
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 13G/A
(Amendment No. 2)
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

Pixelworks, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

72581M305
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Bradley Louis Radoff
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 745,000
	6 SHARED VOTING POWER 0
	7 SOLE DISPOSITIVE POWER 745,000
	8 SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 745,000
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.4%
12	TYPE OF REPORTING PERSON* IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13G/A

This Amendment No. 2 (this "Amendment") to Schedule 13G (the "Schedule 13G") is being filed on behalf of Bradley Louis Radoff relating to the Common Stock (the "Common Stock"), of Pixelworks, Inc., an Oregon corporation (the "Issuer"), purchased by Mr. Radoff.

Item 1(a) Name of Issuer.

Pixelworks, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

224 Airport Parkway, Suite 400
San Jose, California 95110

Item 2(a) Name of Person Filing.

Mr. Bradley Louis Radoff

Item 2(b) Address of Principal Business Office, or, if none, Residence

1177 West Loop South
Suite 1625
Houston, Texas 77027

Item 2(c) Place of Organization.

Mr. Radoff is a U.S. citizen.

Item 2(d) Title of Class of Securities.

Common Stock (the "Common Stock")

Item 2(e) CUSIP Number.

72581M305

Item 3 Reporting Person.

The person filing is not listed in Items 3(a) through 3(j).

Item 4 Ownership.

(a) Mr. Radoff is the beneficial owner of 745,000 shares of Common Stock.

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- (b) Mr. Radoff beneficially owns 745,000 shares of Common Stock, which represents approximately 3.4% of the shares of Common Stock issued and outstanding. This percentage is determined by dividing the number of shares beneficially held by Mr. Radoff by 21,970,545, the number of shares of Common Stock issued and outstanding as of October 31, 2013, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 8, 2013.
- (c) Mr. Radoff may direct the vote and disposition of 745,000 shares of Common Stock.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

/s/ Bradley Louis Radoff
Bradley Louis Radoff