

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**PIXELWORKS, INC.**

(Exact name of registrant as specified in its charter)

**OREGON**

(State or other jurisdiction of incorporation or organization)

**91-1761992**

(I.R.S. Employer Identification No.)

**224 Airport Parkway, Suite 400  
San Jose, California**

(Address of principal executive offices)

**95110**

(Zip Code)

**Pixelworks, Inc. Amended and Restated 2006 Stock Incentive Plan**

(Full title of the plan)

**Bruce A. Walicek  
President and Chief Executive Officer  
Pixelworks, Inc.**

**224 Airport Parkway, Suite 400  
San Jose, California 95110**

(Name and address of agent for service)

**(408) 200-9200**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)



## CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee (2)
Common Stock, \$0.001 par value per share	1,000,000 shares	\$ 8.67	\$ 8,670,000	\$ 1,116.70
<p>(1) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this registration statement also covers any additional securities that may be offered or become issuable under the Amended and Restated 2006 Stock Incentive Plan in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of common stock.</p> <p>(2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on July 24, 2013, as quoted on the NASDAQ Global Market.</p>				

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

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**INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8**

**Explanatory Note**

This Registration Statement is being filed by Pixelworks, Inc. (the "Registrant") relating to 1,000,000 shares of its common stock, \$0.001 par value per share (the "Common Stock") issuable to eligible individuals under the Registrant's Amended and Restated 2006 Stock Incentive Plan (the "Plan"), such shares which are in addition to the (a) 4,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed on August 11, 2006 (File No. 333-136553), (b) 1,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed on August 11, 2008 (File No. 333-152945), (c) 1,150,000 shares of Common Stock registered on the Registrant's Form S-8 filed on August 6, 2009 (File No. 333-161125), (d) 1,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 16, 2010 (File No. 333-168175), (e) 1,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 16, 2012 (File No. 333-182701), and (f) 1,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 19, 2013 (File No. 333-190037) (collectively the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with Instruction E to Form S-8 regarding the registration of additional securities. Accordingly, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

**PART I**

INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

**PART II**

INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended December 31, 2013, filed with the Commission on March 5, 2014;
  - (b) The Registrant's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2014, filed with the Commission on May 9, 2014;
  - (c) The Registrant's Current Reports on Form 8-K as filed with the Commission on March 5, 2014, March 7, 2014, April 4, 2014, May 20, 2014 and May 23, 2014; and
  - (d) The description of the Registrant's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on April 10, 2000, and any other amendment or report filed for the purpose of updating such description.
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All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Alto Law Group LLP as to the legality of the securities being registered
23.1	Consent of Alto Law Group LLP (included in legal opinion filed as Exhibit 5.1)
23.2	Consent of KPMG LLP, Independent Registered Public Accountant
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on July 25, 2014.

PIXELWORKS, INC.

By: /s/ Bruce A. Walicek

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Bruce A. Walicek

President and Chief Executive Officer (Principal  
Executive Officer)

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## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Bruce A. Walicek and Steven L. Moore, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bruce A. Walicek</u> Bruce A. Walicek	President, Chief Executive Officer (Principal Executive Officer) and Director	July 25, 2014
<u>/s/ Steven L. Moore</u> Steven L. Moore	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Accounting and Financial Officer)	July 25, 2014
<u>/s/ Richard L. Sanquini</u> Richard L. Sanquini	Chairman of the Board	July 25, 2014
<u>/s/ Mark A. Christensen</u> Mark A. Christensen	Director	July 25, 2014
<u>/s/ Barry L. Cox</u> Barry L. Cox	Director	July 25, 2014
<u>/s/ Stephen L. Domenik</u> Stephen L. Domenik	Director	July 25, 2014
<u>/s/ C. Scott Gibson</u> C. Scott Gibson	Director	July 25, 2014
<u>/s/ Daniel J. Heneghan</u> Daniel J. Heneghan	Director	July 25, 2014
<u>/s/ David J. Tupman</u> David J. Tupman	Director	July 25, 2014

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## **EXHIBIT INDEX**

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1211 NW Glisan Street • Suite 203 • Portland, OR 97209

July 23, 2014

Board of Directors  
Pixelworks, Inc.  
224 Airport Parkway, Suite 400  
San Jose, CA 95110

Gentlemen:

In connection with the registration of 1,000,000 shares of common stock (the "Common Stock"), of Pixelworks, Inc., an Oregon corporation (the "Company"), under the Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission on July 25, 2014, and the proposed offer and sale of such shares of Common Stock pursuant to the terms of the Pixelworks, Inc. Amended and Restated 2006 Stock Incentive Plan, as amended (the "Stock Incentive Plan"), we have examined such corporate records, certificates of public officials and officers of the Company and other documents as we have considered necessary or proper for the purpose of this opinion.

Based on the foregoing and having regard to legal issues which we deem relevant, it is our opinion that the Shares have been duly authorized and when issued and sold in the manner described in the Registration Statement and the Prospectus Supplement, will be validly issued, fully paid and nonassessable.

We are members of the Bar of the State of Oregon and our opinions expressed herein are limited to the laws of the State of Oregon and the federal laws of the United States and we do not express any opinion herein concerning the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the above-mentioned Registration Statement and to the reference to this firm under the caption "Legal Matters" in the Base Prospectus and the Prospectus Supplement.

Very truly yours,

/s/ Alto Law Group LLC  
Alto Law Group LLC



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders  
Pixelworks, Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Portland, Oregon  
July 25, 2014