

PIXELWORKS, INC
 Form 4
 February 10, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE STEVEN L

(Last) (First) (Middle)

224 AIRPORT PARKWAY, SUITE 400

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PIXELWORKS, INC [PXLW]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

VP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	02/09/2017		M	60,000 A	\$ 3.48	470,636	D
Common Stock ⁽¹⁾	02/09/2017		S	60,000 D	\$ 3.7585	410,636	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 3.48	02/09/2017		M	60,000	<u>(2)</u>	02/10/2017	Common Stock	60,000
Non-Qualified Stock Option (right to buy)	\$ 0.6					<u>(2)</u>	03/23/2019	Common Stock	100,000
Non-Qualified Stock Option (right to buy)	\$ 2.28					<u>(2)</u>	02/28/2018	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 2.28					<u>(2)</u>	03/02/2018	Common Stock	8,300
Non-Qualified Stock Option (right to buy)	\$ 2.36					<u>(2)</u>	02/09/2018	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 5.25					<u>(3)</u>	07/18/2017	Common Stock	66,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE STEVEN L 224 AIRPORT PARKWAY SUITE 400 SAN JOSE, CA 95110			VP, CFO & Treasurer	

Signatures

Steven L Moore 02/09/2017
 **Signature of Date
 Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by Mr. Moore in November 2016 and reported on a Form 8-K filed by Pixelworks, Inc. on November 29, 2016. The Rule 10b5-1 trading plan provides for the exercise and same-day sale of expiring stock options held by Mr. Moore on a pre-specified date prior to stock option expiration.
- (1) Becomes exercisable on a monthly basis over 3 years, commencing the last day of the month of the date of grant.
 - (2) 25% vest on the last day of the month of the first anniversary of the date of grant, with the remaining 75% vesting ratably on a monthly basis thereafter over three years.
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.