
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)
October 12, 2010**

Lattice Semiconductor Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-18032
(Commission
File Number)

93-0835214
(IRS Employer
Identification No.)

**5555 N. E. Moore Court
Hillsboro, Oregon 97124-6421**
(Address of principal executive offices, including zip code)

(503) 268-8000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

Lattice Semiconductor Corporation (the "Company") announced that effective November 8, 2010, Mr. Darin Billerbeck has been appointed to serve as President and Chief Executive Officer of the Company. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Mr. Christopher M. Fanning has been serving as interim Chief Executive Officer of the Company since September 4, 2010 while the Company sought a permanent replacement for the position.

Mr. Billerbeck, 50, most recently served as the Chief Executive Officer of Zilog, a microcontroller manufacturer, which was acquired by IXYS Corporation in February 2010. Prior to joining Zilog in January 2007, Billerbeck served 18 years in various executive and management positions at Intel Corporation, including as Vice President and General Manager of Intel's Flash Products Group from 1999 to 2007.

In connection with Mr. Billerbeck's appointment, the Company entered into an offer letter with Mr. Billerbeck that sets forth certain terms related to Mr. Billerbeck's compensation package. The Company and Mr. Billerbeck will enter into an employment agreement that will include the compensation described in the offer letter and contain additional terms and conditions substantially similar to those set forth in the employment agreements of the Company's other executive officers.

The terms of the compensation package set forth in the offer letter include: an annual base salary of \$450,000; participation in the Company's cash incentive program, with a target award for fiscal year 2011 of 60% of Mr. Billerbeck's base salary (and a maximum payout of 90% of his base salary) and a target award of 100% of his base salary for fiscal year 2012 (and a maximum payout of 150% of base salary); a signing bonus of \$300,000 that Mr. Billerbeck must repay if he voluntarily terminates his employment within twelve months; and an option to purchase 750,000 shares of the Company's common stock at an exercise price equal to the closing price of a share of Company common stock on the date of grant that will vest over four years and have an exercise period of seven years. In addition, in the event of an involuntary termination (as defined in the employment agreement to be entered into between Mr. Billerbeck and the Company) of Mr. Billerbeck's employment, the Company will pay Mr. Billerbeck an amount equal to 1.0 times Mr. Billerbeck's then base salary, plus 1.0 times Mr. Billerbeck's then target cash incentive payment amount and accelerate the vesting of Mr. Billerbeck's equity awards with respect to an additional twelve months. If such an involuntary termination occurs immediately prior to a "change in control" (as defined in the employment agreement) or within 24 months following the change in control, then Mr. Billerbeck will immediately fully vest in all of his outstanding equity awards and the Company will pay Mr. Billerbeck an amount equal to 2.0 times Mr. Billerbeck's then base salary, plus 2.0 times Mr. Billerbeck's then target cash incentive payment amount. These severance benefits will be subject to Mr. Billerbeck entering into a release of claims in favor of the Company, its directors and its officers.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 12, 2010 (furnished herewith)

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release dated October 12, 2010 (furnished herewith)



News Release

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**LATTICE SEMICONDUCTOR APPOINTS DARIN BILLERBECK
PRESIDENT AND CEO**

30 Year Veteran of Intel, AMD and Zilog to Lead Lattice's Continued Growth

HILLSBORO, OR - October 12, 2010 - Lattice Semiconductor Corporation (NASDAQ: LSCC) today announced that its Board of Directors has appointed Darin G. Billerbeck as the Company's President and Chief Executive Officer, effective November 8, 2010. Billerbeck, a 30 year technology industry veteran with Intel and AMD, most recently served as the Chief Executive Officer of Zilog, which was acquired by IXYS Corporation.

"I want to thank the Board of Directors for its confidence in selecting me to lead Lattice," said Billerbeck. "Lattice has successfully differentiated itself through its innovative FPGA, PLD, and programmable Mixed Signal solutions. The Company's compelling product roadmap of low-power and high-value programmable solutions will certainly give us an even stronger competitive edge moving forward. I look forward to building deeper relationships with our customers worldwide and am particularly excited to work with the team of talented individuals Lattice has attracted to achieve the next phase in the Company's growth."

Billerbeck was appointed as Zilog's President and CEO in January 2007. Prior to joining Zilog, Billerbeck served 18 years in various executive and management positions at Intel. From 1999 to 2007 he was Vice President and General Manager of the Flash Products Group, managing a \$2 billion business and directing the efforts of over 7,000 employees worldwide. In that position, he was responsible for developing and implementing Intel's Flash and Wireless strategic business plans.

From 1993 to 1999 Billerbeck led several key engineering functions for Intel's Flash Products Group including Director of Design Engineering, Director of Packaging and Test Technology, and Director of Operations. Between these roles Billerbeck was responsible for product development and many aspects of production. From 1988 to 1993 Billerbeck worked in various other production focused engineering roles at Intel. From 1981 to 1988 Billerbeck worked for Advanced Micro Devices in process technology development.

"Lattice has established multiple product leadership positions and placed itself on a much firmer financial footing," said Patrick Jones, Chairman of the Lattice Board of Directors. "Darin's proven track record at the semiconductor industry's largest companies and in growth environments, combined with his deep R&D experience, give him the ideal background for success at Lattice. We look forward to him driving best in class execution of our strategic roadmap and continuing to maximize the return for our stakeholders."

Safe Harbor

Statements in this news release looking forward in time are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements, including statements relating to the Company's attainment of an even stronger competitive edge, building deeper relationships with customers, achieving the next phase in the Company's growth, best in class execution of the Company's strategic roadmap and continued maximization of stakeholder returns, involve risks and uncertainties, including risks relating global economic conditions and uncertainty, the concentration of our sales in the communications equipment end market, particularly as it relates to the concentration of our sales in the Asia Pacific region, market acceptance and demand for our new products, the impact of competitive products and pricing and other risk factors detailed in the Company's Securities and Exchange Commission filings. Actual results may differ materially from forward-looking statements.

About Lattice Semiconductor

Lattice is the source for innovative FPGA, PLD, programmable Power Management and Clock Management solutions. For more information, visit www.latticesemi.com.

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