

**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.)

**226 Airport Parkway, Suite 595  
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)

**Todd A. DeBonis**

**President and Chief Executive Officer**

**Pixelworks, Inc.**

**226 Airport Parkway, Suite 595**

**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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee <sup>(2)</sup>
Common Stock, \$0.001 par value per share	2,400,000 shares	\$ 3.475	\$ 8,340,000	\$ 1,010.81

<sup>(1)</sup> 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.

<sup>(2)</sup> 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 August 8, 2019, as quoted on the Nasdaq Global Market.

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

**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 2,400,000 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), (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), (g) 1,000,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 25, 2014 (File No. 333-197644), (h) 2,000,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 24, 2015 (File No. 333-205856), (i) 1,200,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 22, 2016 (File No. 333-212650), (j) 1,300,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 24, 2017 (File No. 333-219418), and (k) 2,400,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on September 14, 2018 (File No. 333-227352) (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

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants of the Plan as specified by Securities Act Rule 428(b)(1). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Securities Act Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**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 Commission are incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for its fiscal year ended December 31, 2018, filed with the Commission on March 13, 2019 and as amended on August 9, 2019;
- (b) The Registrant’s Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2019, filed with the Commission on May 10, 2019;
- (c) The Registrant’s Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2019, filed with the Commission on August 9, 2019;

- (d) The Registrant's Current Report on Form 8-K as filed with the Commission on April 1, 2019;
- (e) The Registrant's Current Report on Form 8-K as filed with the Commission on April 15, 2019;
- (f) The Registrant's Current Report on Form 8-K as filed with the Commission on May 16, 2019;
- (g) The Registrant's Current Report on Form 8-K as filed with the Commission on June 7, 2019; and
- (h) 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.

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.**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	<a href="#">Opinion of Tonkin Torp LLP as to the legality of the securities being registered</a>
23.1	<a href="#">Consent of Tonkin Torp LLP (included in legal opinion filed as Exhibit 5.1)</a>
23.2	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm</a>
24.1	<a href="#">Power of Attorney (included as part of the signature page to this Registration Statement).</a>

## 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 August 9, 2019.

PIXELWORKS, INC.

By: /s/ Todd A. DeBonis

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Todd A. DeBonis

President and Chief Executive Officer (Principal  
Executive Officer)

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Todd A. DeBonis 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/ Todd A. DeBonis</u> Todd A. DeBonis	President, Chief Executive Officer (Principal Executive Officer) and Director	August 9, 2019
<u>/s/ Steven L. Moore</u> Steven L. Moore	Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Accounting and Financial Officer)	August 9, 2019
<u>/s/ Richard L. Sanquini</u> Richard L. Sanquini	Chairman of the Board	August 9, 2019
<u>/s/ Amy Bunszel</u> Amy Bunszel	Director	August 9, 2019
<u>/s/ C. Scott Gibson</u> C. Scott Gibson	Director	August 9, 2019
<u>/s/ Daniel J. Heneghan</u> Daniel J. Heneghan	Director	August 9, 2019
<u>/s/ David J. Tupman</u> David J. Tupman	Director	August 9, 2019



August 9, 2019

Pixelworks, Inc.  
226 Airport Parkway, Suite 595  
San Jose, CA 95110

Ladies and Gentlemen:

We have acted as Oregon counsel to Pixelworks, Inc., an Oregon corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of 2,400,000 shares of common stock, par value \$0.001 per share, of the Company (the "Shares"), which may be issued pursuant to the Pixelworks, Inc. Amended and Restated 2006 Stock Incentive Plan (as amended and restated effective May 15, 2019) (the "Plan").

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of the Plan and such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares have been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate law of the State of Oregon. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Tonkon Torp LLP  
TPP/MJM/tkb

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
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.

Our report on the consolidated financial statements refers to a change in the method of accounting for revenue in 2018 due to the adoption of Accounting Standards Codification 606, *Revenue from Contracts with Customers*.

Our report dated March 13, 2019, except for the restatement as to the effectiveness of internal control over financial reporting for the material weakness related to ineffective controls over the appropriateness of an accrual, as to which the date is August 9, 2019, on the effectiveness of internal control over financial reporting as of December 31, 2018, expresses our opinion that Pixelworks, Inc. (the Company) did not maintain effective internal control over financial reporting as of December 31, 2018 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states the Company does not have a control to review the appropriateness of an accrual based on applicable statutes of limitation due to ineffective risk assessment of the continued existence of the liability.

/s/ KPMG LLP  
Portland, Oregon  
August 9, 2019