuring international subsidiaries, offices, or contractor relationships in locations, if and when, deemed appropriate by our management. Thus, the success of our business is subject to risks inherent in doing business internationally, including in particular:

- some of our key engineers and other personnel are foreign nationals and they may not be permitted access to certain technical information under U.S. export laws or by certain of our customers and may have difficulty gaining access to the United States and other countries in which our customers or our offices may be located and it may be difficult for us to recruit and retain qualified technical and managerial employees in foreign offices;
- greater difficulty in collecting account receivables resulting in longer collection periods;
- language and other cultural differences may inhibit our sales and marketing efforts and create internal communication problems among our U.S. and foreign teams, increasing the difficulty of managing multiple, remote locations performing various development, quality assurance, and yield ramp analysis projects;
- compliance with, inconsistencies among, and unexpected changes in, a wide variety of foreign laws and regulatory environments with which we are not familiar, including, among other issues, with respect to employees, personal data, protection of our IP, and a wide variety of operational regulations and trade and export controls under domestic, foreign, and international law;
- currency risk due to the fact that certain of our payables for our international offices are denominated in the local currency, including the Euro, Yen, and RMB, while virtually all of our revenues is denominated in U.S. dollars;
- quarantine, private travel limitation, or business disruption in regions affecting our operations, stemming from actual, imminent or perceived outbreak of human pandemic or contagious disease;
- in the event a larger portion of our revenues becomes denominated in foreign currencies, we would be subject to a potentially significant exchange rate risk;
- economic or political instability, including but not limited to armed conflict, terrorism, interference with information or communication of networks or systems, and the resulting disruption to economic activity and business operations;

International revenues accounted for approximately 56% of our total revenues for 2014 compared to 62% for 2013 and 60% for 2012. Thus, we face the following additional risks:

- a downturn in the local economies of our customers, which could limit our ability to retain existing customers and attract new ones in such locations; and

- if the U.S. dollar increases in value relative to local currencies the cost of our solutions will be more expensive to existing and potential local customers and therefore less competitive.

Further, our employees and contractors include professionals located in various international locations, including Shanghai, China, who provide primarily CV test chip-related services, and Ramallah, Palestine, who provide software-related development, quality assurance, maintenance, and other technical support services for certain of our software products. Political changes, including policies regarding export control, that affect these or other international operations could disrupt or limit the work our employees and contractors are able to perform, and thus negatively affect the range of services we are able to provide our customers or our cost for such services.

Measurement of our Gainshare performance incentives requires data collection and is subject to customer agreement, which can result in uncertainty and cause quarterly results to fluctuate.

We can only recognize revenue based on Gainshare performance incentives once we have reached agreement with our customers on their level of yield performance improvements and volume results each quarter. Because measuring the amount of yield improvement is inherently complicated and dependent on our customers' internal information systems, there may be uncertainty as to some components of measurement. This could result in our recognition of less revenue than expected. In addition, any delay in measuring revenue attributable to Gainshare could cause all of the associated revenue to be delayed until the next quarter. Since we currently have only a few large customers and we are relying on Gainshare as a significant component of our total revenues, any delay could significantly harm our quarterly results.

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Changes in the structure of our customer contracts, including the mix between fixed and variable revenue and the mix of elements, including perpetual and term-based licenses, can adversely affect the amount and timing of our total revenues.

Our long-term success is largely dependent upon our ability to structure our future customer contracts to include a larger Gainshare performance incentives component relative to the fixed fee component. We typically recognize the fixed fee component earlier than the Gainshare component so if we are successful in increasing the Gainshare component of our customer contracts, we will experience an adverse impact on our operating results in the short term as we reduce the fixed fee component. Due to acquisitions and expanded business strategies, the mix of elements in some of our contracts has changed recently and the relative importance of the software component in some of our contracts has increased. We have experienced, and may in the future experience, delays in the expected recognition of revenue associated with generally accepted accounting principles regarding the timing of revenue recognition in multi-element software arrangements, including the effect of acceptance criteria as a result of the change in our contracts. If we fail to meet contractual acceptance criteria on time or at all, the total revenues we receive under a contract could be delayed or decline. Further, if we mix term-based licenses with perpetual licenses, it will impact the timing of the recognition of revenue from that customer. In addition, by increasing the Gainshare or the software component, we may increase the variability or timing of recognition of our revenue, and therefore increase the risk that our total future revenues will be lower than expected and fluctuate significantly from period to period.

We have experienced losses in the past and we may be unable to maintain profitability and incur losses in the future.

We have experienced losses in the past and we may not maintain profitability if our costs increase more quickly than we expect or if revenues decrease. In addition, virtually all of our operating expenses are fixed in the short term, so any shortfall in anticipated revenue in a given period could significantly reduce our operating results below expectations. Our accumulated deficit was $52.2 million as of December 31, 2014. We expect to continue to incur significant expenses in connection with:

- funding for research and development;
- expansion of our solution implementation teams;
- expansion of our sales and marketing efforts; and
- additional non-cash charges relating to amortization and stock-based compensation.

As a result, if we do not significantly increase revenues to maintain profitability on a quarterly or annual basis, we would incur losses and our stock price could decline. Further, if we incur losses in the future, we may be subject to further decreases to earnings associated with the corresponding impairment of our long-lived assets.

Inadvertent disclosure of our customers' confidential information could result in costly litigation and cause us to lose existing and potential customers.

Our customers consider their product yield information and other confidential information, which we must gather in the course of our engagement with the customer, to be extremely competitively sensitive. If we inadvertently disclosed or were required to disclose this information, we would likely lose existing and potential customers and could be subject to costly litigation. In addition, to avoid potential disclosure of confidential information to competitors, some of our customers may, in the future, ask us not to work with key competitive products, which could limit our revenue opportunities.

Our technologies could infringe the intellectual property rights of others, causing costly litigation and the loss of significant rights.

Significant litigation regarding intellectual property rights exists in the semiconductor industry. It is possible that a third party may claim that our technologies infringe their intellectual property rights or misappropriate their trade secrets. Any claim, even if without merit, could be time consuming to defend, result in costly litigation, or require us to enter into royalty or licensing agreements, which may not be available to us on acceptable terms, or at all. A successful claim of infringement against us in connection with the use of our technologies could adversely affect our business.

Our ability to sell our products may depend on the quality of our support and services offerings, and our failure to offer high-quality support and services could negatively affect our sales and results of operations.

Once our software products are integrated within our customers' hardware and software systems, our customers may depend on our support organization to resolve any issues relating to our products. A high level of support is critical for the successful marketing and sale of our products. If we do not effectively assist our customers in deploying our products, succeed in helping our customers quickly resolve post-deployment issues, and provide effective ongoing support, our ability to sell our software products to existing customers may be negatively affected, and our reputation with potential customers could be harmed. If our software customers have a poor perception of our support and services offerings, they may choose not to renew software support and maintenance when the current period expires. In addition, due to our international operations, our support organization faces challenges associated with delivering support, training, and documentation where the user's native language may not be English. If we fail to maintain high-quality support and services, our customers may choose our competitors' products instead of ours in the future, which would negatively affect our revenues and results of operations.

Defects in our proprietary technologies, hardware and software tools, and the cost of support to remedy any such defects could decrease our revenue and our competitive market share.

If the software, hardware, or proprietary technologies we provide to a customer contain defects that increase our customer's cost of goods sold and time-to-market or damage our customer's property, these defects could significantly decrease the market acceptance of our solutions. Further, the cost of support resources required to remedy any defects in our technologies, hardware, or software tools could exceed our expectations. Any actual or perceived defects with our software, hardware, or proprietary technologies may also hinder our ability to attract or retain industry partners or customers, leading to a decrease in our revenue. These defects are frequently found during the period following introduction of new software, hardware, or proprietary technologies or enhancements to existing software, hardware, or proprietary technologies. Our software, hardware, and proprietary technologies may contain errors not discovered until after customer implementation of the silicon design and manufacturing process recommended by us. If our software, hardware, or proprietary technologies contain errors or defects, it could require us to expend significant resources to remedy these problems, which could reduce margins and result in the diversion of technical and other resources from our other customer implementations and development efforts.

Changes in effective tax rates could negatively affect our operating results and we may not be able to use tax credits before their expiration if we fail to have sufficient future income.

We conduct our business globally and, as a result, are subject to taxation in the United States and foreign countries. Our future tax rates could be affected by numerous factors, including changes in tax laws or the interpretation of such tax laws and changes in accounting policies. Our filings are subject to reviews or audit by the Internal Revenue Service and state, local and foreign taxing authorities. We cannot be sure that any final determination in an audit

would not be materially different than the treatment reflected in our historical income tax provisions and accruals. If additional taxes are assessed as a result of an audit, there could be a significant negative effect on our income tax provision and our operating results in the period or periods for which that determination is made. Any changes in our geographical earnings mix in various tax jurisdictions, including those resulting from transfer pricing adjustments, could materially increase our effective tax rate. Furthermore, we maintain deferred tax assets related to federal, foreign and certain state tax credits. Our ability to use these credits prior to their expiration is dependent upon having sufficient future income.

Item 1B. ***Unresolved Staff Comments***

None.

Item 2. ***Properties***

Our principal executive offices are located in San Jose, California. Our lease is currently for approximately 28,600 square feet of office space and approximately 2,400 square feet of laboratory space and terminates at the end of September 2018. We lease other office space in Pennsylvania and Texas. In addition, we have offices in France, Germany, Italy, China, Japan, Korea, and Taiwan with an aggregate of approximately 46,400 square feet under various leases that expire at different times through 2019. We believe our existing facilities are adequate to meet our current needs and are being utilized consistently with our past practice. We consistently look for opportunities to minimize costs related to office space through improved efficiencies and intend to make changes to leased facilities in the future as appropriate to reflect changes in worldwide operations and headcount.

Item 3. ***Legal Proceedings***

From time to time, we are subject to various claims and legal proceedings that arise in the ordinary course of business. We accrue for losses related to litigation when a potential loss is probable and the loss can be reasonably estimated in accordance with FASB requirements. As of December 31, 2014, we were not party to any material legal proceedings, thus no loss was probable and no amount was accrued.

Item 4. ***Mine Safety Disclosures***

None.

PART II

Item 5. ***Market For Registrant's Common Equity, and Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock trades on the NASDAQ Global Market under the symbol "PDFS". As of February 25, 2015, we had approximately 50 stockholders of record. The number of stockholders of record does not include individuals whose stock is in nominee or "street name" accounts through brokers.

The following table sets forth for the periods indicated the high and low closing sale prices for our common stock as reported by the NASDAQ Global Market:

2014	High	Low
First Quarter	$26.41	$17.59
Second Quarter	$21.29	$17.23
Third Quarter	$21.96	$12.61
Fourth Quarter	$15.00	$11.75

2013	**High**	**Low**
First Quarter	$16.96	$13.84
Second Quarter	$18.99	$14.95
Third Quarter	$22.06	$18.34
Fourth Quarter	$25.62	$20.74

Dividend Policy

No cash dividends were declared or paid in 2014, 2013 or 2012. We currently intend to retain all available funds to finance future internal growth and product development and therefore do not anticipate paying any cash dividends on our common stock for the foreseeable future.

Stock Performance Graph

The following graph and tables compare the cumulative total stockholder return data for our stock since December 31, 2009 to the cumulative return over such period of (i) The NASDAQ Composite Index and (ii) the RDG Technology Composite Index. The graph assumes that $100 was invested on December 31, 2009. The graph and tables further assume that such amount was initially invested in the Common Stock of the Company at a per share price of $3.85 (closing price on December 31, 2009) and that of any dividends were reinvested. This performance graph and the corresponding tables are not “soliciting material,” is not deemed filed with the SEC and is not to be incorporated by reference in any filing by us under the Securities Act or the Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in any such filing. The stock price performance on the following graph and tables is not necessarily indicative of future stock price performance.

	12/09	**12/10**	**12/11**	**12/12**	**12/13**	**12/14**
PDF Solutions, Inc.	100.00	125.19	181.04	357.92	665.45	385.97
NASDAQ Composite Index	100.00	117.61	118.70	139.00	196.83	223.74
RDG Technology	100.00	111.01	110.85	126.07	167.16	193.22

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In anticipation of expiration of the repurchase program on November 8, 2014, on October 21, 2014, the Board of Directors adopted a new program, effectively immediately, to repurchase up to $25.0 million of the Company's common stock both on the open market and in privately negotiated transactions over the next two years. As of December 31, 2014, 230,311 shares had been repurchased at the average price of $17.56 per share under the old program, at a total purchase price of $4.0 million. No shares have been repurchased under the new program, and $25.0 million remained for future repurchases as of December 31, 2014.

There were no purchases made by or on behalf of the Company or any "affiliated purchaser" (as the term is defined in Rule 10b-18(a)(3) under the Exchange Act) of our common stock during the fourth quarter ended December 31, 2014.

Item 6. ***Selected Financial Data.***

The following selected consolidated financial information has been derived from the audited consolidated financial statements. The information set forth below is not necessarily indicative of results of future operations and should be read in conjunction with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and notes to those statements included therein and in Part IV of this Form 10-K.

	Year Ended December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
	(In thousands, except per share amounts)				
Consolidated Statements of Operations Data:					
Revenues:					
Design-to-silicon-yield solutions	$52,769	$61,710	$59,061	$51,633	$43,080
Gainshare performance incentives	47,394	39,743	30,479	15,079	18,570
Total revenues	100,163	101,453	89,540	66,712	61,650
Cost of Design-to-silicon-yield solutions:					
Direct costs of Design-to-silicon-yield solutions	37,822	39,470	36,236	29,416	26,900
Impairment of deferred costs	1,892	—	—	—	—
Amortization of acquired technology	—	—	261	626	1,285
Total cost of Design-to-silicon-yield solutions	39,714	39,470	36,497	30,042	28,185
Gross profit	60,449	61,983	53,043	36,670	33,465
Operating expenses:					
Research and development	14,064	13,314	13,251	13,972	14,955
Selling, general and administrative	18,457	17,025	18,599	18,358	16,002
Amortization of other acquired intangible assets	31	74	174	204	295
Restructuring charges (credits)	57	197	1,889	(110)	885
Total operating expenses	32,609	30,610	33,913	32,424	32,137
Income from operations	27,840	31,373	19,130	4,246	1,328
Interest and other income (expense), net	119	(64)	(248)	73	20
Income before taxes	27,959	31,309	18,882	4,319	1,348
Income tax provision	9,497	10,380	(18,329)	2,439	1,326
Net income	$18,462	$20,929	$37,211	$1,880	$22
Net income per share:					
Basic	$0.60	$0.70	$1.30	$0.07	$0.00
Diluted	$0.58	$0.67	$1.25	$0.07	$0.00
Weighted average common shares:					
Basic	30,743	29,826	28,700	28,086	27,257
Diluted	31,939	31,393	29,809	28,431	27,471

December 31,

	2014	2013	2012	2011	2010
	(In thousands)				
Consolidated Balance Sheets Data:					
Cash and cash equivalents	$115,464	$89,371	$61,637	$46,041	$38,154
Working capital	147,032	120,915	82,900	57,236	50,849
Total assets	177,438	151,164	124,260	74,384	68,392
Long-term obligations	3,227	3,584	3,502	4,156	4,949
Total stockholders' equity	161,823	134,712	101,060	56,843	50,832

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Overview

We analyze our customers' IC design and manufacturing processes to identify, quantify, and correct the issues that cause yield loss to improve our customers' profitability by improving time-to-market, increasing yield and reducing total design and manufacturing costs. We package our solutions in various ways to meet our customers' specific business and budgetary needs, each of which provides us various revenue streams. We receive a mix of fixed fees and variable, performance-based fees for the vast majority of our yield improvement solutions. The fixed fees are typically reflective of the length of time and the resources needed to characterize a customer's manufacturing process and receive preliminary results of proposed yield improvement suggestions. The variable fee, or what we call Gainshare, usually depends on our achieving certain yield targets by a deadline. Variable fees are currently typically tied to wafer volume on the node size of the manufacturing facility where we performed the yield improvement solutions. We receive license fees and service fees for related installation, integration, training, and maintenance and support services for our software that we license on a stand-alone basis.

Industry Trend

Consistent with the trend since 2010, we believe that the largest logic foundries will continue to increase their investment in leading edge nodes and capacity in 2015. Leading foundries continue to invest in new technologies such as multi-patterned lithography and 3-D transistor architecture, which has resulted in an increase in our business, and improved results of operations in the past few years.

Whether future investments by foundries continue to result in an increase in our business and improved results of operations depends on the agreements we are able to enter into for specific projects with our customers. As we disclosed on September 29, 2014, negotiations with a customer for two projects agreements stalled and, as a result, we recognized in the third fiscal quarter of 2014 the deferred cost associated with those projects that we had incurred through that time. With no offsetting revenue for those projects in the period, our results of operations - specifically our margins - were negatively impacted. However, as we disclosed on January 7, 2015, we were able to reach agreement with that customer and contracts for the two projects were signed. As a result, we expect Design-to-silicon-yield solutions revenue from these contracts to be approximately $6.0 million, all of which will be recognized in the first fiscal quarter of 2015. There may also be future Gainshare performance incentives revenue from one of these two deals, which solely depends on the foundry's manufacturing volumes, which could be affected by the foundry's investment in the leading edge node and capacity.

Generally, the demand for consumer electronics and communications devices continues to drive technological innovation in the semiconductor industry as the need for products with greater performance, lower power consumption, reduced costs and smaller size continues to grow with each new product generation. In addition, advances in computing systems and mobile devices have fueled demand for higher capacity memory chips. To meet these demands, IC manufacturers and designers are constantly challenged to improve the overall performance of their ICs by designing and manufacturing ICs with more embedded applications to create greater functionality while lowering cost per transistor. As a result, both logic and memory manufacturers have migrated to more and more advanced manufacturing nodes, capable of integrating more devices with higher performance, higher density, and lower power. As this trend continues, companies will continually be challenged to improve process capabilities to optimally produce ICs with minimal random and systematic yield loss, which is driven by the lack of compatibility between the design and its respective manufacturing process. We believe that as volume production of deep submicron ICs continues to grow, the difficulties of integrating IC designs with their respective processes and ramping new manufacturing processes will create a greater need for products and services that address the yield loss and escalating cost issues the semiconductor industry is facing today and will face in the future.

Financial Highlights

The following were our financial highlights for the year ended December 31, 2014:

- Total revenues were $100.2 million, which was a decrease $1.3 million, or 1%, compared to the year ended December 31, 2013. Design-to-silicon-yield solutions revenues were $52.8 million, which was a decrease of $8.9 million, or 14%, compared to the year ended December 31, 2013. The decrease in Design-to-silicon-yield solutions revenue was primarily the result of the wind down of several 28nm engagements not being fully offset yet by the ramp up of newer 20nm and 14nm engagements. Gainshare performance incentives revenue was $47.4 million, an increase of $7.7 million, or 19%, compared from the year ended December 31, 2013. The increase in revenue from Gainshare performance incentives was primarily the result of higher wafer volumes at customers' manufacturing facilities.

- Net income was $18.5 million, compared to $20.9 million for the year ended December 31, 2013. The decrease in net income was attributable to a decrease in gross margin of $1.5 million, an increase in total operating expense of $2.0 million, offset by an increase of interest and other income of $0.2 million and a decrease in income tax provision of $0.9 million. The decrease in gross margin of $1.5 million primarily related to an impairment of deferred costs of $1.9 million during the year relating to two contracts with a customer, as stated above.

- Net income per basic and diluted share was $0.60 and $0.58, respectively, for the year ended December 31, 2014 compared to net income per basic and diluted share of $0.70 and $0.67, respectively, for the year ended December 31, 2013, a decrease of $0.10 and $0.09 per basic and diluted share, respectively.

- Cash, cash equivalents and investments increased $26.1 million to $115.5 million at December 31, 2014 from $89.4 million at December 31, 2013, primarily due to cash generated from operating activities during the year.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires us to make judgments, assumptions, and estimates that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Note 1 of Notes to Consolidated Financial Statements describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. We consider the accounting policies described below to be our critical accounting policies. These critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Consolidated Financial Statements and actual results could differ materially from the amounts reported based on these policies.

Revenue Recognition

We derive revenues from two sources: Design-to-silicon-yield Solutions and Gainshare Performance Incentives.

Design-to-silicon-yield solutions — Revenues that are derived from Design-to-silicon-yield solutions come from services and software licenses. We recognize revenue for each element of Design-to-silicon-yield solutions as follows:

We generate a significant portion of our Design-to-silicon-yield solutions revenue from fixed-price solution implementation service contracts delivered over a specific period of time. These contracts require reliable estimation of costs to perform obligations and the overall scope of each engagement. Revenue under project–based contracts for solution implementation services is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting. Losses on fixed-price solution implementation contracts are recognized in the period when they become probable. Revisions in profit estimates are reflected in the period in which the conditions that require the revisions become known and can be estimated. Revenue under time and materials contracts for solution implementation services are recognized as the services are performed. On occasion, we license our software products as a component of our fixed-price service contracts. In such instances, the software products are licensed to customers over a specified term of the agreement with support and maintenance to be provided at each customer's option over the license term. The amount of product and service revenue recognized in a given period is affected by our judgment as to whether an arrangement includes multiple deliverables and, if so, our determination of the fair value of each deliverable. In general, vendor-specific objective evidence of selling price (“VSOE”) does not exist for our solution implementation services and software products and because our services and products include our unique technology, we are not able to determine third-party evidence of selling price (“TPE”). Therefore, in such circumstances we use best estimated selling prices (“BESP”) in the allocation of arrangement consideration. In determining BESP, we apply significant judgment as we weigh a variety of factors, based on the facts and circumstances of the arrangement. We typically arrive at BESP for a product or service that is not sold separately by

considering company-specific factors such as geographies, internal costs, gross margin objectives, pricing practices used to establish bundled pricing, and existing portfolio pricing and discounting. After fair value is established for each deliverable, the total transaction amount is allocated to each deliverable based upon its relative fair value. Fees allocated to solution implementation services are recognized using the cost-to-cost percentage of completion method of contract accounting. Fees allocated to software and related support and maintenance are recognized under software revenue recognition guidance. We defer certain pre-contract costs incurred for specific anticipated contracts. Deferred costs consist primarily of direct costs to provide solution implementation services in relation to the specific anticipated contracts. We recognize such costs as a component of cost of revenues, the timing of which is dependent upon the revenue recognition policy by contract. At the end of reporting period, we evaluate our deferred costs for their probable recoverability. We recognize impairment of deferred costs when it is determined that the costs no longer have future benefits and are no longer recoverable.

We also license our software products separately from our solution implementations. For software license arrangements that do not require significant modification or customization of the underlying software, software license revenue is recognized under the residual method when (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the fee is fixed or determinable, (4) collectability is probable, and (5) the arrangement does not require services that are essential to the functionality of the software. When arrangements include multiple elements such as support and maintenance, consulting (other than for its fixed price solution implementations), installation, and training, revenue is allocated to each element of a transaction based upon its fair value as determined by our VSOE and such services are recorded as services revenue. VSOE for maintenance is generally established based upon negotiated renewal rates while VSOE for consulting, installation, and training services is established based upon our customary pricing for such services when sold separately. Revenue for software licenses with extended payment terms is not recognized in excess of amounts due. For software license arrangements that require significant modification or customization of the underlying software, the software license revenue is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting, and such revenue is recorded as services revenue.

Gainshare Performance Incentives — When we enter into a contract to provide yield improvement services, the contract usually includes two components: (1) a fixed fee for performance by us of services delivered over a specific period of time; and (2) a Gainshare performance incentive component where the customer may pay a contingent variable fee, usually after the fixed fee period has ended. Revenue derived from Gainshare performance incentives represents profit sharing and performance incentives earned contingent upon our customers reaching certain defined operational levels established in related solution implementation service contracts. Gainshare performance incentives periods are usually subsequent to the delivery of all contractual services and therefore have no cost to us. Due to the uncertainties surrounding attainment of such operational levels, we recognize Gainshare performance incentives revenue (to the extent of completion of the related solution implementation contract) upon receipt of performance reports or other related information from the customer supporting the determination of amounts and probability of collection.

Income Taxes

We are required to assess the likelihood that our deferred tax assets will be recovered from future taxable income and if we believe that they are not likely to be realizable before the expiration dates applicable to such assets then, to the extent we believe that recovery is not likely, establish a valuation allowance. Changes in the net deferred tax assets, less offsetting valuation allowance, in a period are recorded through the income tax provision in the consolidated statements of operations. During the year ended December 31, 2012, based on our evaluation and weighting of the positive and negative evidence available, we concluded that it was more likely than not that our deferred tax assets would be realizable before the applicable expiration dates, with the exception of California R&D tax credits, and determined that valuation allowances aggregating to $19.9 million were no longer needed. This has been reported as a component of income tax benefit in the accompanying Consolidated Statement of Operations. As of December 31, 2014, we believe that most of our deferred tax assets are "more-likely-than not" to be realized with the exception of California R&D tax credits that have not met the "more-likely-than not" realization threshold criteria because on an annual basis and pursuant to current law, we generate more California credits than California tax. As a result, at December 31, 2014, the excess California tax credit continues to be subject to a full valuation allowance. See Note 8 to the consolidated financial statements for further disclosures regarding our income taxes. If we conclude at a future financial reporting period that there has been a change in our ability to realize our California R&D credit deferred tax assets, and it is at such time no longer "more likely than not" that we will realize the tax credits before applicable expiration dates, our tax provision will increase in the period in which we make such determination.

Our income tax calculations are based on application of the respective U.S. federal, state or foreign tax law. Our tax filings, however, are subject to audit by the respective tax authorities. Accordingly, we recognize tax liabilities based upon our estimate of whether, and the extent to which, additional taxes will be due when such estimates are more-likely-than-not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. To the extent the final tax liabilities are different than the amounts originally accrued, the increases or decreases are recorded as income tax expense or benefit in the consolidated statements of operations. At December 31, 2014, no deferred taxes have been provided on undistributed earnings of approximately $4.8 million from the Company's international subsidiaries since these earnings have been, and under current plans will continue to be, permanently reinvested outside the United States. It is not practicable to determine the amount of the unrecognized

tax liability at this time.

Stock-Based Compensation

Stock-based compensation is estimated at the grant date based on the award's fair value and is recognized on a straight-line basis over the vesting period, generally four years. As stock-based compensation expense recognized is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

We have elected to use the Black-Scholes-Merton option-pricing model, which incorporates various assumptions including volatility, expected life and interest rates. The expected volatility is based on the historical volatility of our common stock over the most recent period commensurate with the estimated expected life of stock options. The expected life of an award is based on historical experience and on the terms and conditions of the stock awards granted to employees. The interest rate assumption is based upon observed Treasury yield curve rates appropriate for the expected life of stock options.

Recent Accounting Pronouncements and Accounting Changes

See our Note 1, "Business and Significant Accounting Policies" of "Notes to Consolidated Financial Statements" included under Part IV, Item 15 of this Form 10-K for a description of recent accounting pronouncements and accounting changes, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements.

Results of Operations

The following table sets forth, for the years indicated, the percentage of total revenues represented by the line items reflected in our consolidated statements of operations:

	Years Ended December 31,		
	2014	**2013**	**2012**
Revenues:			
Design-to-silicon-yield solutions	53 %	61 %	66 %
Gainshare performance incentives	47	39	34
Total revenues	100	100	100
Cost of Design-to-silicon-yield solutions:			
Direct costs of Design-to-silicon-yield solutions	38	39	41
Impairment of deferred costs	2	—	—
Amortization of acquired technology	—	—	—
Total cost of Design-to silicon-yield solutions	40	39	41
Gross profit	60	61	59
Operating expenses:			
Research and development	14	13	15
Selling, general and administrative	18	17	21
Amortization of other acquired intangible assets	—	—	—
Restructuring charges	—	—	2
Total operating expenses	32	30	38
Income from operations	28	31	21
Interest and other income, net	—	—	—
Income before taxes	28	31	21
Income tax provision (benefit)	10	10	(21)
Net income	18 %	21 %	42 %

Years Ended December 31, 2014 and 2013

Revenues	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Design-to-silicon-yield solutions	$52,769	$61,710	$(8,941)	(14)%
Gainshare performance incentives	47,394	39,743	7,651	19
Total	$100,163	$101,453	$(1,290)	(1)%

Design-to-silicon-yield solutions. Design-to-silicon-yield solutions revenue is derived from services (including solution implementations, software support and maintenance, consulting, and training) and software licenses provided during our customer yield improvement engagements as well as during solution product sales. Design-to-silicon-yield solutions revenue decreased $8.9 million for the year ended December 31, 2014 compared to the year ended December 31, 2013, primarily due to the result of the wind down of several 28nm engagements not being fully offset yet by the ramp up of newer 20nm and 14nm engagements. During the year ended December 31, 2014, we recognized favorable changes in one project's profitability from revisions in estimates that resulted in a net increase of $1.7 million in gross profit. The changes were primarily due to customer directed scope changes. Our Design-to-silicon-yield solutions revenue may fluctuate in the future and is dependent on a number of factors, including the semiconductor industry's continued acceptance of our solutions, the timing of purchases by existing customers, and our ability to attract new customers and penetrate new markets including photovoltaic and LED, and further penetration of our current customer base. Fluctuations in future results may also occur if any of our significant customers renegotiate pre-existing contractual commitments due to adverse changes in their own business or, in the case of a time and materials contract, may take advantage of contractual provisions that permit the suspension of contracted work for a period if their business experiences a financial hardship.

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Gainshare Performance Incentives. Gainshare performance incentives revenue represents profit sharing and performance incentives earned contingent upon our customers reaching certain defined operational levels and typically depending on volumes of wafers manufactured by our customers. Revenue derived from Gainshare performance incentives increased $7.7 million for the year ended December 31, 2014 compared to the year ended December 31, 2013. The increase was primarily the result of a higher wafer volumes at customers' manufacturing facilities. Our Gainshare performance incentives revenue may continue to fluctuate from period to period. Gainshare performance incentives revenue is dependent on many factors that are outside our control, including among others, continued production of ICs by our customers at facilities at which we generate Gainshare, sustained yield improvements by our customers, and our ability to enter into new Design-to-silicon-yield solutions contracts containing provisions for Gainshare performance incentives.

Cost of Design-to-silicon-yield solutions	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Direct costs of Design-to-silicon-yield solutions	$37,822	$39,470	$(1,648)	(4)%
Impairment of deferred costs	1,892	—	1,892	—
Total	$39,714	$39,470	$244	1 %

Costs of Design-to-silicon-yield solutions. Costs of Design-to-silicon-yield solutions consist of costs incurred to provide and support our services, costs recognized in connection with licensing our software, and amortization of acquired technology. Direct costs of Design-to-silicon-yield solutions consist of services costs and software licenses costs. Services costs consist of material, employee compensation and related benefits, overhead costs, travel and allocated facilities-related costs. Software license costs consist of costs associated with licensing third-party software used by our employees in providing services to our customers in solution engagements, or sold in conjunction with our software products. Direct costs of Design-to-silicon-yield solutions decreased $1.6 million for the year ended December 31, 2014 compared to the year ended December 31, 2013, primarily due to a $1.6 million net change in the deferred cost related to timing of completion of the contract signature process, a $0.2 million decrease in outside service expense, a $0.1 million decrease in third party software royalty expense, a $0.3 million decrease in equipment expense, offset by a $0.2 million increase in personnel-related cost, and a $0.4 million increase in depreciation expense of test equipment. During the year ended December 31, 2014, the Company impaired $1.9 million of deferred pre-contract costs for two contracts with a customer as it was determined that the costs were no longer recoverable.

Research and Development	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Research and Development	$14,064	$13,314	750	6 %

Research and Development. Research and development expenses consist primarily of personnel-related costs to support product development activities, including compensation and benefits, outside development services, travel, facilities cost allocations, and stock-based compensation charges. Research and development expenses increased $0.8

million for the year ended December 31, 2014 compared to the year ended December 31, 2013, primarily due to a $0.3 million increase in personnel-related cost, a $0.3 million increase in outside service expense, a $0.1 million increase in facility expense and a $0.1 million increase in lab supplies. The increase in personnel-related cost was primarily driven by a $0.4 million increase in salaries and benefits due to an increase in headcount, a $0.2 million increase in stock-based compensation expense due to higher fair value per share for the grants awarded during the current year and higher level of grants as compared to the prior year, offset by a $0.3 million decrease in variable compensation. We anticipate our expenses in research and development will fluctuate in absolute dollars from period to period as a result of the size and the timing of product development projects and revenue generating activity requirements.

Selling, General and Administrative	**2014**	**2013**	**$ Change**	**% Change**	
(In thousands, except for percentages)					
Selling, general and administrative	$18,457	$17,025	1,432	8	%

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Selling, General and Administrative. Selling, general and administrative expenses consist primarily of compensation and benefits for sales, marketing and general and administrative personnel, legal and accounting services, marketing communications, travel and facilities cost allocations, and stock-based compensation charges. Selling, general and administrative expenses increased $1.4 million for the year ended December 31, 2014 compared to the year ended December 31, 2013, primarily due to a $1.1 million increase in personnel-related cost which was primarily driven by higher stock-based compensation expense, a result of the impact of accelerated vesting of awards granted to our exiting board members and higher fair value per share for the grants awarded during the current year as well as higher level of grants compared to prior year, a $0.6 million increase in legal and accounting expense due to increased legal activities, a $0.1 million increase in travel expense, offset by a $0.4 million decrease in subcontractor expense. We anticipate our selling, general and administrative expenses will fluctuate in absolute dollars from period to period as a result of cost control initiatives and to support increased selling efforts in the future.

Amortization of Other Acquired Intangible Assets	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Amortization of other acquired intangible assets	$ 31	$ 74	(43)	(58)%

Amortization of Other Acquired Intangible Assets. Amortization of other acquired intangible assets consists of the amortization of intangibles acquired as a result of certain business combinations. Amortization of other acquired intangible assets for the year ended December 31, 2013 decreased $43,000 compared to the year ended December 31, 2013 as all other acquired intangible assets were fully amortized as of December 31, 2014.

Restructuring Charges (Credits)	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Restructuring charges (credits)	$ 57	$ 197	(140)	(71)%

Restructuring Charges (Credits). Restructuring charges for the year ended December 31, 2014 and 2013 was primarily related to the restructuring plan announced on October 24, 2012 as part of the Company's continuing efforts to simplify the organization, leverage cross-training and learning, and reduce annual operating expenses.

Interest and Other Income (Expense), Net	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Interest and other income (expense), net	$ 119	$ (64)	183	(286)%

Interest and Other Income (Expense), Net. Interest and other income (expense), net, primarily consists of interest income (expense) and foreign currency exchange gain (loss). The interest and other income (expense), net for the year ended December 31, 2014 and 2013 was primarily related to gains (losses) related to the EURO to U.S. Dollar exchange rate. For the year ended December 31, 2014 and 2013, interest and other income (expense) was an income of $0.1 million and an expense of $0.1 million, respectively, or an increase of $0.2 million in income year over year. The change was primarily due to foreign exchange rate movements. We anticipate interest and other income (expense), net will fluctuate in future periods as a result of our projected use of cash and fluctuations of foreign exchange rates.

Income Tax Provision (benefit)	**2014**	**2013**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Income tax provision (benefit)	$9,497	$10,380	883	(9)%

Income Tax Provision (benefit). Our effective tax rate was 33.97% for 2014 which was slightly lower than the statutory federal income tax rate of 35% primarily due to the benefit of lower tax rates on earnings of foreign subsidiaries and the application of tax incentives for research and development. The change in income tax provision to $9.5 million from $10.4 million was primarily due to the lower taxable income. Our future effective income tax rate depends on various factors, such as tax legislation, the geographic composition of our pre-tax income, the amount of our pre-tax income as business activities fluctuate, research and development credits as a percentage of aggregate pre-tax income, the tax effects of employee stock activity and the effectiveness of our tax planning strategies.

Years Ended December 31, 2013 and 2012

Revenues	**2013**	**2012**	**$ Change**	**% Change**	
(In thousands, except for percentages)					
Design-to-silicon-yield solutions	$61,710	$59,061	$2,649	4	%
Gainshare performance incentives	39,743	30,479	9,264	30	
Total	$101,453	$89,540	$11,913	13	%

Design-to-silicon-yield solutions. Design-to-silicon-yield solutions revenue increased $2.6 million for the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to an increase in revenue from fixed fee integrated solutions, the result of more billable hours to revenue-generating projects in the period and an increase in revenue from time and material contracts for solution implementation services, due to increased business activities. During the year ended December 31, 2013, we recognized favorable changes in one project's profitability from revisions in estimates that resulted in a net increase of $1.0 million on gross profit. The changes were primarily due to customer directed scope changes.

Gainshare Performance Incentives. Gainshare revenue derived from Gainshare performance incentives increased $9.3 million for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase was primarily the result of a higher number of projects reaching performance measures for achieving Gainshare combined with higher wafer volumes at customers' manufacturing facilities.

Cost of Design-to-silicon-yield solutions	**2013**	**2012**	**$ Change**	**% Change**	
(In thousands, except for percentages)					
Direct costs of Design-to-silicon-yield solutions	$39,470	$36,236	$3,234	9	%
Amortization of acquired technology	—	261	(261)	(100)	
Total	$39,470	$36,497	$2,973	8	%

Costs of Design-to-silicon-yield solutions.

Direct Costs of Design-to-silicon-yield solutions. Direct costs of Design-to-silicon-yield solutions increased $3.2 million for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase was primarily due to increases of $1.2 million in personnel-related expense, $1.3 million in deferred cost recognized

during the period (primarily associated with closing a large engagement in the current year), $0.6 million in depreciation expense of test equipment, $0.4 million in third-party software royalty expense, and $0.4 million in allocated facility expense, offset by decreases of $0.4 million in outside service expense and $0.3 million in travel expense. The increase in personnel-related expense includes increases due to additional headcount needed to support the growth in revenue-generating engagements and increases in stock-based compensation expense, partially offset by decreases in variable compensation.

Amortization of Acquired Technology. Amortization of acquired technology decreased $0.3 million for the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to certain intangible assets becoming fully amortized. All acquired technology intangible assets were fully amortized as of December 31, 2012.

Research and Development	**2013**	**2012**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Research and Development	$13,314	$13,251	63	— %

Research and Development. Research and development expenses was the same for the year ended December 31, 2013 compared to the year ended December 31, 2012.

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Selling, General and Administrative	2013	2012	$ Change	% Change
(In thousands, except for percentages)				
Selling, general and administrative	$17,025	$18,599	(1,574)	(8)%

Selling, General and Administrative. Selling, general and administrative expenses decreased $1.6 million for the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to a $1.1 million decrease in personnel-related expense due to a decrease in headcount and a decrease in variable compensation, a $0.2 million decrease in accounting and legal services, a $0.2 million decrease in travel expense and a $0.1 million decrease in the provision for doubtful accounts.

Amortization of Other Acquired Intangible Assets	2013	2012	$ Change	% Change
(In thousands, except for percentages)				
Amortization of other acquired intangible assets	$74	$174	(100)	(57)%

Amortization of Other Acquired Intangible Assets. Amortization of other acquired intangible assets for the year ended December 31, 2013 decreased $0.1 million compared to the year ended December 31, 2012, primarily the result of certain intangible assets becoming fully amortized.

Restructuring Charges (Credits)	2013	2012	$ Change	% Change
(In thousands, except for percentages)				
Restructuring charges (credits)	$197	$1,889	(1,692)	(90)%

Restructuring Charges (Credits). Restructuring charges (credits) for the year ended December 31, 2013 decreased $1.7 million compared to the year ended December 31, 2012. Restructuring charges for the year ended December 31, 2013 and 2012 was primarily related to the restructuring plan announced on October 24, 2012 as part of the Company's continuing efforts to simplify the organization, leverage cross-training and learning, and reduce annual operations expenses.

Interest and Other Income (Expense), Net	2013	2012	$ Change	% Change

(In thousands, except for percentages)				
Interest and other income (expense), net	$(64)	$(248)	184	74 %

Interest and Other Income (Expense), Net. Interest and other income (expense), net, primarily consists of interest income (expense) and foreign currency exchange gain (loss). The interest and other income (expense), net for the year ended December 31, 2013 and 2012 was primarily related to gains (losses) related to the EURO to U.S. Dollar exchange rate. For the year ended December 31, 2013 and 2012, interest and other income (expense) was an expense of $0.1 million and $0.3 million, respectively, or a decrease of $0.2 million in expense year over year. The decrease was primarily due to us entering into a foreign currency forward contract during the year ended December 31, 2013 to reduce our exposure to foreign currency rate changes.

Income Tax Provision (benefit)	**2013**	**2012**	**$ Change**	**% Change**
(In thousands, except for percentages)				
Income tax provision (benefit)	$10,380	$(18,329)	28,709	(157)%

Income Tax Provision (benefit). Our effective tax rate was 33.15% for 2013 which was slightly lower than the statutory federal income tax rate of 35% primarily due to the benefit of lower tax rates on earnings of foreign subsidiaries and the application of tax incentives for research and development. The change in income tax provision (benefit) to $10.4 million from ($18.3) million was primarily due to the release of a valuation allowance on deferred tax assets and $0.5 million of foreign withholding tax refund benefits recognized during the year of 2012.

Liquidity and Capital Resources

Operating Activities

Cash flows provided by operating activities was $27.1 million for the year ended December 31, 2014. This resulted from net income of $18.5 million, the addition of $13.7 million from non-cash charges, partially offset by a cash decrease of $5.1 million reflected in the net change of operating assets and liabilities. Non-cash charges consisted primarily of stock-based compensation of $8.5 million, deferred taxes of $2.9 million, tax benefit related to stock-based compensation plan of $1.7 million, depreciation and amortization of $2.0 million, impairment of deferred costs of $1.9 million, partially offset by excess tax benefit from stock-based compensation of $1.6 million, purchases of treasury stock in connection with tax withholdings on restricted stock grants of $1.6 million and gain on disposal of property and equipment of $0.2 million. Cash flow increases resulting from the net change in operating assets and liabilities primarily consisted of $1.4 million net increase in deferred revenue and billing in excess of recognized revenue, offset by a $2.9 million increase in accounts receivable, due to timing of customer payment, $0.7 million decrease in prepaid expense and other assets, $1.5 million decrease in accounts payable due to timing of payment of third party services, $1.4 million decrease in accrued compensation and related benefits, which was primarily driven by the decrease in variable compensation. The $1.5 million combined cash flow decrease resulting from the increase in accounts receivable, the increase in deferred revenue and the decrease in billings in excess of recognized revenues was primarily due to the timing of billing milestones and payments received.

Cash flows provided by operating activities was $25.4 million for the year ended December 31, 2013. This resulted from net income of $20.9 million, non-cash charges of $12.4 million, partially offset by the cash decrease of $7.9 million reflected in the net change of operating assets and liabilities. Non-cash charges consisted primarily of stock-based compensation of $6.7 million, deferred taxes of $5.5 million, depreciation of $1.4 million and amortization of acquired intangible assets of $0.1 million, tax benefit related to stock-based compensation plan of $0.4 million, partially offset by treasury stock withheld by the Company in the amount $1.3 million for employee income tax withholding due upon vesting of restricted stock units in the period and excess tax benefit from stock-based compensation of $0.4 million. Cash flow decreases resulting from the net change in operating assets and liabilities was primarily the result of decreases of $3.2 million in accrued compensation and related benefits (primarily driven by the decrease in variable compensation), $1.1 million in deferred revenue, $0.9 million in accrued and other liabilities, $0.6 million in accounts payable, and $0.5 million in billings in excess of recognized revenue, offset by increases of $1.0 million in prepaid expense and other assets, and $0.6 million in accounts receivable. The $2.2 million combined cash flow decrease resulting from the increase in accounts receivable and decrease in billings in excess of recognized revenues and deferred revenue was primarily due to the timing of billing milestones and payments received.

Investing Activities

Cash flows used in investing activities of $3.7 million for the year ended December 31, 2014 consisted of $4.0 million of payments for capital expenditures, offset by $0.3 million of proceeds from sales of property and equipment. Cash flows used in investing activities of $4.6 million for the year ended December 31, 2013 consisted of payments for capital expenditures.

Financing Activities

Cash flows provided by financing activities of $2.7 million for the year ended December 31, 2014 consisted of $3.2 million of proceeds from the exercise of stock options, $1.4 million of proceeds from our Employee Stock Purchase Plan, $1.6 million of excess tax benefit from stock-based compensation, offset by $3.5 million of cash used to repurchase shares of our common stock. Cash flows provided by financing activities of $7.0 million for the year ended December 31, 2013 consisted of $5.3 million of proceeds from the exercise of stock options, $1.3 million of proceeds from our Employee Stock Purchase Plan and excess tax benefit from stock-based compensation of $0.4 million.

Liquidity

As of December 31, 2014, our working capital, defined as total current assets less total current liabilities, was $147.0 million, compared to $120.9 million as of December 31, 2013. Cash and cash equivalents were $115.5 million as of December 31, 2014, compared to $89.4 million as of December 31, 2013. As of both December 31, 2014 and 2013, cash and cash equivalents held by our foreign subsidiaries were $2.0 million. We anticipate that our overall expenses, as well as planned capital expenditures, may constitute a material use of our cash resources. In addition, we may use cash resources to continue to fund our R&D efforts, repurchase common stock or fund potential investments in, or acquisitions of complementary products, technologies or businesses or acquire new office space for our headquarters. We believe that our existing cash resources and anticipated funds from operations will satisfy our cash requirements to fund our operating activities, capital expenditures and other obligations for at least the next twelve months.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, investments in special purpose entities or undisclosed borrowings or debt.

Contractual Obligations

The following table summarizes our known contractual obligations (in thousands):

	Payments Due by Period					
Contractual Obligations	**2015**	**2016**	**2017**	**2018**	**2019**	**Total**
Operating lease obligations	1,827	1,744	1,402	794	58	5,825
Purchase obligations(1)	3,140	7	—	—	—	3,147
Total(2)	$4,967	$1,751	$1,402	794	58	$8,972

(1) Purchase obligations consist of agreements to purchase goods and services entered in the ordinary course of business.

(2) The contractual obligation table above excludes liabilities for uncertain tax positions of $2.6 million, which are not practicable to assign to any particular years, due to the inherent uncertainty of the tax positions. See Note 8 of “Notes to Consolidated Financial Statements” for further discussion.

Operating lease amounts include minimum rental payments under our operating leases for our office facilities, as well as computers, office equipment, and vehicles that we utilize under lease agreements. These agreements expire at various dates through 2019.

We indemnify certain customers from third-party claims of intellectual property infringement relating to the use of our products. Historically, costs related to these guarantees of indemnification have not been significant. We are unable to estimate the maximum potential impact of these guarantees on our future results of operations.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

The following discusses our exposure to market risk related to changes in interest rates and foreign currency exchange rates. We do not currently own any equity investments, nor do we expect to own any in the foreseeable future. This discussion contains forward-looking statements that are subject to risks and uncertainties. Actual results could vary materially as a result of a number of factors.

Interest Rate Risk. As of December 31, 2014, we had cash and cash equivalents of $115.5 million. Cash and cash equivalents consisted of cash and highly liquid money market instruments. We would not expect our operating results or cash flows to be affected to any significant degree by the effect of a sudden change in market interest on our portfolio. A hypothetical increase in market interest rates of 100 basis points from the market rates in effect at December 31, 2014 would cause the fair value of these investments to decrease by an immaterial amount which would not have significantly impacted our financial position or results of operations. Declines in interest rates over time will result in lower interest income and interest expense.

Foreign Currency and Exchange Risk. Certain of our payables for our international offices are denominated in the local currency, including the Euro, Yen and RMB. Therefore, a portion of our operating expenditures is subject to foreign currency risks. We enter into foreign currency forward contracts to reduce the exposure to foreign currency exchange rate fluctuations on certain foreign currency denominated monetary assets and liabilities. We do not use foreign currency forward contracts for speculative or trading purposes. We record these forward contracts at fair value. The counterparty to these foreign currency forward contracts is a large global financial institution that we believe is creditworthy, and therefore, we believe the credit risk of counterparty non-performance is not significant. The change in fair value of these contracts is recorded into earnings as a component of other income (expense), net and offsets the change in fair value of foreign currency denominated monetary assets and liabilities, which is also recorded in other income (expense), net. On December 29, 2014, we entered into a forward contract to buy EUR 5.5 million at 1.2199. As of December 31, 2014, the notional amount of this outstanding forward contract was $6.7 million. The foreign currency exchange rate movement of plus-or-minus 10% will result in the change in fair value of this contract of plus-or-minus $0.7 million.

Item 8. ***Financial Statements and Supplementary Data***

The consolidated financial statements and supplementary data required by this Item 8 are listed in Item 15(a)(1) of this Form 10-K.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial and accounting officer, evaluated the effectiveness of our "disclosure controls and procedures" as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) as of December 31, 2014 in connection with the filing of this Annual Report on Form 10-K. Based on that evaluation as of December 31, 2014, our principal executive officer and principal financial and accounting officer concluded that our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in rules and forms of the SEC and accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for the Company. Our management, with the participation of our principal executive officer and principal financial and accounting officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2014. This evaluation was based on the framework established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment under the COSO framework, our

management concluded that our internal control over financial reporting was effective as of December 31, 2014.

Our management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2014 has been audited by PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, as stated in their report which appears in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting during the fourth quarter ended December 31, 2014, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information.***

None.

PART III

Pursuant to Paragraph (3) of the General Instructions to Form 10-K, certain of the information required by Part III of this Form 10-K is incorporated by reference from our Proxy Statement as set forth below. The Proxy Statement is expected to be filed within 120 days of December 31, 2014.

Item 10. ***Directors, Executive Officers and Corporate Governance.***

Information with respect to our directors appears in our Proxy Statement under “Proposal No. 1 — Election of Directors — Nominees for the Board of Directors” and is incorporated herein by reference. Information with respect to our executive officers appears in Part I, Item 1 — “Executive Officers” of this Form 10-K.

Information with respect to compliance with Section 16(a) of the Exchange Act, appears in our Proxy Statement under “Section 16 Beneficial Ownership Reporting Compliance” and is incorporated herein by reference.

Our Board of Directors has adopted a Code of Ethics (“Code of Ethics”) which is applicable to our principal executive officer, our principal financial officer and employees of the Company. Our Code of Ethics is available on our website at www.pdf.com, on the investor relations page. The Company's website address provided is not intended to function as a hyperlink, and the information on the Company's website is not, and should not be considered, part of this Annual Report on Form 10-K and is not incorporated by reference herein. You may also request a copy of our Code of Ethics in writing by sending your request to PDF Solutions, Inc., Attention: Investor Relations, 333 West San Carlos Street, Suite 1000, San Jose, California 95110. If we make any substantive amendments to the Code of Ethics or grant any waiver, including any implicit waiver, from a provision of the Code of Ethics to our Chief Executive Officer or Chief Financial Officer, we will disclose the nature of such amendment or waiver on our website or in a current report on Form 8-K.

Item 11. ***Executive Compensation.***

The information required by this item is incorporated herein by reference to the section entitled “Compensation of Executive Officers and Other Matters — Executive Compensation” in our Proxy Statement.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by this item is incorporated herein by reference to the section entitled “Security Ownership of Certain Beneficial Owners and Management” in our Proxy Statement. Also incorporated by reference is the information in the table under the heading "Equity Compensation Plan Information" in our Proxy Statement.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence.***

The information required by this item is incorporated herein by reference to the section entitled “Certain Relationships and Related Transactions and Directors Independence” in our Proxy Statement.

Item 14. ***Principal Accountant Fees and Services.***

Information with respect to Principal Accountant Fees and Services is incorporated by reference from our Proxy Statement.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules.***

The following documents are filed as part of this report:

(1) Consolidated Financial Statements and Reports of Independent Registered Public Accounting Firms

See Index to Consolidated Financial Statements.

See the Report of Independent Registered Public Accounting Firm.

(2) Financial Statement Schedules

All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto included in this Form 10-K.

(3) Exhibits required by Item 601 of Regulation S-K

The information required by this Section (a)(3) of Item 15 is set forth on the exhibit index that follows the Signature pages of this Form 10-K.

PDF SOLUTIONS, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of PDF Solutions, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows present fairly, in all material respects, the financial position of PDF Solutions, Inc. and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California

March 2, 2015

PDF SOLUTIONS, INC.

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2014	2013
	(In thousands, except par values)	
ASSETS		
Current assets:		
Cash and cash equivalents	$115,464	$89,371
Accounts receivable, net of allowances of $381 and $354, respectively	37,725	34,860
Deferred tax assets - current portion	3,343	5,920
Prepaid expenses and other current assets	2,888	3,632
Total current assets	159,420	133,783
Property and equipment, net	8,832	7,064
Intangible assets, net	—	31
Deferred tax assets - long-term portion	8,025	8,599
Other non-current assets	1,161	1,687
Total assets	$177,438	$151,164
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$803	$1,129
Accrued compensation and related benefits	6,112	7,707
Accrued and other current liabilities	1,733	1,593
Deferred revenues - current portion	3,740	2,096
Billings in excess of recognized revenues	—	343
Total current liabilities	12,388	12,868
Long-term income taxes payable	2,600	2,956
Other non-current liabilities	627	628
Total liabilities	15,615	16,452
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Preferred stock, $0.00015 par value, 5,000 shares authorized, no shares issued and outstanding	—	—
Common stock, $0.00015 par value, 70,000 shares authorized; shares issued 36,258 and 35,285, respectively; shares outstanding 31,116 and 30,437, respectively	5	5
Additional paid-in capital	248,734	233,813
Treasury stock, at cost, 5,142 and 4,848 shares, respectively	(34,048)	(28,905)
Accumulated deficit	(52,187)	(70,649)
Accumulated other comprehensive income	(681)	448
Total stockholders' equity	161,823	134,712
Total liabilities and stockholders' equity	$177,438	$151,164

See accompanying notes to consolidated financial statements.

PDF SOLUTIONS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

	Year Ended December 31,		
	2014	**2013**	**2012**
	(In thousands, except per share amounts)		
Revenues:			
Design-to-silicon-yield solutions	$52,769	$61,710	$59,061
Gainshare performance incentives	47,394	39,743	30,479
Total revenues	100,163	101,453	89,540
Cost of Design-to-silicon-yield solutions:			
Direct costs of Design-to-silicon-yield solutions	37,822	39,470	36,236
Impairment of deferred cost	1,892	—	—
Amortization of acquired technology	—	—	261
Total cost of Design-to-silicon-yield solutions	39,714	39,470	36,497
Gross profit	60,449	61,983	53,043
Operating expenses:			
Research and development	14,064	13,314	13,251
Selling, general and administrative	18,457	17,025	18,599
Amortization of other acquired intangible assets	31	74	174
Restructuring charges	57	197	1,889
Total operating expenses	32,609	30,610	33,913
Income from operations	27,840	31,373	19,130
Interest and other income (expense), net	119	(64)	(248)
Income before taxes	27,959	31,309	18,882
Income tax provision (benefit)	9,497	10,380	(18,329)
Net income	$18,462	$20,929	$37,211
Net income per share			
Basic	$0.60	$0.70	$1.30
Diluted	$0.58	$0.67	$1.25
Weighted average common shares			
Basic	30,743	29,826	28,700
Diluted	31,939	31,393	29,809
Net income	$18,462	$20,929	$37,211
Other comprehensive income:			
Foreign currency translation adjustments, net of tax	(1,129)	397	134
Reclassification adjustment for other-than-temporary impairment on auction-rate-securities recognized in earnings, net of tax	—	—	216
Comprehensive income	$17,333	$21,326	$37,561

See accompanying notes to consolidated financial statements.

PDF SOLUTIONS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS’ EQUITY

	Common Stock			Treasury Stock			Accumulated Other	
	Shares	Amount	Additional Paid-In Capital	Shares	Amount	Accumulated Deficit	Comprehensive Income (Loss)	Total
	(In Thousands)							
Balances, January 1, 2012	28,304	$ 4	$ 208,826	4,331	$ (22,899)	$ (128,789)	$ (299)	$ 56,843
Issuance of common stock in connection with employee stock purchase plan	201	-	978	-	-	-	-	978
Issuance of common stock in connection with exercise of options	1,019	-	5,528	-	-	-	-	5,528
Vesting of restricted stock units	172	-	-	-	-	-	-	-
Purchases of treasury stock in connection with tax withholdings on restricted stock grants	(45)	-	-	45	(511)	-	-	(511)
Purchases of treasury stock	(425)	-	-	425	(4,368)	-	-	(4,368)
Stock-based compensation expense	-	-	4,880	-	-	-	-	4,880
Tax benefit from employee stock plans			149					149
Comprehensive income	-	-	-	-	-	37,211	350	37,561
Balances, December 31, 2012	29,226	$ 4	$ 220,361	4,801	$ (27,778)	$ (91,578)	$ 51	$ 101,060
Issuance of common stock in connection with employee stock purchase plan	184	-	1,317	-	-	-	-	1,317
Issuance of common stock in connection with exercise of options	871	1	5,338	-	-	-	-	5,339
Vesting of restricted stock units	217	-	-	-	-	-	-	-
Purchases of treasury stock in connection with tax withholdings on restricted stock grants	(61)	-	-	61	(1,283)	-	-	(1,283)

Issuance of treasury stock		-	(156)	(14)	156	-	-	-
Stock-based compensation expense	-	-	6,591	-	-	-	-	6,591
Tax benefit from employee stock plans			362					362
Comprehensive income	-	-	-	-	-	20,929	397	21,326
Balances, December 31, 2013	30,437	$ 5	$ 233,813	4,848	$ (28,905)	$ (70,649)	$ 448	$ 134,712
Issuance of common stock in connection with employee stock purchase plan	114	-	1,437	-	-	-	-	1,437
Issuance of common stock in connection with exercise of options	509	-	3,225	-	-	-	-	3,225
Vesting of restricted stock units	350	-	-	-	-	-	-	-
Purchases of treasury stock in connection with tax withholdings on restricted stock grants	(100)	-	-	100	(1,577)	-	-	(1,577)
Purchase of treasury stock	(194)	-	-	194	(3,566)	-	-	(3,566)
Stock-based compensation expense	-	-	8,512	-	-	-	-	8,512
Tax benefit from employee stock plans			1,747					1,747
Comprehensive income	-	-	-	-	-	18,462	(1,129)	17,333
Balances, December 31, 2014	31,116	$ 5	$ 248,734	5,142	$ (34,048)	$ (52,187)	$ (681)	$ 161,823

See accompanying notes to consolidated financial statements.

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PDF SOLUTIONS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2014	2013	2012
	(In thousands)		
Operating activities:			
Net income	$18,462	$20,929	$37,211
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,010	1,385	515
Stock-based compensation expense	8,547	6,693	4,891
Impairment of deferred costs	1,892	—	—
Amortization of acquired intangible assets	31	74	434
Deferred taxes	2,886	5,539	(20,060)
Purchases of treasury stock in connection with tax withholdings on restricted stock grants	(1,577)	(1,283)	(511)
Provision for doubtful accounts	27	3	97
Unrealized loss on foreign currency forward contract	50	—	—
Loss (gain) on disposal of assets	(242)	(7)	45
Gain on sale of investments	—	—	(50)
Net impairment of investments	—	—	75
Tax benefit related to stock-based compensation expense	1,747	362	149
Excess tax benefit from stock-based compensation expense	(1,635)	(353)	(114)
Changes in operating assets and liabilities:			
Accounts receivable, net of allowances	(2,892)	(636)	(12,150)
Prepaid expenses and other assets	(657)	(1,053)	(1,250)
Accounts payable	(1,516)	(566)	722
Accrued compensation and related benefits	(1,421)	(3,216)	5,669
Accrued and other liabilities	7	(913)	13
Deferred revenues	1,713	(1,131)	352
Billings in excess of recognized revenues	(343)	(464)	(1,282)
Net cash provided by operating activities	27,089	25,363	14,756
Investing activities:			
Proceeds from the sale of investments	—	—	975
Proceeds from the sale of property and equipment	285	—	—
Purchases of property and equipment	(3,958)	(4,628)	(2,334)
Net cash used in investing activities	(3,673)	(4,628)	(1,359)
Financing activities:			
Exercise of stock options	3,225	5,339	5,527
Proceeds from employee stock purchase plan	1,437	1,317	977
Purchases of treasury stock	(3,566)	—	(4,368)
Excess tax benefit from stock-based compensation expense	1,635	353	114
Net cash provided by financing activities	2,731	7,009	2,250
Effect of exchange rate changes on cash and cash equivalents	(54)	(10)	(51)
Net increase in cash and cash equivalents	26,093	27,734	15,596

Cash and cash equivalents, beginning of year	89,371	61,637	46,041
Cash and cash equivalents, end of year	$115,464	$89,371	$61,637
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Taxes	$4,222	$4,747	$1,665
Interest	$—	$—	$—
Property and equipment received and accrued in accounts payable and accrued and other liabilities	$212	$312	$486

See accompanying notes to consolidated financial statements.

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PDF SOLUTIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business and Significant Accounting Policies

PDF Solutions, Inc. (the "Company" or "PDF"), provides infrastructure technologies and services to improve yield and optimize performance of integrated circuits. The Company's approach includes manufacturing simulation and analysis, combined with yield improvement methodologies to increase product yield and performance.

Basis of Presentation — The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries after the elimination of all significant intercompany balances and transactions.

Use of Estimates — The preparation of financial statements in conformity with generally accepted accounting principles in the United States ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates in these financial statements include revenue recognition for fixed-price solution implementation service contracts, stock-based compensation expense and accounting for income taxes. Actual results could differ from those estimates.

Concentration of Credit Risk — Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents with what it considers high credit quality financial institutions.

The Company primarily sells its technologies and services to companies in Asia, Europe and North America within the semiconductor industry. As of December 31, 2014, three customers accounted for 80% of the Company's gross accounts receivable and 79% of the Company's revenues for 2014. As of December 31, 2013, three customers accounted for 76% of the Company's gross accounts receivable and 74% of the Company's revenues for 2013. See Note 10 for further details. The Company does not require collateral or other security to support accounts receivable. To reduce credit risk, management performs ongoing credit evaluations of its customers' financial condition. The Company maintains allowances for potential credit losses. The allowance for doubtful accounts, which was based on management's best estimates, could be adjusted in the near term from current estimates depending on actual experience. Such adjustments could be material to the consolidated financial statements.

Cash, Cash Equivalents and Short-term Investments — The Company considers all highly liquid investments with an original maturity of 90 days or less to be cash equivalents. Investments with original maturities greater than three months and less than one year are classified as short-term investments.

Property and Equipment — Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related asset as follows:

Computer equipment (years)	3
Software (years)	3
Furniture, fixtures, and equipment (years)	5 - 7
Leasehold improvements	Shorter of estimated useful life or term of lease

Long-lived Assets — The Company's long-lived assets, excluding goodwill, consist of property and equipment and other acquired intangibles. The Company periodically reviews its long-lived assets for impairment. For assets to be held and used, the Company initiates its review whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset group may not be recoverable. Recoverability of an asset group is measured by comparison of its carrying amount to the expected future undiscounted cash flows that the asset group is expected to generate. If it is determined that an asset group is not recoverable, an impairment loss is recorded in the amount by which the carrying amount of the asset group exceeds its fair value.

Revenue Recognition — The Company derives revenue from two sources: Design-to-silicon-yield solutions and Gainshare performance incentives.

Design-to-silicon-yield solutions — Revenues that are derived from Design-to-silicon-yield solutions come from services and software licenses. The Company recognizes revenue for each element of Design-to-silicon-yield solutions as follows:

The Company generates a significant portion of its Design-to-silicon-yield solutions revenue from fixed-price solution implementation service contracts delivered over a specific period of time. These contracts require reliable estimation of costs to perform obligations and the overall scope of each engagement. Revenue under project–based contracts for solution implementation services is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting. Losses on fixed-price solution implementation contracts are recognized in the period when they become probable. Revisions in profit estimates are reflected in the period in which the conditions that require the revisions become known and can be estimated. Revenue under time and materials contracts for solution implementation services are recognized as the services are performed. On occasion, the Company licenses its software products as a component of its fixed-price service contracts. In such instances, the software products are licensed to customers over a specified term of the agreement with support and maintenance to be provided at each customer's option over the license term. The amount of product and service revenue recognized in a given period is affected by the Company’s judgment as to whether an arrangement includes multiple deliverables and, if so, the Company’s determination of the fair value of each deliverable. In general, vendor-specific objective evidence of selling price (“VSOE”) does not exist for the Company’s solution implementation services and software products and because the Company’s services and products include our unique technology, the Company is not able to determine third-party evidence of selling price (“TPE”). Therefore, in such circumstances the Company uses best estimated selling prices (“BESP”) in the allocation of arrangement consideration. In determining BESP, the Company applies significant judgment as the Company’s weighs a variety of factors, based on the facts and circumstances of the arrangement. The Company typically arrives at BESP for a product or service that is not sold separately by considering company-specific factors such as geographies, internal costs, gross margin objectives, pricing practices used to establish bundled pricing, and existing portfolio pricing and discounting. After fair value is established for each deliverable, the total transaction amount is allocated to each deliverable based upon its relative fair value. Fees allocated to solution implementation services are recognized using the cost-to-cost percentage of completion method of contract accounting. Fees allocated to software and related support and maintenance are recognized under software revenue recognition guidance.

The Company defers certain pre-contract costs incurred for specific anticipated contracts. Deferred costs consist primarily of direct costs to provide solution implementation services in relation to the specific anticipated contracts. The Company recognizes such costs as a component of cost of revenues, the timing of which is dependent upon persuasive evidence of contract arrangement assuming all other revenue recognition criteria are met. At the end of the reporting period, the Company evaluates its deferred costs for their probable recoverability. The Company recognizes impairment of deferred costs when it is determined that the costs no longer have future benefits and are no longer recoverable. Deferred costs balance was $0.1 million and $0.7 million as of December 31, 2014 and December 31, 2013, respectively. The balance was included in prepaid expenses and other current assets in the accompanying condensed consolidated balance sheets. During the year ended December 31, 2014, the Company impaired $1.9 million of deferred pre-contract costs for two contracts with a customer as it was determined that the costs were no longer recoverable. The impairment charges were recorded in the impairment of deferred costs in the accompanying condensed consolidated statements of operations and comprehensive income.

The Company also licenses its software products separately from its solution implementations. For software license arrangements that do not require significant modification or customization of the underlying software, software license revenue is recognized under the residual method when (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the fee is fixed or determinable, (4) collectability is probable, and (5) the arrangement does not require services that are essential to the functionality of the software. When arrangements include multiple elements such as support and maintenance, consulting (other than for its fixed price solution implementations), installation, and training, revenue is allocated to each element of a transaction based upon its fair value as determined by the Company’s VSOE and such services are recorded as services revenue. VSOE for maintenance is generally established based upon negotiated renewal rates while VSOE for consulting, installation, and training services is established based upon the Company’s customary pricing for such services when sold separately. Revenue for software licenses with extended payment terms is not recognized in excess of amounts due. For software license arrangements that require significant modification or customization of the underlying software, the software license revenue is recognized as services are performed using the cost-to-cost percentage of completion method of contract accounting, and such revenue is recorded as services revenue.

Gainshare Performance Incentives — When the Company enters into a contract to provide yield improvement services, the contract usually includes two components: (1) a fixed fee for performance by the Company of services delivered over a specific period of time; and (2) a Gainshare performance incentive component where the customer may pay a contingent variable fee, usually after the fixed fee period has ended. Revenue derived from Gainshare performance incentives represents profit sharing and performance incentives earned contingent upon the Company's customers reaching certain defined operational levels established in related solution implementation service contracts. Gainshare performance incentives periods are usually subsequent to the delivery of all contractual services and therefore have no cost to the Company. Due to the uncertainties surrounding attainment of such operational levels, the Company recognizes Gainshare performance incentives revenue (to the extent of completion of the related solution implementation contract) upon receipt of performance reports or other related information from the customer supporting the determination of amounts and probability of collection.

Accounts Receivable — Accounts receivable includes amounts that are unbilled at the end of the period. Unbilled accounts receivable are determined on an individual contract basis and were approximately $9.7 million and $8.0 million at December 31, 2014 and 2013, respectively. The Company performs ongoing credit evaluations of its customers' financial condition. An allowance for doubtful accounts is maintained for probable credit losses based upon the Company's assessment of the expected collectability of the accounts receivable. The allowance for doubtful accounts is reviewed on a quarterly basis to assess the adequacy of the allowance.

Allowance for doubtful accounts are summarized below:

	Balance at Beginning of Period	**Charged to Costs and Expenses**	**Deductions/ Write-offs of Accounts**	**Balance at End of Period**
Allowance for doubtful accounts				
2014	$ 354	$ 27	$ —	$ 381
2013	$ 351	$ 3	$ —	$ 354
2012	$ 254	$ 97	$ —	$ 351

Software Development Costs — Costs for the development of new software products and substantial enhancements to existing software products are expensed as incurred until technological feasibility has been established, at which time any additional costs would be capitalized. Because the Company believes its current process for developing software is essentially completed concurrently with the establishment of technological feasibility, no costs have been capitalized to date.

Research and Development — Research and development expenses are charged to operations as incurred.

Stock-Based Compensation — Stock-based compensation is estimated at the grant date based on the award's fair value and is recognized on a straight-line basis over the vesting periods, generally four years. As stock-based compensation expense recognized is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company has elected to use the Black-Scholes-Merton option-pricing model, which incorporates various assumptions including volatility, expected life and interest rates. The expected volatility is based on the historical volatility of the Company's common stock over the most recent period commensurate with the estimated expected life of the Company's stock options. The expected life of an award is based on historical experience and on the terms and conditions of the stock awards granted to employees. The interest rate assumption is based upon observed Treasury yield curve rates appropriate for the expected life of the Company's stock options.

Income Taxes – The Company's provision for income tax comprises its current tax liability and change in deferred tax assets and liabilities. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities. The measurement of current and deferred tax assets and liabilities is based on provisions of enacted tax laws; the effect of future changes in tax laws or rates are not anticipated. Valuation allowances are provided to reduce deferred tax assets to an amount that in management's judgment is more likely than not to be recoverable against future taxable income. No U.S. taxes are provided on earnings of non-U.S. subsidiaries, to the extent such earnings are deemed to be permanently invested. The Company's income tax calculations are based on application of the respective U.S. federal, state or foreign tax laws. The Company's tax filings, however, are subject to audit by the respective tax authorities. Accordingly, the Company recognizes tax liabilities based upon its estimate of whether, and the extent to which, additional taxes will be due when such estimates are more-likely-than-not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. To the extent the final tax liabilities are different than the amounts originally accrued, the increases or decreases are recorded as income tax expense or benefit in the consolidated statements of operations.

Net Income Per Share – Basic net income per share is computed by dividing net income by weighted average number of common shares outstanding for the period (excluding outstanding stock options and shares subject to repurchase). Diluted net income per share is computed using the weighted-average number of common shares outstanding for the period plus the potential effect of dilutive securities which are convertible into common shares (using the treasury stock method), except in cases in which the effect would be anti-dilutive. Dilutive potential common shares consist of incremental common shares issuable upon exercise of stock options, upon vesting of restricted stock units, contingently issuable shares for all periods and assumed issuance of shares under employee stock purchase plan. No dilutive potential common shares are included in the computation of any diluted per share amount when a loss from continuing operations was reported by the Company.

Foreign Currency Translation — The functional currency of the Company's foreign subsidiaries is the local currency for the respective subsidiary. The assets and liabilities are translated at the period-end exchange rate, and statements of operations are translated at the average exchange rate during the year. Gains and losses resulting from foreign currency translations are included as a component of other comprehensive income (loss). Gains and losses resulting from foreign currency transactions are included in the consolidated statement of operations.

Derivative Financial Instruments — The Company operates internationally and is exposed to potentially adverse movements in foreign currency exchange rates. The Company enters into foreign currency forwards contracts to reduce the exposure to foreign currency exchange rate fluctuations on certain foreign currency denominated monetary assets and liabilities. The Company does not use foreign currency contracts for speculative or trading purposes. The Company records these forward contracts at fair value. The counterparty to these foreign currency forward contracts is a large global financial institution that the Company believes is creditworthy, and therefore, we believe the credit risk of counterparty non-performance is not significant. These foreign currency forward contracts are not designated for hedge accounting treatment. Therefore, the change in fair value of these derivatives is recorded into earnings as a component of other income (expense), net and offsets the change in fair value of the foreign currency denominated monetary assets and liabilities, which are also recorded in other income (expense), net. The duration of these forward contracts is usually between two to three months.

Litigation — From time to time, the Company is subject to various claims and legal proceedings that arise in the ordinary course of business. The Company accrues for losses related to litigation when a potential loss is probable and the loss can be reasonably estimated in accordance with Financial Accounting Standard Board ("FASB") requirements. As of December 31, 2014, The Company is not party to any material legal proceedings, thus no loss was probable and no amount was accrued.

Recent Accounting Pronouncements —

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers". The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount

that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. The updated standard will replace existing revenue recognition guidance under GAAP when it becomes effective. Early adoption is not permitted. The updated standard will be effective for the Company beginning January 1, 2017 and can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. The Company has not yet selected a transition method and is currently evaluating the impact of adopting this new accounting standard on its financial statements.

In August 2014, the FASB issued Accounting Standards Update (“ASU”) No. 2014-15, “Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern”. The new standard provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our financial statements.

2. Property and Equipment

Property and equipment consist of (in thousands):

	December 31,	
	2014	**2013**
Computer equipment	$9,817	$9,969
Software	3,369	3,441
Furniture, fixtures, and equipment	756	734
Leasehold improvements	1,127	1,052
Test equipment	6,401	4,928
Construction-in-progress	2,405	1,421
	23,875	21,545
Accumulated depreciation and amortization	(15,043)	(14,481)
	$8,832	$7,064

Depreciation and amortization expense for years ended December 31, 2014, 2013 and 2012 was $2.0 million, $1.4 million and $0.5 million, respectively.

3. Intangible Assets

Intangible assets balance was zero and $31,000 as of December 31, 2014 and 2013, respectively. Intangible asset amortization expense for the years ended December 31, 2014, 2013 and 2012 was $31,000, $74,000, and $0.4 million, respectively.

Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. During the years ended December 31, 2014, 2013 and 2012, there were no indicators of impairment related to the Company’s intangible assets.

4. Other Non-Current Liabilities

Other non-current liabilities consist of (in thousands):

	December 31,	
	2014	**2013**
Non-current portion of deferred rent	$314	$384
Non-current portion of deferred revenues	313	244
Total other non-current liabilities	$627	$628

5. Commitments and Contingencies

Leases — The Company leases administrative and sales offices and certain equipment under noncancelable operating leases, which contain various renewal options and, in some cases, require payment of common area costs, taxes and utilities. These operating leases expire at various times through 2019. Rent expense was $2.1 million, $2.0 million and $2.2 million in 2014, 2013 and 2012, respectively.

Future minimum lease payments under noncancelable operating leases at December 31, 2014 are as follows (in thousands):

Year Ending December 31,	
2015	$1,827
2016	1,744
2017	1,402
2018	794
2019	58
Total future minimum lease payments	$5,825

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Indemnifications — The Company generally provides a warranty to its customers that its software will perform substantially in accordance with documented specifications typically for a period of 90 days following delivery of its products. The Company also indemnifies certain customers from third-party claims of intellectual property infringement relating to the use of its products. Historically, costs related to these guarantees have not been significant. The Company is unable to estimate the maximum potential impact of these guarantees on its future results of operations.

Purchase obligations — The Company has purchase obligations with certain suppliers for the purchase of goods and services entered in the ordinary course of business. As of December 31, 2014, total outstanding purchase obligations were $3.1 million which are primarily due within the next 12 months.

Indemnification of Officers and Directors — As permitted by the Delaware general corporation law, the Company has included a provision in its certificate of incorporation to eliminate the personal liability of its officers and directors for monetary damages for breach or alleged breach of their fiduciary duties as officers or directors, other than in cases of fraud or other willful misconduct.

In addition, the Bylaws of the Company provide that the Company is required to indemnify its officers and directors even when indemnification would otherwise be discretionary, and the Company is required to advance expenses to its officers and directors as incurred in connection with proceedings against them for which they may be indemnified. The Company has entered into indemnification agreements with its officers and directors containing provisions that are in some respects broader than the specific indemnification provisions contained in the Delaware general corporation law. The indemnification agreements require the Company to indemnify its officers and directors against liabilities that may arise by reason of their status or service as officers and directors other than for liabilities arising from willful misconduct of a culpable nature, to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain directors' and officers' insurance if available on reasonable terms. The Company has obtained directors' and officers' liability insurance in amounts comparable to other companies of the Company's size and in the Company's industry. Since a maximum obligation of the Company is not explicitly stated in the Company's Bylaws or in its indemnification agreements and will depend on the facts and circumstances that arise out of any future claims, the overall maximum amount of the obligations cannot be reasonably estimated.

Litigation — From time to time, the Company is subject to various claims and legal proceedings that arise in the ordinary course of business. The Company accrues for losses related to litigation when a potential loss is probable and the loss can be reasonably estimated in accordance with FASB requirements. As of December 31, 2014, the Company was not party to any material legal proceedings, thus no loss was probable and no amount was accrued.

6. Stockholders' Equity

Stock-based compensation expenses related to the Company's employee stock purchase plan and stock plans were allocated as follows (in thousands):

	Years Ended December 31,		
	2014	**2013**	**2012**
Cost of Design-to-silicon-yield solutions	$3,419	$2,736	$1,786
Research and development	1,709	1,583	1,083
Selling, general and administrative	3,419	2,374	2,022
Stock-based compensation expense	$8,547	$6,693	$4,891

The stock-based compensation expense for the year ended December 31, 2014 and 2013 in the table above includes expense related to cash-settled stock appreciation rights ("SARs") granted to certain employees which totaled $34,000 and $102,000, respectively. The Company accounted for these awards as a liability and the amount was included in accrued compensation and related benefits.

Stock-based compensation is estimated at the grant date based on the award's fair value and is recognized on a straight-line basis over the vesting periods, generally four years. As stock-based compensation expense recognized is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

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The Company has elected to use the Black-Scholes-Merton option-pricing model, which incorporates various assumptions including volatility, expected life and interest rates. The expected volatility is based on the historical volatility of the Company’s common stock over the most recent period commensurate with the estimated expected life of the Company’s stock options. The expected life of an award is based on historical experience and on the terms and conditions of the stock awards granted to employees. The interest rate assumption is based upon observed Treasury yield curve rates appropriate for the expected life of the Company’s stock options.

The fair value of equity awards granted was estimated on the date of grant with the following weighted average assumptions:

	Stock Plans			**Employee Stock Purchase Plan**		
	2014	**2013**	**2012**	**2014**	**2013**	**2012**
Expected life (in years)	4.6	4.8	4.8	1.25	1.25	1.25
Volatility	44.0%	54.1%	59.2%	33.4%	45.3%	51.6%
Risk-free interest rate	1.54%	1.03%	0.77%	0.21%	0.19%	0.18%
Expected dividend	—	—	—	—	—	—

On December 31, 2014, the Company had in effect the following stock-based compensation plans:

Stock Plans — At the annual meeting of stockholders on November 16, 2011, the Company’s stockholders approved the 2011 Stock Incentive Plan, which was amended and restated at the 2013 annual meeting of stockholders on May 28, 2013, when the Company’s stockholders approved the First Amended and Restated 2011 Stock Incentive Plan, and then subsequently amended at the 2014 annual meeting of stockholders on May 27, 2014, when the Company’s stockholders approved the Second Amended and Restated 2011 Incentive Plan (as amended, the “2011 Plan”). Under the 2011 Plan, the Company may award stock options, stock appreciation rights, stock grants or stock units covering shares of the Company's common stock to employees, directors, non-employee directors and contractors. The aggregate number of shares reserved for awards under this plan is 6,550,000 shares, plus up to 3,500,000 shares previously issued under the 2001 Plan that are forfeited or repurchased by the Company or shares subject to awards previously issued under the 2001 Plan that expire or that terminate without having been exercised or settled in full on or after November 16, 2011. In case of awards other than options or stock appreciation rights, the aggregate number of shares reserved under the plan will be decreased at a rate of 1.33 shares issued pursuant to such awards. The exercise price for stock options must generally be at prices no less than the fair market value at the date of grant. Stock options generally expire ten years from the date of grant and become vested and exercisable over a four-year period.

In 2001, the Company adopted a 2001 Stock Plan (the “2001 Plan”). In 2003, in connection with its acquisition of IDS Systems Inc., the Company assumed IDS’ 2001 Stock Option / Stock Issuance Plan (the “IDS Plan”). Both of the 2001 and the IDS Plans expired in 2011. Stock options granted under the 2001 and IDS Plans generally expire ten years from the date of grant and become vested and exercisable over a four-year period. Although no new awards may be granted under the 2001 or IDS Plans, awards made under the 2001 and IDS Plans that are currently outstanding remain subject to the terms of each such plan.

As of December 31, 2014, 7.0 million shares of common stock were reserved to cover stock-based awards under the 2011 Plan, of which 4.0 million shares were available for future grant. The number of shares reserved and available under the 2011 Plan includes 0.4 million shares that were subject to awards previously made under the 2001 Plan and were forfeited, expired or repurchased by the Company after adoption of the 2011 Plan through December 31, 2014. As of December 31, 2014, there were no outstanding awards that had been granted outside of the 2011, 2001 or the IDS Plans (collectively, the "Stock Plans").

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Additional information with respect to options under the Plans is as follows:

	Outstanding Options Number of Options (in thousands)	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, January 1, 2012	3,872	5.91		
Granted (weighted average fair value of $4.38 per share)	1,216	8.80		
Exercised	(1,019)	5.42		
Canceled	(216)	6.34		
Expired	(43)	9.78		
Outstanding, December 31, 2012	3,810	6.91		
Granted (weighted average fair value of $7.75 per share)	77	17.12		
Exercised	(871)	6.13		
Canceled	(114)	8.76		
Expired	(22)	5.98		
Outstanding, December 31, 2013	2,880	7.35		
Granted (weighted average fair value of $6.66 per share)	28	17.40		
Exercised	(509)	6.33		
Canceled	(40)	10.03		
Expired	(7)	7.41		
Outstanding, December 31, 2014	2,352	7.65	5.72	$ 17,218
Vested and expected to vest, December 31, 2014	2,329	7.62	5.70	$ 17,103
Exercisable, December 31, 2014	1,858	7.21	5.27	$ 14,304

The aggregate intrinsic value in the table above represents the total intrinsic value based on the Company's closing stock price of $14.86 as of December 31, 2014, which would have been received by the option holders had all option holders exercised their options as of that date. The total intrinsic value of options exercised during the year ended December 31, 2014, 2013 and 2012 was $6.7 million, $11.9 million and $5.8 million.

As of December 31, 2014, there was $2.1 million of total unrecognized compensation cost net of forfeitures related to unvested stock options. That cost is expected to be recognized over a weighted average period of 1.36 years. The total fair value of options vested during the year ended December 31, 2014 was $2.2 million. As of December 31, 2013,

there was $4.1 million of total unrecognized compensation cost net of forfeitures related to unvested stock options. That cost is expected to be recognized over a weighted average period of 2.07 years. The total fair value of options vested during the year ended December 31, 2013 was $2.9 million.

Nonvested shares (restricted stock units) were as follows:

	Shares (in thousands)	**Weighted-Average Grant-Date Fair Value**
Nonvested, January 1, 2012	303	7.82
Granted	359	8.97
Vested	(172)	9.87
Forfeited	(40)	7.66
Nonvested, December 31, 2012	450	7.97
Granted	562	18.25
Vested	(217)	11.01
Forfeited	(36)	11.08
Nonvested, December 31, 2013	759	14.44
Granted	569	19.42
Vested	(350)	14.43
Forfeited	(37)	18.00
Nonvested, December 31, 2014	941	17.38

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As of December 31, 2014, there was $13.8 million of total unrecognized compensation cost related to restricted stock rights. That cost is expected to be recognized over a weighted average period of 2.63 years. Restricted stock units do not have rights to dividends prior to vesting.

Employee Stock Purchase Plan — In July 2001, the Company adopted a ten-year Employee Stock Purchase Plan ("Purchase Plan") under which eligible employees can contribute up to 10% of their compensation, as defined in the Purchase Plan, towards the purchase of shares of PDF common stock at a price of 85% of the lower of the fair market value at the beginning of the offering period or the end of the purchase period. The Purchase Plan consists of twenty-four-month offering periods with four six-month purchase periods in each offering period. Under the Purchase Plan, on January 1 of each year, starting with 2002, the number of shares reserved for issuance will automatically increase by the lesser of (1) 675,000 shares, (2) 2% of the Company's outstanding common stock on the last day of the immediately preceding year, or (3) the number of shares determined by the board of directors. At the annual meeting of stockholders on May 18, 2010, the Company's stockholders approved an amendment to the Purchase Plan to extend it through May 17, 2020. As of December 31, 2014, 4.5 million shares of the Company's common stock have been reserved for issuance under the Purchase Plan. During 2014, 2013 and 2012, the number of shares issued were 114,000, 184,000 and 201,000, respectively, at a weighted average price of $12.62, $7.16 and $4.86 per share, respectively. As of December 31, 2014, 1.2 million shares were available for future issuance under the Purchase Plan. The weighted average estimated fair value of shares granted under the Purchase Plan during 2014, 2013 and 2012 was $6.41, $5.56 and $3.00 per share, respectively. For the year ended December 31, 2014, 2013 and 2012, the Purchase Plan compensation expense was $0.6 million, $0.6 million and $0.4 million, respectively. As of December 31, 2014, there was $0.2 million of unrecognized compensation cost related to the Purchase Plan. That cost is expected to be recognized over a weighted average period of 0.7 years.

Stock Repurchase Program — On October 29, 2007, the Board of Directors adopted a program to repurchase up to $10.0 million of the Company's common stock on the open market. The initial program was for three years, but on October 19, 2010, the Board of Directors authorized an extension of, and an increase in, the program and the aggregate amount available to repurchase between October 19, 2010 and October 29, 2012 was reset to $10.0 million of the Company's common stock, meaning a total of $19.3 million was available. The program expired on October 29, 2012, as of which date, 3.8 million shares had been repurchased at the average price of $4.53 per share and a total purchase price of $17.0 million. On November 8, 2012, the Board of Directors adopted a program to repurchase up to $20.0 million of the Company's common stock on the open market over the next two years. As of December 31, 2014, 230,311 shares had been repurchased at the average price of $17.56 per share under this program, at a total purchase of $4.0 million. The program expired on November 8, 2014. On October 21, 2014, the Board of Directors adopted a new program, effectively immediately, to repurchase up to $25.0 million of the Company's common stock both on the open market and in privately negotiated transactions over the next two years. As of December 31, 2014, no shares had been repurchased under this new program.

7. Restructuring

From time to time, the Company has implemented restructuring plans. For the year ended on December 31, 2014, 2013 and 2012, the Company recorded total restructuring charges of $57,000, $0.2 million and $1.8 million, respectively. As of December 31, 2014, the Company had no outstanding restructuring accrual balance.

October 2012 Plan

On October 24, 2012, the Company announced a restructuring plan as part of the Company's efforts to simplify the organization, leverage cross-training and learning, and reduce annual operations expenses. Under this plan, the Company has recorded restructuring charges of $2.2 million, which primarily consisted of employee severance costs of $2.1 million. The following table summarizes the activities of these restructuring liabilities (in thousands):

	Severance	Professional and Other Fees	Total
Balances, January 1, 2012	$ —	$ —	$—
Restructuring charges	1,733	73	1,806
Payments	(848)	(62)	(910)
Balances, December 31, 2012	$ 885	$ 11	$896
Restructuring charges	249	51	300
Payments	(1,121)	(62)	(1,183)
Balances, December 31, 2013	$ 13	$ —	$13
Restructuring charges	57	—	57
Payments	(70)	—	(70)
Balances, December 31, 2014	$ —	$ —	$—

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8. Income Taxes

	Year Ended December 31,		
	2014	2013	2012
	(In thousands)		
U.S.			
Current	$3,032	$719	$271
Deferred	2,882	5,432	(19,863)
Foreign			
Current	476	291	512
Withholding	3,103	3,830	948
Deferred	4	108	(197)
Total provision (benefit)	$9,497	$10,380	$(18,329)

During the years ended December 31, 2014, 2013 and 2012, income before taxes from U.S. operations was $26.2 million, $29.6 million and $17.7 million, respectively, and income before taxes from foreign operations was $1.8 million, $1.7 million and $1.2 million, respectively.

The income tax provision (benefit) differs from the amount estimated by applying the statutory federal income tax rate (35%) for the following reasons (in thousands):

	Year Ended December 31,		
	2014	2013	2012
Federal statutory tax provision	$9,786	$10,958	$6,609
State tax provision (benefit)	56	581	(925)
Stock compensation expense	540	393	644
Tax credits	(3,924)	(5,424)	(722)
Foreign tax, net	3,170	3,884	906
Change in valuation allowance	—	—	(25,223)
Other	(131)	(12)	382
Tax provision (benefit)	$9,497	$10,380	$(18,329)

As of December 31, 2014, the Company had California net operating loss carry-forwards (“NOLs”) of approximately $6.2 million. The California NOLs begin expiring after 2031.

The Company's 2012 tax provision did not include the benefit of the 2012 federal R&D credit. On January 2, 2013, the President of the United States signed into law The American Taxpayer Relief Act of 2012. Under prior U.S. law, a taxpayer was entitled to a research tax credit for qualifying amounts paid or incurred on or before December 31, 2011. The 2012 Taxpayer Relief Act extended the research tax credit for two years to December 31, 2013. The extension of the research tax credit was retroactive to January 1, 2012 and included amounts paid or incurred after December 31, 2011. As of December 31, 2014, the Company had federal and state research and experimental and other tax credit ("R&D credits") carry-forwards of approximately $9.2 million and $12.4 million, respectively. The federal credits begin to expire after 2025, while the California credits have no expiration. The extent to which the federal and state credit carry forwards can be used to offset future tax liabilities, respectively, may be limited, depending on the extent of ownership changes within any three-year period as provided in the Tax Reform Act of 1986 and the California Conformity Act of 1987.

The Company assesses its deferred tax assets for recoverability on a regular basis, and where applicable, a valuation allowance is recorded to reduce the total deferred tax asset to an amount that will, more likely than not, be realized in the future. In fiscal year 2008, management concluded that it was more likely than not that the Company's net deferred tax assets would not be fully realizable. As a result of management's evaluation, the Company recorded valuation allowances against substantially all of its net deferred tax assets at that time. The Company evaluates positive and negative evidence at each financial reporting period to determine whether it is more likely than not that the Company's deferred tax assets would be realizable. In accordance with such process, at December 31, 2012, the Company again evaluated the available objective evidence, both positive and negative, and concluded that it was more likely than not at that time that a portion of its deferred tax assets would be realizable, and accordingly, the Company determined that valuation allowances aggregating to $19.9 million were no longer needed. This amount released from the valuation allowance has been reported as a component of income tax benefit in the accompanying Consolidated Statement of Operations for the year ended December 31, 2012. The remaining balance of the valuation allowance primarily relates to California R&D tax credits that have not met the "more-likely-than-not" realization threshold criteria. Under current tax law, the Company on an annual basis generates more California credits than California tax. As a result, at December 31, 2014 and 2013, the excess credits of $5.4 million and $5.1 million, respectively continued to be subject to a full valuation allowance. The Company will continue to review its deferred tax assets in accordance with the applicable accounting standards. Net deferred tax assets balance as of December 31, 2014 and 2013 was $11.3 million and $14.5 million respectively. The balance as of December 31, 2014 consists of $3.3 million net deferred tax assets-current portion and $8.0 million net deferred tax assets-long-term portion. The balance as of December 31, 2013 consists of $5.9 million net deferred tax assets-current portion and $8.6 million net deferred tax assets-long-term portion.

Tax attributes related to stock option windfall deductions are not recorded until they result in a reduction of cash tax payable. Federal tax credits and state net operating losses from windfall deductions were excluded from the deferred tax asset balance as of December 31, 2014. As of December 31, 2014, the benefit of the federal credits and state net operating loss deferred tax assets of $5.1 million and $66,000, respectively, will be recorded to additional paid-in capital when they reduce cash taxes payable. As of December 31, 2013, the excluded windfall deductions for federal and state purposes were $4.9 million and $78,000, respectively.

The components of the net deferred tax assets are comprised of (in thousands):

	December 31,	
	2014	**2013**
Deferred tax Assets		
Net operating loss carry forward	$533	$621
Research and development and other credit carry forward	5,438	6,938
Foreign tax credit carry forward	1	—
Accruals deductible in different periods	3,021	3,931

Intangible assets	5,555	6,105
Stock-based compensation	2,861	2,491
Valuation allowance	(5,433)	(5,087)
Subtotal	$11,976	$14,999
Deferred tax liabilities		
Fixed assets	(632)	(478)
Net Deferred tax assets	$11,344	$14,521

In accordance with the provisions of the accounting standard relating to accounting for uncertain tax positions, the Company classifies its liabilities for income tax exposures as long-term. The Company includes interest and penalties related to unrecognized tax benefits within the Company's income tax provision. As of December 31, 2014 and 2013, the Company had accrued interest and penalties related to unrecognized tax benefits of $467,000 and $466,000, respectively. In the years ended December 31, 2014, 2013 and 2012, the Company recognized charges (credits) for interest and penalties related to unrecognized tax benefits in the consolidated statements of operations of $1,000, $39,000 and $(16,000), respectively.

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The Company’s total amount of unrecognized tax benefits, excluding interest and penalties, as of December 31, 2014 was $10.4 million, of which $6.3 million, if recognized, would affect the Company’s effective tax rate. The Company’s total amount of unrecognized tax benefits, excluding interest and penalties, as of December 31, 2013 was $10.2 million, of which $6.3 million, if recognized, would affect the Company's effective tax rate. As of December 31, 2014, the Company has recorded unrecognized tax benefits of $2.6 million, including interest and penalties, as long-term income taxes payable in its consolidated balance sheet. The remaining $8.3 million has been recorded net of our deferred tax assets, of which $4.1 million is subject to a full valuation allowance. The Company does not expect the change in unrecognized tax benefits over the next twelve months to materially impact its results of operations and financial position.

The Company conducts business globally and, as a result, files numerous consolidated and separate income tax returns in the U.S. federal, various state and foreign jurisdictions. Because the Company used some of the tax attributes carried forward from previous years to tax years that are still open, statutes of limitation remain open for all tax years to the extent of the attributes carried forward into tax year 2002 for federal and California tax purposes. The Company’s France income tax examinations for 2009 were closed during the fiscal year of 2012 with immaterial adjustments. The Company is not subject to income tax examinations in any other of its major foreign subsidiaries’ jurisdictions.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Amount
Gross unrecognized tax benefits, January 1, 2012	$ 9,644
Increases in tax positions for current year	616
Increase in tax positions for prior years	—
Lapse in statute of limitations	(707)
Gross unrecognized tax benefits, December 31, 2012	9,553
Increases in tax positions for current year	1,052
Increases in tax positions for prior years	—
Lapse in statute of limitations	(389)
Gross unrecognized tax benefits, December 31, 2013	10,216
Increases in tax positions for current year	809
Increases in tax positions for prior years	—
Lapse in statute of limitations	(597)
Gross unrecognized tax benefits, December 31, 2014	$ 10,428

Undistributed earnings of the Company’s foreign subsidiaries of $4.8 million are considered to be indefinitely reinvested and accordingly, no provision for federal and state income taxes has been provided thereon. Determination of the amount of unrecognized deferred tax liability related to these earnings is not practicable at this time.

Valuation allowance for deferred tax assets is summarized:

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions/ Write-offs of Accounts	Balance at End of Period
Valuation allowance for deferred tax assets				
2014	$ 5,087	$ 346	$ —	$ 5,433
2013	4,708	379	—	5,087
2012	30,731	—	(26,023)	4,708

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9. Net Income Per Share

Basic net income per share is computed by dividing net income by weighted average number of common shares outstanding for the period (excluding outstanding stock options and shares subject to repurchase). Diluted net income per share is computed using the weighted-average number of common shares outstanding for the period plus the potential effect of dilutive securities which are convertible into common shares (using the treasury stock method), except in cases in which the effect would be anti-dilutive. Under the treasury stock method, the amount that the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of the tax benefits that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares. The following is a reconciliation of the numerators and denominators used in computing basic and diluted net income per share (in thousands except per share amount):

	Year Ended December 31,		
	2014	**2013**	**2012**
Numerator:			
Net income	$18,462	$20,929	$37,211
Numerator:			
Basic weighted-average shares outstanding	30,743	29,826	28,700
Effect of dilutive options and restricted stock	1,196	1,567	1,109
Diluted weighted-average shares outstanding	31,939	31,393	29,809
Net income per share - Basic	$0.60	$0.70	$1.30
Net income per share - Diluted	$0.58	$0.67	$1.25

The following table sets forth potential shares of common stock that are not included in the diluted net loss per share calculation above because to do so would be anti-dilutive for the periods indicated (in thousands):

	December 31,	
	2014	**2013**
Outstanding options	61	49
Nonvested shares of restricted stock units	19	4
Employee Stock Purchase Plan	50	7
Total	130	60

10. Customer and Geographic Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or group, in deciding how to allocate resources and in assessing performance.

The Company's chief operating decision maker, the chief executive officer, reviews discrete financial information presented on a consolidated basis for purposes of regularly making operating decisions and assessing financial performance. Accordingly the Company considers itself to be in one operating segment, specifically the licensing and implementation of yield improvement solutions for integrated circuit manufacturers.

The Company had revenues from individual customers in excess of 10% of total revenues as follows:

	Year Ended December 31,		
Customer	**2014**	**2013**	**2012**
A	52%	33 %	40 %
B	16%	17 %	20 %
C	11%	24 %	13 %

The Company had accounts receivable balances from individual customers in excess of 10% of the gross accounts receivable balance as follows:

	December 31,	
Customer	**2014**	**2013**
A	51%	36 %
B	21%	17 %
C	*	23 %

* represents less than 10%

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Revenues from customers by geographic area based on the location of the customers' work sites are as follows (in thousands):

	Year Ended December 31,					
	2014		2013		2012	
	Revenues	Percentage of Revenues	Revenues	Percentage of Revenues	Revenues	Percentage of Revenues
United States	$44,963	44 %	$39,057	38 %	$35,509	40 %
Germany	35,142	35	22,431	22	25,928	29
South Korea	5,667	6	20,953	21	9,160	10
Japan	3,789	4	8,340	8	8,514	10
Rest of the world	10,602	11	10,672	11	10,429	11
Total revenue	$100,163	100 %	$101,453	100 %	$89,540	100 %

Long-lived assets, net by geographic area is as follows (in thousands):

	December 31,	
	2014	2013
United States	$8,240	$6,578
Rest of the world	592	486
Total long-lived assets, net	$8,832	$7,064

11. Financial Instruments

Fair value is the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The multiple assumptions used to value financial instruments are referred to as inputs, and a hierarchy for inputs used in measuring fair value is established, that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon its own market assumptions. These inputs are ranked according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels.

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.

Level 3 - Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The following table represents the Company's assets measured at fair value on a recurring basis as of December 31, 2014 and the basis for that measurement (in thousands):

Assets	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market mutual funds	$26,356	$ 26,356	$ —	$ —

The following table represents the Company's assets measured at fair value on a recurring basis as of December 31, 2013 and the basis for that measurement (in thousands):

Assets	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market mutual funds	$26,353	$ 26,353	$ —	$ —

The Company enters into foreign currency forward contracts to reduce the exposure to foreign currency exchange rate fluctuations on certain foreign currency denominated monetary assets and liabilities, primarily on third-party accounts payables and intercompany balances. The primary objective of the Company's hedging program is to reduce volatility of earnings related to foreign currency exchange rate fluctuations. The counterparty to these foreign currency forward contracts is a large global financial institution that the Company believes is creditworthy, and therefore, the Company believes the credit risk of counterparty nonperformance is not significant. These foreign currency forward contracts

are not designated for hedge accounting treatment. Therefore, the change in fair value of these contracts is recorded into earnings as a component of other income (expense), net, and offsets the change in fair value of the foreign currency denominated assets and liabilities, which is also recorded in other income (expense), net. For the year ended December 31, 2014 and 2013, the Company recognized a realized (loss) gain of ($0.9) million and $0.1 million, respectively on the contracts, which is recorded in other income (expense), net in the Company's Statement of Operations.

The Company carries these derivatives financial instruments on its Consolidated Balance Sheets at their fair values. The Company's foreign currency forward contracts are classified as Level 2 because it is not actively traded and the valuation inputs are based on quoted prices and market observable data of similar instruments. As of December 31, 2014, the Company had one outstanding forward contract with a notional amount of $6.7 million and recorded $50,000 other current liabilities associated with this outstanding forward contract.

12. Employee Benefit Plan

During 1999, the Company established a 401(k) tax-deferred savings plan, whereby eligible employees may contribute up to 15% of their eligible compensation with a maximum amount subject to IRS guidelines in any calendar year. Company contributions to this plan are discretionary; no such Company contributions have been made since the inception of this plan.

13. Selected Quarterly Financial Data (Unaudited)

The following is a summary of the Company's quarterly consolidated results of operations (unaudited) for the fiscal years ended December 31, 2014 and 2013.

	Year Ended December 31, 2014			
	Q1	**Q2**	**Q3**	**Q4**
	(In thousands, except for per share amounts)			
Total revenues	$27,086	$24,610	$22,406	$26,061
Gross profit	$17,381	$15,763	$10,792	$16,513
Net income	$6,255	$4,696	$1,761	$5,750
Net income per share:				
Basic	$0.21	$0.15	$0.06	$0.19
Diluted	$0.20	$0.15	$0.05	$0.18

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	Year Ended December 31, 2013			
	Q1	**Q2**	**Q3**	**Q4**
	(In thousands, except for per share amounts)			
Total revenues	$24,110	$24,776	$25,489	$27,078
Gross profit	$14,453	$15,035	$14,982	$17,513
Net income	$4,731	$4,552	$4,824	$6,822
Net income per share:				
Basic	$0.16	$0.15	$0.16	$0.23
Diluted	$0.15	$0.15	$0.15	$0.21

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PDF SOLUTIONS, INC.

By: /s/ John K. Kibarian
John K. Kibarian
President and Chief Executive Officer
(principal executive officer)

By: /s/ Gregory C. Walker
Gregory C. Walker
Vice President, Finance and Chief Financial Officer
(principal financial and accounting officer)
Date: March 2, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date	Signature	Title
March 2, 2015	/s/ JOHN K. KIBARIAN John K. Kibarian	Director, President and Chief Executive Officer (principal executive officer)
March 2, 2015	/s/ GREGORY C. WALKER Gregory C. Walker	Vice President, Finance and Chief Financial Officer (principal financial and accounting officer)
March 2, 2015	/s/ LUCIO L. LANZA Lucio L. Lanza	Chairman of the Board of Directors
March 2, 2015	/s/ R. STEPHEN HEINRICHS R. Stephen Heinrichs	Director
March 2, 2015	/s/ JOSEPH R. BRONSON	Director

	Joseph R. Bronson	
March 2, 2015	s/ KIMON MICHAELS Kimon Michaels	Director

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INDEX TO EXHIBITS

Exhibit Number	**Description**
3.01	Third Amended and Restated Certificate of Incorporation of PDF Solutions, Inc. (incorporated herein by reference to registrant’s Registration Statement on Form S-1/A filed July 9, 2001)
3.02	Amended and Restated Bylaws of PDF Solutions, Inc. (incorporated herein by reference to registrant’s Quarterly Report on Form 10-Q filed August 9, 2005)
4.01	Specimen Stock Certificate (incorporated herein by reference to registrant’s Quarterly Report on Form 10-Q filed September 6, 2001)
10.01	Form of Indemnification Agreement between PDF Solutions, Inc. and certain of its executive officers and directors (incorporated herein by reference to registrant’s Registration Statement on Form S-1 filed August 7, 2000)
10.02	Form of Indemnification Agreement between PDF Solutions, Inc. and certain of its senior executive officers and directors (incorporated herein by reference to the registrant's Annual Report on Form 10-K filed March 16, 2009)*
10.03	PDF Solutions, Inc. 2001 Stock Plan (incorporated herein by reference to registrant’s Quarterly Report on Form 10-Q filed May 10, 2007) and related agreements (incorporated herein by reference to registrant’s Quarterly Report on Form 10-Q filed August 9, 2011)*
10.04	PDF Solutions, Inc. 2001 Employee Stock Purchase Plan (incorporated herein by reference to registrant’s proxy statement dated April 6, 2010)*
10.05	IDS Software, Inc. 2001 Stock Option/Stock Issuance Plan and related agreements (incorporated herein by reference to registrant’s Registration Statement on Form S-8 filed October 17, 2003)*
10.06	PDF Solutions Inc. Second Amended and Restated 2011 Stock Incentive Plan (incorporated herein by reference to the registrant’s proxy statement dated April 15, 2014)
10.07	Form of Stock Option Agreement (Non-statutory) under PDF Solutions, Inc. 2011 Stock Incentive Plan (incorporated herein by reference to registrant's Annual Report on Form 10-K filed March 15, 2012)*
10.08	Form of Stock Unit Agreement under PDF Solutions, Inc. 2011 Stock Incentive Plan (incorporated herein by reference to registrant's Annual Report on Form 10-K filed March 15, 2012)*
10.09	Form of Stock Appreciation Right Agreement under PDF Solutions, Inc. 2011 Stock Incentive Plan (incorporated herein by reference to registrant’s filing on Form 10-Q filed November 9, 2012)
10.10	Employment confirmation to John Kibarian from PDF Solutions, Inc. dated October 13, 2009 (incorporated herein by reference to registrant's Annual Report on Form 10-K filed March 15, 2012)*
10.11	Employment confirmation to Kimon Michaels from PDF Solutions, Inc. dated October 13, 2009 (incorporated herein by reference to registrant's Annual Report on Form 10-K filed March 15, 2012)*
10.12	Offer Letter to Gregory Walker from PDF Solutions, Inc. dated November 1, 2011 (incorporated herein by reference to registrar’s Quarterly Report on Form 10-Q filed November 9, 2011)*
10.13	Offer letter to Cornelius D. Hartgring from PDF Solutions, Inc. dated August 29, 2002 (incorporated herein by reference to registrant’s Annual Report on Form 10-K filed March 26, 2003)*
10.14	Carmel Corporate Plaza Office Lease between PDF Solutions, Inc. and 15015 Avenue of Science Associates LLC dated as of April 1, 2003 (incorporated by reference to registrant’s Quarterly Report on Form 10-Q filed May 14, 2003)
10.15	Riverpark Tower Office Lease between PDF Solutions, Inc. and Legacy Partners I Riverpark I, LLC, dated June 29, 2007 (incorporated herein by reference to registrant’s Annual Report on Form 10-K filed March 17, 2008)

10.16	First Amendment to Office Lease dated June 1, 2012 (incorporated herein by reference to registrant's filing on Form 8-K filed August 22, 2012)
21.01	Subsidiaries of Registrant †
23.01	Consent of Independent Registered Public Accounting Firm†
31.01	Certifications of the principal executive officer and principal financial and accounting officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002†
31.02	Certifications of the principal executive officer and principal financial and accounting officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002†

32.01	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002†
32.02	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002†
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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* Indicates management contract or compensatory plan or arrangement.
† filed herewith.

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