

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 24, 2006

PIXELWORKS, INC.

(Exact name of registrant as specified in its charter)

OREGON
(State or other jurisdiction of
incorporation)

000-30269
(Commission File Number)

91-1761992
(I.R.S. Employer
Identification No.)

8100 SW Nyberg Road
Tualatin, Oregon 97062
(503) 454-1750

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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PIXELWORKS, INC. AND SUBSIDIARIES

Item 2.05 COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES

On November 24, 2006, the Board of Directors of Pixelworks, Inc. (the “Company”) approved an additional restructuring plan designed to further reduce operating expenses, while at the same time making investments necessary to win tier one business and to complete development of the Company’s next generation products. Under the plan, operating expenses on an annualized basis are expected to be reduced from third quarter 2006 run rates by \$16 million to \$18 million by the end of 2007. The plan includes further consolidation of North American operations which will result in compensation and space cost savings. The plan also contemplates making critical infrastructure investments in people, processes and information systems to improve the operational efficiency of the Company.

We expect to incur restructuring charges totaling between \$3.5 million and \$4.0 million related to this plan. Approximately \$2.4 million to \$2.6 million will relate to termination benefits and the remaining \$1.1 million to \$1.4 million will relate to contract termination costs, asset disposals and travel. Approximately \$1.0 million to \$1.3 million of the restructuring charges are expected to be recognized in the fourth quarter of 2006 with the remainder being recognized over 2007. We anticipate that most of the charges will result in future cash expenditures, and that the plan will be complete by the end of the fourth quarter of 2007.

The November 27, 2006 press release announcing the restructuring plan is furnished herewith as Exhibit 99.1 to this Report. The press release contain forward-looking statements regarding the Company, and includes cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated in the press release and this Report.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press Release issued by Pixelworks, Inc. dated November 27, 2006.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PIXELWORKS, INC.
(Registrant)

Date: November 27, 2006

By: /s/ Michael D. Yonker
Michael D. Yonker
*Vice President, Chief Financial Officer, Treasurer and
Secretary*



Financial News Release

For Immediate Release

Contact Information:

Investor Inquiries

Michael Yonker
Pixelworks, Inc.
Tel: (503) 454-4515
E-mail: myonker@pixelworks.com
Web site: www.pixelworks.com

Media Inquiries

Chris Bright
Pixelworks, Inc.
Tel: (503) 454-1770
E-mail: cbright@pixelworks.com

Pixelworks Announces Additional Restructuring Plan

Tualatin, Ore., November 27, 2006 — Pixelworks, Inc. (NASDAQ:PXLW), a leading provider of system-on-chip ICs for the advanced display industry, today announced an additional restructuring plan designed to further reduce its operating expenses from third quarter 2006 run rates on an annualized basis by approximately \$16 million to \$18 million by the end of 2007. These reductions are in addition to the approximately \$9 million in annualized savings expected from a previous restructuring plan announced on April 25, 2006.

The new plan includes further consolidation of its North American operations to achieve compensation and space cost savings over the course of the next several quarters. In addition, the plan also contemplates making critical infrastructure investments in people, processes and information systems to improve the operational efficiency of the company.

As a result, the company expects to incur restructuring charges totaling between \$3.5 million to \$4.0 million primarily for reduction in force and space costs. Approximately \$1.0 million to \$1.3 million of the restructuring charge is expected to be recognized in the fourth quarter of 2006 and the remainder will be recognized over 2007.

"As we have stated throughout 2006, we are striving to reduce operating expenses, while at the same time making the investments necessary to win tier one business and to complete the development of our next-generation products," said Allen Alley, President, CEO and Chairman of Pixelworks. "We believe taking this additional restructuring action now will help us achieve a lower breakeven point earlier in 2007."

The company also announced the filing of an amendment to its Form Tender Offer (Form TO), filed on October 27, 2006, to extend by five days, to December 1, 2006, the participation period for its stock option exchange program. The amendment was filed to provide

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stock option exchange participants time to consider the information about the additional restructuring plan in determining the degree of their participation in the exchange program.

About Pixelworks, Inc.

Pixelworks, headquartered in Tualatin, Oregon, is a leading provider of system-on-chip ICs for the advanced display industry. Pixelworks' solutions provide the intelligence for advanced televisions, multimedia projectors, digital streaming media devices and flat panel monitors by processing and optimizing video and computer graphics signals to produce high quality images. Many of the world's leading manufacturers of consumer electronics and computer display products utilize our technology to enhance image quality and ease of use of their products.

For more information, please visit the company's Web site at www.pixelworks.com.

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Pixelworks is a trademark of Pixelworks, Inc. All other trademarks and registration marks are the property of their respective corporations.

Safe Harbor Statement

This release contains statements that are forward-looking statements within the meaning of the "Safe Harbor" provisions of the federal Securities Litigation Reform Act of 1995, including the statements regarding expected reductions in annualized operating expense and expected restructuring charges. Such statements are based on current expectations, estimates and projections about the company's business. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual results could vary materially from the description contained herein due to many factors including those described above and the following: the inability to achieve some or all of the expected operating expense reductions; higher than expected costs required to implement the restructuring plan; changes in growth in the advanced television, multimedia projector, digital media streaming device and flat panel monitor industries; changes in consumer confidence and spending, changes in customer ordering patterns or lead times; the success of our products in expanded markets; success in achieving operating efficiencies from our restructuring efforts; competitive factors, such as rival chip architectures, introduction or traction by competing designs, or pricing pressures; insufficient, excess or obsolete inventory and variations in inventory valuation; our product mix; new product yield rates, changes in regional demand for our product, non-acceptance of the combined technologies by leading manufacturers; changes in the recoverability of intangible assets and long lived assets; and other risk factors listed from time to time in the company's Securities and Exchange Commission filings.

The forward-looking statements we make today, speak as of today, and we do not undertake any obligation to update any such statements to reflect events or circumstances occurring after today. Please refer to the risk factors in Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and subsequent SEC filings for a description of factors that could cause actual results to differ materially from the preliminary results announced.