

PIXELWORKS, INC

Form 4

February 10, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	02/09/2017		M	60,000 A	\$ 3.48 470,636	D	
Common Stock <sup>(1)</sup>	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.

**Persons who respond to the collection of  
information contained in this form are not  
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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 Number of Shares
Non-Qualified Stock Option (right to buy) (1)	\$ 3.48	02/09/2017		M	60,000	(2) 02/10/2017	Common Stock 60,
Non-Qualified Stock Option (right to buy)	\$ 0.6					(2) 03/23/2019	Common Stock 100
Non-Qualified Stock Option (right to buy)	\$ 2.28					(2) 02/28/2018	Common Stock 16,
Non-Qualified Stock Option (right to buy)	\$ 2.28					(2) 03/02/2018	Common Stock 8,3
Non-Qualified Stock Option (right to buy)	\$ 2.36					(2) 02/09/2018	Common Stock 50,
Non-Qualified Stock Option (right to buy)	\$ 5.25					(3) 07/18/2017	Common Stock 66,

## 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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