

**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)

**16760 SW Upper Boones Ferry Rd. Suite 101
Portland, Oregon**

(Address of principal executive offices)

91-1761992

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

97224

(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.

16760 SW Upper Boones Ferry Rd. Suite 101

Portland, Oregon 97224

(Name and address of agent for service)

(503) 601-4545

(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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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.

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”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to 300,000 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”), which shares are in addition to the (a) 111,112 shares of Common Stock registered on the Registrant’s Form S-8 filed on August 11, 2006 (File No. 333-136553), (b) 83,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on August 11, 2008 (File No. 333-152945), (c) 95,834 shares of Common Stock registered on the Registrant’s Form S-8 filed on August 6, 2009 (File No. 333-161125), (d) 83,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 16, 2010 (File No. 333-168175), (e) 83,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 16, 2012 (File No. 333-182701), (f) 83,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 19, 2013 (File No. 333-190037), (g) 83,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 25, 2014 (File No. 333-197644), (h) 166,667 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 24, 2015 (File No. 333-205856), (i) 100,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 22, 2016 (File No. 333-212650), (j) 108,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 24, 2017 (File No. 333-219418), (k) 200,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on September 14, 2018 (File No. 333-227352), (l) 200,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on August 12, 2019 (File No. 333-233210), (m) 241,667 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 26, 2020 (File No. 333-239466), (n) 250,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on May 28, 2021 (File No. 333-256606), (o) 154,167 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 17, 2022 (File No. 333-265686), (p) 241,667 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 14, 2023 (File No. 333-273250), (q) 145,833 shares of Common Stock registered on the Registrant’s Form S-8 filed on September 13, 2024 (File No. 333-282077) and (r) 208,334 shares of Common Stock registered on the Registrant’s Form S-8 filed on November 7, 2025 (File No. 333-291360) (collectively the “Prior Registration Statements”). All share numbers have been adjusted for the one-for-three and one-for-twelve reverse stock splits of the Registrant’s common stock effected on June 4, 2008 and June 6, 2025, respectively.

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 General 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 Rule 428(b)(1) under the Securities Act. 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 Registration Statement, 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 Documents by Reference.

The following documents of the Registrant 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, 2025, filed with the Commission on March 12, 2026;](#)
- (b) [The Registrant's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2026, filed with the Commission on May 14, 2026;](#)
- (c) The Registrant's Current Reports on Form 8-K filed on [January 6, 2026](#), [January 12, 2026](#), [January 16, 2026](#), [January 20, 2026](#), [March 31, 2026](#), and [May 20, 2026](#); and
- (d) [The description of the Registrant's Common Stock set forth in Exhibit 4.1 of the Registrant's Annual Report on Form 10-K for its fiscal year ended December 31, 2025, filed with the Commission on March 12, 2026, together with any other amendment or report subsequently filed with the Commission for the purpose of updating such description.](#)

All documents subsequently filed by the Registrant 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>
4.1	Sixth Amended and Restated Articles of Incorporation of Pixelworks, Inc. incorporated by reference to Exhibit 3.1(b) to the Registrant's Quarterly Report on Form 10-Q filed on August 13, 2025.
4.2	Third Amended and Restated Bylaws of Pixelworks, Inc. incorporated by reference to Exhibit 3(ii).1 to the Registrant's Current Report on Form 8-K filed on February 2, 2023.
4.3	Pixelworks, Inc. Amended and Restated 2006 Stock Incentive Plan incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 20, 2026.
5.1	Opinion of Miller Nash LLP as to the legality of the securities being registered.
23.1	Consent of Miller Nash LLP (included in legal opinion filed as Exhibit 5.1).
23.2	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included as part of the signature page to this Registration Statement).
107	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Portland, State of Oregon, on June 18, 2026.

PIXELWORKS, INC.

By: /s/ Todd A. DeBonis

Todd A. DeBonis

President and Chief Executive Officer (Principal
Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Todd A. DeBonis and Haley F. Aman, 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 of 1933, 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 and Chairman of the Board (Principal Executive Officer)	June 18, 2026
<u>/s/ Haley F. Aman</u> Haley F. Aman	Chief Financial Officer (Principal Accounting and Financial Officer)	June 18, 2026
<u>/s/ Dean W. Butler</u> Dean W. Butler	Lead Independent Director	June 18, 2026
<u>/s/ Douglas J. Darrow</u> Douglas J. Darrow	Director	June 18, 2026
<u>/s/ C. Scott Gibson</u> C. Scott Gibson	Director	June 18, 2026
<u>/s/ Daniel J. Heneghan</u> Daniel J. Heneghan	Director	June 18, 2026

Calculation of Filing Fee Tables

S-8

(Form Type)

Pixelworks, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rate	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	457(a)	300,000	\$ 6.64	\$1,992,000.00 ⁽²⁾	0.0001381	\$275.10 ⁽²⁾
Total Offering Amounts					\$1,992,000.00 ⁽²⁾		\$275.10 ⁽²⁾
Total Fee Offsets							—
Net Fee Due							\$275.09 ⁽²⁾

(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 Pixelworks, Inc. 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.

(2) Estimated in accordance with Rules 457(h) and 457(c) under the Securities Act, solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Capital Market on June 16, 2026.



June 18, 2026

Pixelworks, Inc.
16760 SW Upper Boones Ferry Road, Suite 101
Portland, Oregon 97224

Ladies and Gentlemen:

We have acted as counsel to Pixelworks, Inc., an Oregon corporation (the "Company"), in connection with its filing of the Company's Registration Statement on Form S-8 (the "Registration Statement") on June 18, 2026, with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of an additional 300,000 shares of the Company's common stock, par value \$0.001 per share (the "Registered Shares"), issuable under the Company's Amended and Restated 2006 Stock Incentive Plan (as amended, the "Restated Plan").

In connection with rendering this opinion, we have made inquiries of officers and representatives of the Company and have examined and relied as to matters of fact upon such certificates or copies certified to our satisfaction, of (i) the Restated Plan, (ii) the Company's Sixth Amended and Restated Articles of Incorporation, as amended, and (iii) the Third Amended and Restated Bylaws of the Company, in each case as in effect on the date hereof, as well as (x) the Registration Statement, (y) records of proceedings of the Board of Directors and the shareholders of the Company, and (z) other corporate records, documents, certificates, and instruments of public officials and of officers and representatives of the Company, as we have deemed necessary or appropriate as a basis for the opinion set forth below.

We have also assumed the genuineness of all signatures on all documents examined by us, the authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies, and we have relied as to matters of fact upon statements and certifications of officers of the Company and of public officials.

Based upon, subject to and limited by the foregoing, we are of the opinion that, following (a) effectiveness of the Registration Statement, (b) issuance of the Registered Shares in accordance with the terms of the Restated Plan and the instruments executed pursuant to the Restated Plan governing the awards to which the Registered Shares relate, and (c) receipt by the Company of the consideration for the Registered Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and in the Restated Plan or any such instruments, the Registered Shares will be validly issued, fully paid, and nonassessable.

The opinion expressed herein is limited to the corporate laws of the State of Oregon and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

This opinion is given as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, or developments which hereafter may be brought to our attention, and which may alter or affect our opinion. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registered Shares, or the Restated Plan.

Very truly yours,

/s/ Miller Nash LLP

Miller Nash LLP

Consent of Independent Registered Public Accounting Firm

We have issued our report dated March 12, 2026 with respect to the consolidated financial statements of Pixelworks, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2025, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

San Francisco, California
June 18, 2026