

PDF SOLUTIONS INC  
 Form 4  
 July 05, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LANZA LUCIO**

(Last) (First) (Middle)

333 W. SAN CARLOS ST., SUITE 1000

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/01/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 07/01/2016                           |  | A <sup>(1)</sup>               |   | 12,031  | A  | \$ 0                              |
| Common Stock                    |                                      |  |                                |   | 289,623   | D  |                                   |
|                                 |                                      |  |                                |   | 121,720   | I  |                                   |

By Lanza techVentures

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LANZA LUCIO<br>333 W. SAN CARLOS ST.<br>SUITE 1000<br>SAN JOSE, CA 95110 | X             |           |         |       |

## Signatures

/s/ Gregory Walker, Attorney-in-Fact for Lucio Lanza 07/05/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares represent an award of restricted stock units granted under the Company's Director Compensation Program. 25% of the Total (1) Shares vested on July 1, 2016 and 25% of the Total Shares shall vest annually thereafter until fully vested, provided that the reporting person continues to serve as a Director on the Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Issuance of the Commission's order shall be issued as soon as possible, and that there should not be a 30-day waiting period between issuance of the Commission's order and the date on which the order is to become effective. The Applicants hereby waive a recommended decision by a hearing officer or any other responsible officer of the Commission and consent that the Division of Investment Management may assist in the preparation of the Commission's decision and/or order, unless the Division opposes the matters proposed herein. ITEM 6. EXHIBITS AND FINANCIAL STATEMENTS. A. EXHIBITS. B-1 Indenture, dated as of February 1, 1998, between NorAm Energy Corp. and Chase Bank of Texas, National Association, as Trustee (incorporated by reference to NorAm Energy Corp.'s Current Report on Form 8-K filed February 10, 1998 (File No. 1-3265)). G-1.2 Principal amount of external debt and trust preferred securities of CenterPoint and its Subsidiaries as of September 9, 2003 (incorporated

by reference to CenterPoint's Current Report on Form 8-K filed October 29, 2003). B. Financial STATEMENTS. FS-1 Consolidated Balance Sheets of CenterPoint as of December 31, 2002 and Statements of Consolidated Operations, Statements of Consolidated Comprehensive Income and Statements of Consolidated Cash Flows for the year ended December 31, 2002 (incorporated by reference to CenterPoint's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 1-31447)). FS-3 Consolidated Balance Sheets of CenterPoint as of December 31, 2002, and Statements of Consolidated Operations, Statements of Consolidated Comprehensive Income and Statements of Consolidated Cash Flows for the year ended December 31, 2002 (incorporated by reference to the Current Report of CenterPoint on Form 8-K dated as of November 7, 2003 (File No. 1-31447)). FS-7 Consolidated Balance Sheets of CenterPoint Energy Resources Corp. as of December 31, 2002 and Statements of Consolidated Income, Statements of Consolidated Comprehensive Income and Statements of Consolidated Cash Flows of CenterPoint Energy Resources Corp. for 5 the year ended December 31, 2002 (incorporated by reference to CenterPoint Energy Resources Corp.'s Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 1-13265)). FS-7.1 Consolidated Balance Sheets of CenterPoint Energy Resources Corp. as of December 31, 2002 and Statements of Consolidated Income, Statements of Consolidated Comprehensive Income and Statements of Consolidated Cash Flows of CenterPoint Energy Resources Corp. for the year ended December 31, 2002(incorporated by reference to CenterPoint Energy Resources Corp.'s Current Report on Form 8-K dated as of June 16, 2003 (File No. 1-13265)). FS-8.1 Consolidated Balance Sheets of CenterPoint Energy Resources Corp. as of June 30, 2003 (unaudited) and Statements of Consolidated Income and Statements of Consolidated Cash Flows for the three months ended June 30, 2003 (unaudited) (incorporated by reference to CenterPoint Energy Resources Corp.'s Quarterly Report on Form 10-Q for the three months ended June 30, 2003 (File No. 1-13265)). FS-13.1 CenterPoint consolidated financials (forecasts through 2007) (to be filed by amendment). FS-14.1 GasCo financials (forecasts through 2007) (to be filed by amendment). FS-18.1 CenterPoint equity percentages (forecasts through 2007) (to be filed by amendment). FS-19.1 GasCo equity percentages (forecasts through 2007) (to be filed by amendment). ITEM 7. INFORMATION AS TO ENVIRONMENTAL EFFECTS. The proposed transaction involves neither a "major federal action" nor "significantly affects the quality of the human environment" as those terms are used in Section 102(2)(C) of the National Environmental Policy Act, 42 U.S.C. Sec. 4321 et seq. No federal agency is preparing an environmental impact statement with respect to this matter. SIGNATURE Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the Applicants have duly caused this Amendment to be signed on their behalf by the undersigned thereunto duly authorized. Date: March 1, 2004 CENTERPOINT ENERGY, INC. and its Subsidiaries By: /s/ Rufus S. Scott ----- Rufus S. Scott Vice President, Deputy General Counsel and Assistant Corporate Secretary CenterPoint Energy, Inc. 6