

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) <u>10/23/2012</u>	
	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	10/23/2012		P		18,948	A	\$2.3641	1,635,164	I	See Footnotes <sup>(1)(2)(3)(4)</sup>
Common Stock	10/23/2012		P		2,552	A	\$2.3641	242,821	I	See Footnotes <sup>(1)(2)(3)(5)</sup>
Common Stock	10/24/2012		P		22,033	A	\$2.4489	1,657,197	I	See Footnotes <sup>(1)(2)(3)(4)</sup>
Common Stock	10/24/2012		P		2,967	A	\$2.4489	245,788	I	See Footnotes <sup>(1)(2)(3)(5)</sup>
Common Stock	10/24/2012		P		36,663	A	\$2.4648	1,693,860	I	See Footnotes <sup>(1)(2)(3)(4)</sup>
Common Stock	10/24/2012		P		4,937	A	\$2.4648	250,725	I	See Footnotes <sup>(1)(2)(3)(5)</sup>
Common Stock	10/25/2012		P		2,997	A	\$2.4407	1,696,857	I	See Footnotes <sup>(1)(2)(3)(4)</sup>
Common Stock	10/25/2012		P		403	A	\$2.4407	251,128	I	See Footnotes <sup>(1)(2)(3)(5)</sup>
Common Stock								885,546	I	See Footnotes <sup>(2)(3)(4)(6)</sup>

**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\*

[Becker Drapkin Management, 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 \(QP\), 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*		
<a href="#">Becker Steven R</a>		
(Last)	(First)	(Middle)
500 CRESCENT COURT SUITE 230		
(Street)		
DALLAS	TX	75201
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">Drapkin Matthew A</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 QP Fund.
5. Represents shares directly beneficially owned by LP Fund.
6. Represents (a) 877,546 shares directly beneficially owned by BD Partners IV and (b) 8,000 shares directly beneficially owned by Mr. Becker.

**Remarks:**

Exhibit Index Exhibit 99.1 - Signatures (filed herewith) Exhibit 99.2 - Joint Filer Information (furnished herewith) Exhibit 99.3 - Joint Filing Agreement (furnished herewith)

[See Exhibit 99.1](#) [10/25/2012](#)  
 \*\* 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.**

SIGNATURES

Date: October 25, 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):	October 23, 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: October 25, 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):	October 23, 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: October 25, 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):	October 23, 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: October 25, 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):	October 23, 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: October 25, 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):	October 23, 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: October 25, 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):	October 23, 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: October 25, 2012

JOINT FILING AGREEMENT

October 25, 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: October 25, 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  
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Name: Ashley Sekimoto  
Title: Attorney-in-Fact

BC ADVISORS, LLC

By: /s/ Ashley Sekimoto

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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