

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): May 20, 2014

PIXELWORKS, INC.

(Exact name of registrant as specified in its charter)

OREGON
(State or other jurisdiction of
incorporation)

000-30269
(Commission File Number)

91-1761992
(I.R.S. Employer
Identification No.)

**224 Airport Parkway, Suite 400
San Jose, CA 95110
(408) 200-9200**
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (e) Effective May 20, 2014, the Compensation Committee of the Board of Directors of Pixelworks, Inc. (the “Company”) approved amending the terms of existing change of control agreements with certain officers, including Steven Moore, the Company’s Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer), to change the provision for accelerated vesting from an additional 12 months of vesting to 100% vesting of all then-unvested equity awards held by such officers in the event of an Involuntary Termination (as defined in the officer’s change of control severance agreement) of such officer’s employment with the Company within six months before or 12 months following a change of control of the Company.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit No.	Description
10.1	Form of Addendum to Change of Control Agreement for Officers.

SIGNATURE

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.

PIXELWORKS, INC.
(Registrant)

Dated: May 23, 2014

/s/ Steven L. Moore

Steven L. Moore
*Vice President, Chief Financial
Officer, Secretary and Treasurer*

EXHIBIT INDEX

Exhibit No.	Description
10.1	Form of Addendum to Change of Control Agreement for Officers.



May 20, 2014

Re: Amendment to Change in Control Agreement

Dear:

The Compensation Committee of the Board of Directors of Pixelworks, Inc. (the "Company") has approved the amendment of your existing change in control agreement with the Company dated _____, as amended by letter dated _____ (the "Agreement").

This letter, when countersigned and returned by you, will constitute an amendment of the Agreement to increase the provision for accelerated vesting from the existing 12 months of additional vesting to full 100% acceleration of vesting for all then-unvested equity awards held by you in the event of an Involuntary Termination (as defined the Agreement) of your employment with the Company within 6 months before, or on or within 12 months following, a Change of Control of the Company (as defined in the Agreement).

If you agree to amend your Agreement as set forth herein, please countersign below and return this letter to Steve Moore. You may do so by PDF, fax, or hard copy.

Very truly yours,
Pixelworks, Inc.
By: _____
Bruce Walicek, Chief Executive Officer

Accepted:

Print name: _____
Date: May 20, 2014