

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or (g)
OF THE SECURITIES EXCHANGE ACT OF 1934

PIXELWORKS, INC.
(exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation or organization)

91-1761992
(IRS Employer
Identification No.)

7700 SW Mohawk, Tualatin, Oregon
(Address of principal executive offices)

97062
(zip code)

Registrant's telephone number, including area code: (503) 612-6700

If this Form relates to the
registration of a class of
securities pursuant to Section
12(b) of the Exchange Act and
is effective pursuant to General
Instruction A.(c), check the
following box. []

If this Form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and
is effective pursuant to
General Instruction A.(d),
check the following box [X].

Securities Act registration statement file number to which this form relates:
333-31134.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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None

None

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Common Stock, \$0.001 par value
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

The class of securities to be registered hereunder is Common Stock, \$0.001 par value per share, of Pixelworks, Inc. The description of capital stock set forth under the caption "Description of Capital Stock" in the Prospectus included in the Registration Statement on Form S-1 (File No. 333-31134) filed with the Securities and Exchange Commission by Pixelworks, Inc. on February 25, 2000 is incorporated herein by reference.

Item 2. Exhibits

Exhibit No. Description

2.1 Fifth Amended and Restated Articles of Incorporation of Pixelworks, Inc., incorporated herein by reference to Exhibit

- 3.1 to the Registration Statement on Form S-1 (File No. 333-31134)
- 2.2 Sixth Amended and Restated Articles of Incorporation of Pixelworks, Inc., incorporated herein by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-31134)
- 2.3 First Restated Bylaws of Pixelworks, Inc., incorporated herein by reference to Exhibit 3.3 to the Registration Statement on Form S-1 (File No. 333- 31134)
- 2.5 Third Amended Registration Rights Agreement dated February 22, 2000 incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-1 (File No. 333- 31134)

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized on April 10, 2000.

PIXELWORKS, INC.
(Registrant)

/s/ Jeffrey B. Bouchard

Jeffrey B. Bouchard
Vice President, Finance and
Chief Financial Officer

INDEX TO EXHIBITS

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