

QUICKLOGIC CORPORATION  
Form 8-K  
June 04, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 1, 2012

**QuickLogic Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-22671**  
(Commission  
File Number)

**77-0188504**  
(IRS Employer  
Identification No.)

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1277 Orleans Drive, Sunnyvale, CA

(Address of principal executive offices)

Registrant's telephone number, including area code (408) 990-4000

94089-1138

(Zip Code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On June 1, 2012, QuickLogic Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Roth Capital Partners, LLC (the Underwriter) relating to a public offering (the Offering) of an aggregate of 4,500,000 shares of the Company's common stock, par value \$0.001 per share, together with warrants to purchase up to 2,025,000 shares of common stock. The common stock and warrants will be sold as units (the Units), with each Unit consisting of (i) one share of common stock and (ii) a warrant to purchase 0.45 of a share of common stock, at a price of \$2.50 per Unit. The warrants are exercisable any time after the date of issuance until the 60 month anniversary of the date of issuance, and will be exercisable at a price of \$2.98 per share. In addition, under the terms of the Underwriting Agreement, the Company granted the Underwriter a 30 day option to purchase up to an additional 675,000 shares of common stock and/or warrants to purchase up to an additional 303,750 shares of common stock to cover overallocments, if any. The Offering is expected to close on June 6, 2012. The net proceeds to the Company from the Offering, excluding the proceeds, if any, from the exercise of warrants in this Offering, are expected to be approximately \$10.49 million, after deduction of underwriting discounts and assuming no exercise of the Underwriter's overallocation option.

The Offering was made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-161501) and Form S-3MEF (Registration Statement No. 333-181819) (collectively, the Registration Statement) previously filed with and declared effective by the Securities and Exchange Commission (the SEC) and a prospectus supplement thereunder filed with the SEC.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriter, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this report and is incorporated by reference herein. The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit. A copy of the Form of Warrant to Purchase Common Stock is attached as Exhibit 4.1 to this report and is incorporated by reference herein. The foregoing description of the terms of the warrant do not purport to be complete and is qualified in its entirety by reference to such exhibit. A copy of the opinion of Wilson Sonsini Goodrich & Rosati, P.C. relating to the legality of the issuance and sale of the common stock in the Offering is attached as Exhibit 5.1 to this report. This Current Report on Form 8-K is being filed for the purpose of filing Exhibit 1.1, Exhibit 4.1, Exhibit 5.1 and Exhibit 23.1 as exhibits to the Registration Statement and such exhibits are hereby incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 1.1           | Underwriting Agreement dated June 1, 2012  |
| 4.1           | Form of Warrant to Purchase Common Stock   |
| 5.1           | Opinion of Wilson Sonsini Goodrich & Rosati, P.C.                                  |
| 23.1          | Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto) |
| 99.1          | Press Release of QuickLogic Corporation dated June 1, 2012                         |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 4, 2012

**QuickLogic Corporation**

/s/ Ralph S. Marimon  
Ralph S. Marimon  
Vice President, Finance and Chief Financial Officer

**EXHIBIT INDEX**

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