

REGISTRATION NO. 333-69469

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LATTICE SEMICONDUCTOR CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

93-0835214
(I.R.S. Employer
Identification Number)

5555 N.E. MOORE COURT
HILLSBORO, OREGON 97124-6421
(503) 268-8000
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

STEPHEN A. SKAGGS
CHIEF FINANCIAL OFFICER
LATTICE SEMICONDUCTOR CORPORATION
5555 N.E. MOORE COURT
HILLSBORO, OREGON 97124-6421
(503) 268-8000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPY TO:

JOHN A. FORE, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(650) 493-9300

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434,

please check the following box. / /

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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PROSPECTUS

[LOGO]

50,098 SHARES

COMMON STOCK

This prospectus relates to 50,098 shares of common stock, \$0.01 par value, of Lattice Semiconductor Corporation that are issuable upon exercise of a warrant granted to Bain & Company, Inc., the selling stockholder identified in this prospectus. The selling stockholder is offering all of the shares to be sold in the offering. Lattice will not receive any of the proceeds from the offering.

Lattice's common stock is traded on the Nasdaq National Market under the symbol "LSCC."

See "Risk Factors" on page 2 for information you should consider before buying the securities.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is June 28, 1999

RISK FACTORS

AN INVESTMENT IN THE SHARES OF OUR COMMON STOCK OFFERED BY THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY REVIEW THE FOLLOWING RISK FACTORS AS WELL AS THE OTHER INFORMATION IN THIS PROSPECTUS BEFORE MAKING AN INVESTMENT.

OUR WAFER SUPPLY COULD BE INTERRUPTED OR REDUCED AND RESULT IN A SHORTAGE OF FINISHED PRODUCTS AVAILABLE FOR SALE.

We do not manufacture finished silicon wafers. Currently, all of our silicon wafers are manufactured by Seiko Epson in Japan and the UMC Group, a group of affiliated companies in Taiwan. If Seiko Epson, through its U.S. affiliate Epson Electronics America, or the UMC Group significantly interrupts our wafer supply, our operating results would be adversely affected.

In the past, we have experienced delays in obtaining wafers and supply commitments from our foundries. At present, we anticipate that our supply commitments are adequate through fiscal year 2000. However, existing supply commitments may not be sufficient for us to satisfy customer demand in future periods. We negotiate wafer supply commitments and prices on at least an annual basis. If Seiko Epson, Epson Electronics America or the UMC Group reduces our supply commitment or increases our wafer prices, and we cannot find alternative sources of wafer supply, our operating results could be adversely affected.

Many other factors that could disrupt our wafer supply are beyond our control. Since worldwide manufacturing capacity for silicon wafers is limited and inelastic, we could be adversely affected by significant industry wide increases in overall wafer demand or interruptions in wafer supply. Additionally, a disruption of Seiko Epson's or UMC Group's foundry operations as a result of a fire, earthquake or other natural disaster would disrupt our wafer supply and would have an adverse effect on our operating results.

IF OUR FOUNDRY PARTNERS EXPERIENCE PROBLEMS WITH THE QUALITY AND YIELD LEVELS IN THE PRODUCTION OF OUR SILICON WAFERS, WE WILL FACE A SHORTAGE OF FINISHED PRODUCTS AVAILABLE FOR SALE.

We depend on our foundries to produce and deliver reliable silicon wafers with acceptable yields in a timely manner. As is common in our industry, we have experienced wafer yield problems and delivery delays in the past. If our foundries are unable to produce silicon wafers that meet our specifications, with acceptable yields, for a prolonged period, our operating results could be adversely affected.

Substantially all of our revenues are derived from semiconductor products based on a specialized silicon wafer manufacturing process technology called E(2)CMOS-Registered Trademark-. The reliable manufacture of high performance E(2)CMOS semiconductor wafers is a complicated and technically demanding process requiring:

- a high degree of technical skill;
- state-of-the-art equipment;
- the absence of defects in the masks used to print circuits on a wafer;
- the elimination of minute impurities and errors in each step of the fabrication process; and
- effective cooperation between the wafer supplier and the circuit designer.

As a result, our foundries may experience difficulties in achieving acceptable quality and yield levels when manufacturing our silicon wafers.

OUR PRODUCTS WOULD NOT BE COMPETITIVE IF WE ARE UNSUCCESSFUL IN MIGRATING OUR SILICON WAFER MANUFACTURING PROCESS TO MORE ADVANCED TECHNOLOGIES.

In order to develop new products and maintain the competitiveness of existing products, we will need to migrate to more advanced wafer manufacturing process technologies which utilize larger wafer sizes and smaller device geometries. We may also utilize additional foundries. Since we depend upon foundries to provide their facilities and support for our process technology development, we may experience delays in the availability of advanced wafer manufacturing process technologies at existing or new wafer fabrication facilities. As a result, volume production of our advanced E(2)CMOS-Registered Trademark- process technologies at the new fabs of Seiko Epson, the UMC Group or future foundries may not be achieved. This could have an adverse effect on our operating results.

WE MAY BE UNSUCCESSFUL IN DEFINING, DEVELOPING OR SELLING NEW PRODUCTS REQUIRED TO MAINTAIN OR GROW OUR BUSINESS.

As a semiconductor company, we operate in a dynamic environment marked by rapid product obsolescence. Our future success depends on our ability to introduce new or improved products that meet customer needs while achieving acceptable margins. If we fail to introduce these products in a timely manner or these products fail to achieve market acceptance, our business and financial condition will be adversely affected.

The introduction of new products in a dynamic market environment presents significant business challenges. Product development commitments and expenditures must be made well in advance of product sales. The success of a new product depends on our ability to accurately forecast long-term market demand and future technology developments.

Our future revenue growth is dependent on the market acceptance of our new proprietary ISP-TM- product families and the continued market acceptance of our proprietary software development tools. The success of these products depends on a variety of specific factors including:

- successful product definition;
- timely and efficient completion of product design;
- timely and efficient implementation of wafer manufacturing and assembly processes;
- product performance; and
- the quality and reliability of the product.

If, due to these or other factors, our new ISP products do not achieve market acceptance, our business and financial condition will be adversely affected.

CONTINUED DETERIORATION OF CONDITIONS IN ASIA MAY DISRUPT OUR EXISTING SUPPLY ARRANGEMENTS AND RESULT IN A SHORTAGE OF FINISHED PRODUCTS AVAILABLE FOR SALE.

Our two silicon wafer suppliers operate fabs in Asia. Our finished silicon wafers are assembled and tested by independent subcontractors located in Hong Kong, Malaysia, the Philippines, South Korea and Taiwan. A prolonged interruption in our supply from any of these subcontractors could have an adverse effect on our operating results.

Although we have yet not experienced significant supply interruptions, the economic, financial, social and political situation in Asia has recently been volatile. Financial difficulties, governmental actions and restrictions, prolonged work stoppages or any other difficulties experienced by these suppliers as a result of conditions in Asia may disrupt our supply and could have an adverse effect on our operating results.

Our wafer purchases from Seiko Epson are denominated in Japanese yen. The value of the dollar with respect to the yen has fluctuated in the past and may not remain stable in the future. Future substantial deterioration of dollar-yen exchange rates could have an adverse effect on our operating results.

EXPORT SALES ACCOUNT FOR A SUBSTANTIAL PORTION OF OUR REVENUES AND MAY DECLINE IN THE FUTURE DUE TO ECONOMIC AND GOVERNMENTAL UNCERTAINTIES ASSOCIATED WITH SELLING TO CUSTOMERS IN FOREIGN COUNTRIES.

Export sales accounted for 50% of our revenues for the first nine months of fiscal 1999 and 51% of our revenues for the first nine months of fiscal 1998. Our export sales are affected by unique risks frequently associated with foreign economies including:

- changes in local economic conditions;
- exchange rate volatility;
- governmental controls and trade restrictions;
- export license requirements and restrictions on the export of technology;
- political instability;
- changes in tax rates, tariffs or freight rates;
- interruptions in air transportation; and
- difficulties in staffing and managing foreign sales offices.

For example, our export sales have recently been affected by the Asian economic crisis. Significant changes in the economic climate in the foreign countries where we derive our export sales could have an adverse effect on our operating results.

IF OUR ASSEMBLY AND TEST SUBCONTRACTORS EXPERIENCE PROBLEMS WITH THE QUALITY AND YIELD LEVELS OF OUR SEMICONDUCTOR DEVICES, WE WILL HAVE A SHORTAGE OF FINISHED PRODUCTS AVAILABLE FOR SALE.

We rely on subcontractors to assemble and test our devices with acceptable quality and yield levels. As is common in our industry, we have experienced quality and yield problems in the past. If we experience prolonged quality or yield problems in the future, there could be an adverse effect on our operating results.

The majority of our revenue is derived from semiconductor devices assembled in advanced packages. The assembly of advanced packages is a complex process requiring:

- a high degree of technical skill;
- state-of-the-art equipment;
- the absence of defects in lead frames used to attach semiconductor devices to the package;
- the elimination of raw material impurities and errors in each step of the process; and
- effective cooperation between the assembly subcontractor and the device manufacturer.

As a result, our subcontractors may experience difficulties in achieving acceptable quality and yield levels when assembling and testing our semiconductor devices.

THE CYCLICAL NATURE OF THE SEMICONDUCTOR INDUSTRY MAY LIMIT OUR ABILITY TO MAINTAIN OR GROW REVENUE AND PROFIT LEVELS DURING FUTURE INDUSTRY DOWNTURNS.

The semiconductor industry is highly cyclical, to a greater extent than other less dynamic or less technology-driven industries. In the past, our financial performance has been negatively affected by significant downturns in the semiconductor industry as a result of:

- the cyclical nature of the demand for the products of semiconductor customers;
- general reductions in inventory levels by customers;
- excess production capacity; and
- accelerated declines in average selling prices.

If these or other conditions in the semiconductor industry occur in the future, there could be an adverse effect on our operating results.

OUR STOCK PRICE MAY CONTINUE TO FLUCTUATE GREATLY AND MAY CAUSE INVESTORS TO LOSE ALL OR PART OF THEIR INVESTMENT.

In recent years, the price of our common stock has fluctuated greatly. These price fluctuations have been rapid and severe and have left investors little time to react. The price of our common stock may continue to fluctuate greatly in the future due to a variety of company specific factors, including:

- quarter to quarter variations in our operating results;
- shortfalls in revenues or earnings from levels expected by securities analysts; and
- announcements of technological innovations or new products by us or our competitors.

If our stock price continues to fluctuate greatly, investors may lose all or part of their investment.

WE MAY NOT BE ABLE TO SUCCESSFULLY COMPETE WITH CURRENT OR FUTURE COMPETITORS IN THE HIGHLY COMPETITIVE SEMICONDUCTOR INDUSTRY.

The semiconductor industry is intensely competitive and many of our direct and indirect competitors have substantially greater financial, technological, manufacturing, marketing and sales resources. If we are unable to compete successfully in this environment, our future results will be adversely affected.

The current level of competition in the programmable logic market is high and may increase as our market expands. We currently compete directly with companies that have licensed our products and technology or have developed similar products. We also compete indirectly with numerous semiconductor companies that offer products and solutions based on alternative technologies. These direct and indirect competitors are established multinational semiconductor companies as well as emerging companies. We also may experience significant competition from foreign companies in the future.

WE MAY FAIL TO RETAIN OR ATTRACT THE SPECIALIZED TECHNICAL AND MANAGEMENT PERSONNEL REQUIRED TO SUCCESSFULLY OPERATE OUR BUSINESS.

To a greater degree than most non-technology companies and larger technology companies, our future success depends in part on our ability to attract and retain highly qualified technical and management personnel. As a mid-sized company, we are particularly dependent on a relatively small group of key employees. Competition for skilled technical and management employees is intense within our industry. As a result, we may not be able to retain our existing key technical and management personnel. In addition, we may not be able to attract additional qualified employees in the future. If we are unable to retain existing key employees or are unable to hire new qualified employees, our operating results could be adversely affected.

IF WE ARE NOT ABLE TO ADEQUATELY PROTECT OUR INTELLECTUAL PROPERTY RIGHTS, OUR FINANCIAL RESULTS AND COMPETITIVE POSITION MAY SUFFER.

Our success depends in part on our proprietary technology. However, we may fail to adequately protect this technology. As a result, we may lose our competitive position or face significant expense to protect or enforce our intellectual property rights.

We intend to continue to protect our proprietary technology through patents, copyrights and trade secrets. Despite this intention, we may be unsuccessful in achieving adequate protection. Claims allowed on any of our patents may not be sufficiently broad to protect our technology. Patents issued to us also may be challenged, invalidated or circumvented. Finally, our competitors may develop similar technology independently.

Companies in the semiconductor industry vigorously pursue protection of their intellectual property rights. If we become involved in protracted intellectual property disputes or litigation we may utilize substantial financial and management resources, which could have an adverse effect on our operating results. We may also be subject to future intellectual property claims or judgments. If these were to occur, we may not be able to obtain a license on favorable terms or without our operating results being adversely affected.

IF OUR BUSINESS PARTNERS ARE UNSUCCESSFUL IN ACHIEVING YEAR 2000 COMPLIANCE IN A TIMELY MANNER, WE COULD EXPERIENCE DISRUPTIONS IN SUPPLIER DELIVERIES AND CUSTOMER SHIPMENTS.

Many currently installed computer systems and software products experience difficulty distinguishing between twenty-first century dates and twentieth century dates. This is commonly known as the Year 2000 problem.

We do not anticipate that resolution of internal Year 2000 issues will have a material adverse impact on our financial position or operating results. However, our business could be affected if one of our critical business partners were to experience a severe business interruption due to a failure to address their internal Year 2000 issues in a timely manner. We believe the most reasonably likely worst case Year 2000 scenario is a temporary disruption in supplier deliveries or customer shipments. If a severe disruption in either of these two areas occurs and is not corrected in a timely manner, we may experience a revenue or profit shortfall in the first half of calendar year 2000.

FORWARD-LOOKING STATEMENTS

SOME OF THE INFORMATION IN THIS PROSPECTUS CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE SUBSTANTIAL RISKS AND UNCERTAINTIES. YOU CAN IDENTIFY THESE STATEMENTS BY FORWARD-LOOKING WORDS SUCH AS "MAY," "WILL," "EXPECT," "ANTICIPATE," "BELIEVE," "ESTIMATE" AND "CONTINUE" OR SIMILAR WORDS.

YOU SHOULD READ STATEMENTS THAT CONTAIN THESE WORDS CAREFULLY BECAUSE THEY:

- DISCUSS OUR FUTURE EXPECTATIONS;
- PROJECT OUR FUTURE OPERATING RESULTS OR FINANCIAL CONDITION; OR
- STATE OTHER "FORWARD-LOOKING" INFORMATION.

WE BELIEVE IT IS IMPORTANT TO COMMUNICATE OUR EXPECTATIONS TO OUR INVESTORS. THERE MAY BE EVENTS IN THE FUTURE, HOWEVER, THAT WE ARE NOT ACCURATELY ABLE TO PREDICT OR OVER WHICH WE HAVE NO CONTROL.

THE RISK FACTORS LISTED IN THIS SECTION, AS WELL AS ANY CAUTIONARY LANGUAGE IN THIS PROSPECTUS, PROVIDE EXAMPLES OF RISKS, UNCERTAINTIES AND EVENTS THAT MAY CAUSE OUR ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE EXPECTATIONS WE DESCRIBE IN OUR FORWARD-LOOKING STATEMENTS. BEFORE YOU INVEST IN OUR COMMON STOCK, YOU SHOULD BE AWARE THAT THE OCCURRENCE OF ANY OF THE EVENTS DESCRIBED IN THESE RISK FACTORS AND ELSEWHERE IN THIS PROSPECTUS COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION AND OPERATING RESULTS. ADDITIONALLY, UPON THE OCCURRENCE OF ANY OF THESE EVENTS, THE TRADING PRICE OF OUR COMMON STOCK COULD DECLINE AND YOU COULD LOSE ALL OR PART OF YOUR INVESTMENT.

USE OF PROCEEDS

The proceeds received by Lattice upon exercise of the warrant will be used for general working capital purposes.

PRICE RANGE OF COMMON STOCK

The following table sets forth the range of high and low sale prices of Lattice's common stock for the indicated periods, as reported by the Nasdaq National Market. On June 24, 1999, the last reported sale price of the common stock on the Nasdaq National Market was \$56 5/16 per share. As of June 24, 1999, Lattice had approximately 306 holders of record of the common stock.

| | HIGH ----- | LOW ----- |
|---|---------------|--------------|
| Fiscal year ended March 29, 1997: | | |
| First Quarter..... | 36 1/4 | 21 5/8 |
| Second Quarter..... | 31 1/2 | 19 3/4 |
| Third Quarter..... | 47 | 27 1/2 |
| Fourth Quarter..... | 54 7/8 | 39 3/4 |
| Fiscal year ended March 28, 1998: | | |
| First Quarter..... | 62 5/8 | 41 1/2 |
| Second Quarter..... | 74 1/2 | 54 7/8 |
| Third Quarter..... | 67 1/2 | 45 |
| Fourth Quarter..... | 57 | 39 3/4 |
| Fiscal year ending April 3, 1999 | | |
| First Quarter..... | 54 5/8 | 25 5/8 |
| Second Quarter..... | 36 5/8 | 23 1/4 |
| Third Quarter..... | 46 1/2 | 18 7/8 |
| Fourth Quarter..... | 56 5/16 | 37 3/4 |
| Fiscal year ending April 1, 2000 | | |
| First Quarter (through June 24, 1999..... | 61 7/8 | 38 1/16 |

DIVIDEND POLICY

Lattice has never declared or paid cash dividends on its common stock. The Board of Directors currently intends to retain all earnings for use in Lattice's business. Therefore, Lattice does not anticipate declaring or paying any cash dividends on its common stock in the foreseeable future.

PLAN OF DISTRIBUTION

The selling stockholder may sell all or a portion of the shares from time to time on the Nasdaq National Market for its own accounts at prices prevailing in the public market at the times of such sales. The selling stockholder may also make private sales directly or through one or more brokers. These brokers may act as agents or as principals. The selling stockholder will pay all sales commissions and similar expenses related to the sale of the shares. Lattice will pay all expenses related to the registration of the shares.

The selling stockholder and any broker executing selling orders on behalf of the selling stockholder may be considered an "underwriter" under the Securities Act. As a result, commissions received by a broker may be treated as underwriting commissions under the Securities Act. Any broker-dealer participating as an agent in that kind of transaction may receive commissions from the selling stockholder and from any purchaser of shares.

OFFICES AND PLACE OF INCORPORATION

Lattice was incorporated in Oregon in 1983 and reincorporated in Delaware in 1985. Its principal executive offices are located at 5555 N.E. Moore Court, Hillsboro, Oregon 97124-6421, and its telephone number at that location is (503) 268-8000.

LEGAL MATTERS

Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California, has passed upon the validity of the issuance of the common stock offered by this prospectus for Lattice. Larry W. Sonsini, an officer of Wilson Sonsini Goodrich & Rosati, Professional Corporation, is a director of Lattice and owns options to purchase an aggregate of 18,000 shares of Lattice's common stock and an aggregate of 2,340 shares of Lattice's common stock.

EXPERTS

The consolidated financial statements incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended March 28, 1998 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other information with the Commission, in accordance with the Securities and Exchange Act of 1934. You may read and copy our reports, proxy statements and other information filed by us at the public reference facilities of the Commission in Washington, D.C., New York, New York, and Chicago, Illinois. Please call the Commission at 1-800-SEC-0330 for further information about the public reference rooms. Our reports, proxy statements and other information filed with the Commission are available to the public over the Internet at the Commission's World Wide Web site <http://www.sec.gov>.

The Commission allows us to "incorporate by reference" the information we filed with them, which means that we can disclose important information by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information

that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made by us with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until our offering is complete:

- Lattice's Annual Report on Form 10-K for the fiscal year ended March 28, 1998;
- Lattice's Quarterly Reports on Form 10-Q for the fiscal quarters ended January 2, 1999, September 26, 1998 and June 27, 1998;
- Lattice's Current Reports on Form 8-K filed with the Commission on May 7, 1999 and on June 25, 1999.
- The description of Lattice's common stock which is contained in Lattice's registration statement on Form 8-A filed with the Commission on September 27, 1989, including any amendment or report filed for the purpose of updating any such description; and
- The description of the preferred stock purchase rights of Lattice contained in Lattice's registration statement on Form 8-A filed with the Commission on September 13, 1991.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Chief Financial Officer
Lattice Semiconductor Corporation
5555 N.E. Moore Court
Hillsboro, Oregon 97124-6421
(503) 268-8000

You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate as of the date on the front of this document.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

| | |
|--|-------------|
| Securities and Exchange Commission registration fee..... | \$ 666.77 |
| Fees and expenses of counsel..... | 35,000.00 |
| Fees and expenses of accountants..... | 12,000.00 |
| Blue sky fees and expenses..... | 1,500.00 |
| Miscellaneous..... | 833.23 |
| | ----- |
| Total..... | \$50,000.00 |
| | ----- |
| | ----- |

Except for the Securities and Exchange Commission registration fee, all of the foregoing expenses have been estimated. All of the above expenses will be paid by Lattice.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Lattice's Certificate of Incorporation (the "Certificate") limits, to the maximum extent permitted by Delaware law, the personal liability of directors for monetary damages for their conduct as a director. Lattice's Bylaws provide that Lattice shall indemnify its officers and directors and may indemnify its employees and other agents to the fullest extent permitted by law.

Section 145 of the Delaware General Corporation Law ("Delaware Law") provides that a corporation may indemnify a director, officer, employee or agent made a party to an action by reason of the fact that he was a director, officer, employee or agent of the corporation or was serving at the request of the corporation against expenses actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful.

Delaware Law does not permit a corporation to eliminate a director's duty of care, and the provisions of the Certificate have no effect on the availability of equitable remedies such as injunction or rescission, based upon a director's breach of the duty of care. Insofar as indemnification for liabilities arising under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be permitted to foregoing provisions and agreements, the Registrant has been informed that in the opinion of the staff of the Commission such indemnification is against public policy as expressed in the Exchange Act and is therefore unenforceable.

ITEM 16. EXHIBITS.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
| ----- | |
| 4.1 | Form of Warrant to Purchase Shares of Common Stock dated May 5, 1998.* |
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, Counsel to the Registrant.* |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Accountants. |
| 23.2 | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation, Counsel to the Registrant (included in Exhibit 5.1).* |
| 24.1 | Power of Attorney (see page II-3 of the initial filing of this Form S-3).* |
| ----- | |

* Previously filed.

ITEM 17. UNDERTAKINGS.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hillsboro, State of Oregon, on June 25, 1999.

LATTICE SEMICONDUCTOR CORPORATION

By: /s/ CYRUS Y. TSUI

 Cyrus Y. Tsui
 PRESIDENT, CHIEF EXECUTIVE OFFICER
 AND CHAIRMAN OF THE BOARD

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE | TITLE | DATE |
|---|---|---------------|
| /s/ CYRUS Y. TSUI ----- Cyrus Y. Tsui | President, Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors | June 25, 1999 |
| /s/ STEPHEN A. SKAGGS ----- Stephen A. Skaggs | Senior Vice President, Chief Financial Officer (Principal Financial Officer) and Secretary | June 25, 1999 |
| * ----- Mark O. Hatfield | Director | June 25, 1999 |
| * ----- Daniel S. Hauer | Director | June 25, 1999 |
| * ----- Harry A. Merlo | Director | June 25, 1999 |
| * ----- Larry W. Sonsini | Director | June 25, 1999 |
| * ----- Douglas C. Strain | Director | June 25, 1999 |

*By: /s/ STEPHEN A. SKAGGS

 Stephen A. Skaggs,
 ATTORNEY-IN-FACT

LATTICE SEMICONDUCTOR CORPORATION
REGISTRATION STATEMENT ON FORM S-3
INDEX TO EXHIBITS

EXHIBIT
NUMBER

DESCRIPTION

-
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(included in Exhibit 5.1).*
- 24.1 Power of Attorney (see page II-3 of the initial filing of this Form S-3).*

* Previously filed.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated April 15, 1998 relating to the consolidated financial statements, which appears in 1998 Annual Report to Stockholders of Lattice Semiconductor Corporation, which is incorporated by reference in the Lattice Semiconductor Corporation's Annual Report on Form 10-K for the year ended March 28, 1998. We also consent to the incorporation by reference of our report dated April 15, 1998 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Portland, Oregon
June 25, 1999