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PDF SOLUTIONS INC Form SC 13G January 31, 2002

> SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

> > SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. ____) *

> PDF SOLUTIONS, INC. (Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

693282

(CUSIP Number)

JANUARY 22, 2002

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [] Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 693282

Schedule 13G

Page 2 of 5 Pages

1. NAME OF REPORTING PERSON:

CADENCE DESIGN SYSTEMS, INC.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

77-0148231

^{*} The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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2. CH	2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3. SE	C USE	ONLY				
4. CI	 TIZENS		OF ORGANIZATION:		DELAWARE	
	 NUMBEF	 R OF	 5.	SOLE VOTING POWER:	1,745,443	
·	SHARES			SHARED VOTING POWER:	-0-	
В		CIALLY			•	
OWNED BY THE			 7.	SOLE DISPOSITIVE POWER:	1,745,443	
]	REPORTING PERSON WITH					
Pl				SHARED DISPOSITIVE POWER:	-0-	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE 1,745, REPORTING PERSON:					
10.	EXCLUDES CERTAIN SHARES					
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:					7.6%	
12.	ТҮЕ	PE OF REPORTI	 NG PER	SON:	CO	
CUSIP No	o. 693	3282		Schedule 13G	Page 3 of 5 Pages	
ITEM 1.	(a)	NAME OF ISS	UER:	PDF Solutions, Inc.		
	(b)	ADDRESS OF PRINCIPAL EXECUTIVE OFFICES OF ISSUER:			₹:	
	333 West San Carlos Street Suite 700 San Jose, CA 95110					
ITEM 2.	(a)	NAME OF PERSON FILING: Cadence Design Systems, Inc.				
	(b)	ADDRESS OF PRINCIPAL BUSINESS OFFICE:				
		2655 Seely Road, Building 5 San Jose, CA 95134				
	(c)	CITIZENSHIP	OR PL	ACE OF ORGANIZATION: Delaware		
	(d)	TITLE OF CL	ASS OF	SECURITIES: Common Shares		
	(e)	CUSIP NUMBE	R: 69	3282		
ITEM 3.	Inap	Inapplicable				

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ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned: 1,745,443
- (b) Percent of Class: 7.6%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,745,443
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 1,745,443
 - (iv) Shared power to dispose or to direct the disposition of: -0-

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- ITEM 5. Inapplicable
- ITEM 6. Inapplicable
- ITEM 7. Inapplicable
- ITEM 8. Inapplicable
- ITEM 9. Inapplicable
- ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of, or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 31, 2002

Date

/s/ Charles H. Eldredge _____

Signature

Charles H. Eldredge - Treasurer

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Name/Title