

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Becker Drapkin Management, L.P.</u> (Last) (First) (Middle) 500 CRESCENT COURT, SUITE 230 (Street) DALLAS TX 75201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PIXELWORKS, INC [PXLW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/24/2012		P		16,900	A	\$3.0971	846,600	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	08/27/2012		P		2,400	A	\$3.1475	849,000	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	08/27/2012		P		3,846	A	\$3.1434	852,846	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	08/27/2012		P		1,700	A	\$3.1306	854,546	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock								1,864,485	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Becker Drapkin Management, L.P.</u> (Last) (First) (Middle) 500 CRESCENT COURT, SUITE 230 (Street) DALLAS TX 75201 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[BECKER DRAPKIN PARTNERS \(QP\), L.P.](#)

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 230

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BECKER DRAPKIN PARTNERS, L.P.](#)

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 230

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BD Partners IV, L.P.](#)

(Last) (First) (Middle)

500 CRESCENT COURT
SUITE 230

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BC Advisors LLC](#)

(Last) (First) (Middle)

500 CRESCENT COURT
SUITE 230

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Becker Steven R](#)

(Last) (First) (Middle)

500 CRESCENT COURT
SUITE 230

(Street)

DALLAS TX 75201

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Drapkin Matthew A		
(Last)	(First)	(Middle)
500 CRESCENT COURT SUITE 230		
(Street)		
DALLAS	TX	75201
(City)	(State)	(Zip)

Explanation of Responses:

1. This statement is filed by and on behalf of each of Becker Drapkin Management, L.P. ("BD Management"), Becker Drapkin Partners (QP), L.P. ("QP Fund"), Becker Drapkin Partners, L.P. ("LP Fund"), BD Partners IV, L.P. ("BD Partners IV"), BC Advisors, LLC ("BC Advisors"), Steven R. Becker and Matthew A. Drapkin. QP Fund, LP Fund, BD Partners IV and Mr. Becker are the direct beneficial owners of the securities covered by this statement. BD Management is the general partner of each of QP Fund, LP Fund and BD Partners IV and may be deemed to beneficially own securities owned by QP Fund, LP Fund and BD Partners IV. BC Advisors is the general partner of BD Management and may be deemed to beneficially own securities owned by BD Management. Mr. Becker and Mr. Drapkin are the co-managing members of BC Advisors and may be deemed to beneficially own securities owned by BC Advisors.
2. Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
3. Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.
4. Represents shares directly beneficially owned by BD Partners IV.
5. Represents (a) 1,616,216 shares directly beneficially owned by QP Fund, (b) 240,269 shares directly beneficially owned by LP Fund and (c) 8,000 shares directly beneficially owned by Mr. Becker.

Remarks:

Exhibit Index Exhibit 24.1 - Power of Attorney (furnished herewith) Exhibit 99.1 - Signatures (furnished herewith) Exhibit 99.2 - Joint Filer Information (furnished herewith) Exhibit 99.3 - Joint Filing Agreement (furnished herewith)

[See Exhibit 99.1](#)

[08/28/2012](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

August 28, 2012

Know all men by these presents, that each of Becker Drapkin Management, L.P., Becker Drapkin Partners (QP), L.P., Becker Drapkin Partners, L.P., BD Partners IV, L.P., BC Advisors, LLC, Steven R. Becker and Matthew A. Drapkin hereby constitutes and appoints Ashley Sekimoto, as the true and lawful attorney-in-fact and agent of such party with full power and authority and full power of substitution and resubstitution, for, in the name of, and on behalf of such party, place and stead, in any and all capacities, (i) to execute any and all filings required by such party under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (or any similar rule with respect to foreign exchanges) or any rule or regulation thereunder (including any amendment, supplement, and/or exhibit thereto), for, in the name of, and on behalf of such party, (ii) to do and perform any and all acts for, in the name of, and on behalf of such party which said attorney-in-fact determines may be necessary or appropriate to complete and execute any and all such filings, amendments, supplements and/or exhibits and any and all other document(s) in connection therewith, (iii) to file such filings, amendments, supplements, exhibits and/or documents with any governmental office or agency, whether U.S., foreign, state or local government (including, without limitation, the U.S. Securities and Exchange Commission and state securities administrators or commissions), or any stock exchange or stock quotation system, as may be required under applicable laws or rules and regulations of any stock exchange or stock quotation system, and (iv) to perform any and all other acts that said attorney-in-fact or agent determines may be necessary or appropriate in connection with the foregoing that may be in the best interest of or legally required by such party, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such party might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof. Each of Becker Drapkin Management, L.P., Becker Drapkin Partners (QP), L.P., Becker Drapkin Partners, L.P., BD Partners IV, L.P., BC Advisors, LLC, Steven R. Becker and Matthew A. Drapkin hereby acknowledges that the foregoing attorney-in-fact and agent in serving in such capacity at the request of such party, is not assuming any of the responsibilities of such party to comply with Section 16 or Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder.

This Power of Attorney shall remain in full force and effect until each of Becker Drapkin Management, L.P., Becker Drapkin Partners (QP), L.P., Becker Drapkin Partners, L.P., BD Partners IV, L.P., BC Advisors, LLC, Steven R. Becker and Matthew A. Drapkin is no longer required to file reports under Section 13 or Section 16 of the Exchange Act (or any similar rule with respect to foreign exchanges) or any rule or regulation thereunder (including any amendment, supplement, and/or exhibit thereto), unless earlier revoked by any of Becker Drapkin Management, L.P., Becker Drapkin Partners (QP), L.P., Becker Drapkin Partners, L.P., BD Partners IV, L.P., BC Advisors, LLC, Steven R. Becker or Matthew A. Drapkin in a signed writing delivered to Ashley Sekimoto.

IN WITNESS WHEREOF, each party hereto has caused this agreement to be executed and effective as of the date first written above.

Date: August 28, 2012 BECKER DRAPKIN MANAGEMENT, L.P.

By: BC Advisors, LLC
Its: General Partner

By: /s/ Steven R. Becker

Name: Steven R. Becker
Title: Managing Member

BECKER DRAPKIN PARTNERS (QP), L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Steven R. Becker

Name: Steven R. Becker
Title: Managing Member

BECKER DRAPKIN PARTNERS, L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Steven R. Becker

Name: Steven R. Becker
Title: Managing Member

BD PARTNERS IV, L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Steven R. Becker

Name: Steven R. Becker
Title: Managing Member

BC ADVISORS, LLC

By: /s/ Steven R. Becker

Name: Steven R. Becker
Title: Managing Member

STEVEN R. BECKER

/s/ Steven R. Becker

MATTHEW A. DRAPKIN

/s/ Matthew A. Drapkin

SIGNATURES

Date: August 28,2012

BECKER DRAPKIN MANAGEMENT, L.P.

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BECKER DRAPKIN PARTNERS (QP), L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BECKER DRAPKIN PARTNERS, L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BD PARTNERS IV, L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BC ADVISORS, LLC

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

STEVEN R. BECKER

/s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

MATTHEW A. DRAPKIN

/s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

JOINT FILER INFORMATION

Other Reporting Person(s)

1. BECKER DRAPKIN PARTNERS (QP), L.P.

Item	Information
Name:	BECKER DRAPKIN PARTNERS (QP), L.P.
Address:	500 Crescent Court, Suite 230, Dallas, Texas 75201
Designated Filer:	Becker Drapkin Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	August 24, 2012
Issuer Name and Ticker or Trading Symbol:	Pixelworks, Inc. [PXLW]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	By: Becker Drapkin Management, L.P. Its: General Partner
	By: BC Advisors, LLC Its: General Partner
	By: /s/ Ashley Sekimoto ----- Name: Ashley Sekimoto Title: Attorney-in-Fact Date: August 28, 2012

2. BECKER DRAPKIN PARTNERS, L.P.

Item	Information
Name:	BECKER DRAPKIN PARTNERS, L.P.
Address:	500 Crescent Court, Suite 230, Dallas, Texas 75201
Designated Filer:	Becker Drapkin Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	August 24, 2012
Issuer Name and Ticker or Trading Symbol:	Pixelworks, Inc. [PXLW]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	By: Becker Drapkin Management, L.P. Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact
Date: August 28, 2012

3. BD PARTNERS IV, L.P.

Item	Information
Name:	BD PARTNERS IV, L.P.
Address:	500 Crescent Court, Suite 230, Dallas, Texas 75201
Designated Filer:	Becker Drapkin Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	August 24, 2012
Issuer Name and Ticker or Trading Symbol:	Pixelworks, Inc. [PXLW]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	By: Becker Drapkin Management, L.P. Its: General Partner
	By: BC Advisors, LLC Its: General Partner
	By: /s/ Ashley Sekimoto
	Name: Ashley Sekimoto Title: Attorney-in-Fact Date: August 28, 2012

4. BC ADVISORS, LLC

Item	Information
Name:	BC ADVISORS, LLC
Address:	500 Crescent Court, Suite 230, Dallas, Texas 75201
Designated Filer:	Becker Drapkin Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	August 24, 2012
Issuer Name and Ticker or Trading Symbol:	Pixelworks, Inc. [PXLW]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person

Filing:

Signature:

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact
Date: August 28, 2012

5. STEVEN R. BECKER

Item	Information
Name:	STEVEN R. BECKER
Address:	500 Crescent Court, Suite 230, Dallas, Texas 75201
Designated Filer:	Becker Drapkin Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	August 24, 2012
Issuer Name and Ticker or Trading Symbol:	Pixelworks, Inc. [PXLW]
Relationship of Reporting Person(s) to Issuer:	Director and 10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	
	By: /s/ Ashley Sekimoto
	Name: Ashley Sekimoto
	Title: Attorney-in-Fact
	Date: August 28, 2012

6. MATTHEW A. DRAPKIN

Item	Information
Name:	MATTHEW A. DRAPKIN
Address:	500 Crescent Court, Suite 230, Dallas, Texas 75201
Designated Filer:	Becker Drapkin Management, L.P.
Date of Event Requiring Statement (Month/Day/Year):	August 24, 2012
Issuer Name and Ticker or Trading Symbol:	Pixelworks, Inc. [PXLW]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	
	By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact
Date: August 28, 2012

JOINT FILING AGREEMENT

August 28, 2012

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Date: August 28, 2012

BECKER DRAPKIN MANAGEMENT, L.P.

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BECKER DRAPKIN PARTNERS (QP), L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BECKER DRAPKIN PARTNERS, L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BD PARTNERS IV, L.P.

By: Becker Drapkin Management, L.P.
Its: General Partner

By: BC Advisors, LLC
Its: General Partner

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

BC ADVISORS, LLC

By: /s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

STEVEN R. BECKER

/s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact

MATTHEW A. DRAPKIN

/s/ Ashley Sekimoto

Name: Ashley Sekimoto
Title: Attorney-in-Fact