

PIXELWORKS, INC
Form 4
February 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
MOORE STEVEN L

(Last) (First) (Middle)
224 AIRPORT PARKWAY, SUITE 400
(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PIXELWORKS, INC [PXLW]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 02/09/2017 | | M | 60,000 A | \$ 3.48 | 470,636 | D |
| Common Stock ⁽¹⁾ | 02/09/2017 | | S | 60,000 D | \$ 3.7585 | 410,636 | D |

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 Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 3.48 | 02/09/2017 | | M | 60,000 | <u>(2)</u> | 02/10/2017 | Common Stock | 60,000 |
| Non-Qualified Stock Option (right to buy) | \$ 0.6 | | | | | <u>(2)</u> | 03/23/2019 | Common Stock | 100,000 |
| Non-Qualified Stock Option (right to buy) | \$ 2.28 | | | | | <u>(2)</u> | 02/28/2018 | Common Stock | 16,000 |
| Non-Qualified Stock Option (right to buy) | \$ 2.28 | | | | | <u>(2)</u> | 03/02/2018 | Common Stock | 8,300 |
| Non-Qualified Stock Option (right to buy) | \$ 2.36 | | | | | <u>(2)</u> | 02/09/2018 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.25 | | | | | <u>(3)</u> | 07/18/2017 | Common Stock | 66,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE STEVEN L 224 AIRPORT PARKWAY SUITE 400 SAN JOSE, CA 95110 | | | VP, CFO & Treasurer | |

Signatures

Steven L Moore 02/09/2017

 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).

This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Moore in November 2016 and reported on a Form 8-K filed by Pixelworks, Inc. on November 29, 2016. The Rule 10b5-1 trading plan provides for the exercise and same-day sale of expiring stock options held by Mr. Moore on a pre-specified date prior to stock option expiration.

(2) Becomes exercisable on a monthly basis over 3 years, commencing the last day of the month of the date of grant.

(3) 25% vest on the last day of the month of the first anniversary of the date of grant, with the remaining 75% vesting ratably on a monthly basis thereafter over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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