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)
May 4, 2026

Lattice Semiconductor Corporation

(Exact name of registrant as specified in its charter)

Delaware	000-18032	93-0835214
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5555 NE Moore Court
Hillsboro, Oregon 97124
(Address of principal executive offices, including zip code)

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

N/A
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $.01 par value	LSCC	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On May 4, 2026, Lattice Semiconductor Corporation, a Delaware corporation (the “Company”), certain of its wholly owned subsidiaries, AMI TopCo, Inc. (“AMI”) and THL AMI Aggregator, LP (“THL”) (solely in its capacity as the representative of securityholders of AMI) entered into an Agreement and Plan of Merger (the “Merger Agreement”). The Merger Agreement provides, among other things, that on the terms and subject to the conditions set forth therein, the Company will acquire AMI on a cash-free/debt-free basis (the “Acquisition”) for total consideration of $1 billion in cash and approximately $650 million in shares of the Company’s common stock, subject to customary adjustments set forth in the Merger Agreement. The number of shares of the Company's common stock to be issued adjusts based on the trading price of the Company’s common stock prior to the completion of the Acquisition, subject to a minimum of approximately 5.2 million shares and a maximum of approximately 6.1 million shares, including certain Company equity awards to be granted to AMI employees with an estimated aggregate value of $57.3 million based on the closing price of the Company’s common stock as of May 1, 2026 of $120.96 (collectively, the “Aggregate Consideration”).

A portion of the Aggregate Consideration will be held in escrow to serve as security for potential adjustments to the Aggregate Consideration and indemnification claims under the Merger Agreement following the completion of the Acquisition, in each case on the terms and subject to the conditions set forth therein. In addition, the Merger Agreement contains customary representations, warranties and covenants from each of the parties. The completion of the Acquisition is subject to customary closing conditions set forth in the Merger Agreement, including the expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The Merger Agreement also provides customary termination rights for each of the parties.

In connection with the Acquisition, the Company and THL are entering into a registration rights agreement (the “Registration Rights Agreement”), which provides for customary registration rights following the completion of the Acquisition with respect to the shares of the Company’s common stock to be issued to THL as consideration for the Acquisition. Pursuant to the Registration Rights Agreement, THL and its affiliates will collectively be entitled to two underwritten block trades. In addition, as part of the Acquisition, THL and the other stockholders of AMI are agreeing to certain transfer restrictions with respect to the shares of the Company’s common stock to be issued to THL as consideration for the Acquisition, with 25% of the shares released from the transfer restrictions upon the completion of each successive 90-day period following the completion of the Acquisition and a release in full from the transfer restrictions on the one-year anniversary of the completion of the Acquisition.

The Company intends to fund the cash component of the transaction through a combination of cash from its balance sheet as well as proceeds of a new debt financing. In connection with entering into the Merger Agreement, the Company entered into a commitment letter (the “Commitment Letter”), dated as of May 4, 2026, with Wells Fargo Bank, N.A., Wells Fargo Securities, LLC and Morgan Stanley Senior Funding, Inc. (the “Commitment Parties”), pursuant to which, subject to the terms and conditions set forth therein, the Commitment Parties have committed to provide a senior secured 364-day term loan facility in an aggregate principal amount of up to $950,000,000 and a senior secured revolving credit facility in an aggregate principal amount of up to $200,000,000 (collectively, the “Senior Secured Credit Facilities”). The commitments under the Commitment Letter are subject to customary reductions, including reductions equal to the net cash proceeds received by the Company from the incurrence of specified other indebtedness. The funding of the Senior Secured Credit Facilities provided for in the Commitment Letter is contingent on the satisfaction of customary conditions, including (i) the execution and delivery of definitive documentation with respect to credit facilities in accordance with the terms sets forth in the Commitment Letter, and (ii) the consummation of the Acquisition in accordance with the Merger Agreement.

The transaction is expected to close in the third quarter of 2026.

The foregoing descriptions of the Merger Agreement, the Registration Rights Agreement, the Commitment Letter, and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in their entirety by reference to, the full text of the Merger Agreement, the Registration Rights Agreement, and the Commitment Letter, respectively, copies of which will be filed on the Company’s Form 10-Q for the quarter ended July 4, 2026. A copy of the Merger Agreement is filed to provide investors with information regarding its terms and is not intended to provide any factual information about any party to the Merger Agreement or its affiliates. The representations, warranties and covenants contained in the Merger Agreement (a) have been made solely for the purposes of the Merger Agreement and as of specific dates; (b) were made solely for the benefit of the parties to the Merger Agreement, on the terms and subject to the conditions set forth in the Merger Agreement; (c) are not intended as statements of fact to be relied upon by any person other than a party to the Merger Agreement, but rather as a way of allocating the risk between the parties if the statements prove to be inaccurate; (d) may have been modified or qualified by confidential disclosures that were made between the parties to the Merger Agreement, which disclosures are not reflected in the Merger Agreement itself; (e) may no longer be true as of a given date; and (f) may apply standards of materiality in a way that is different from what may be viewed as material by investors. Investors should not rely on the representations, warranties and covenants, or any descriptions or summaries, as characterizations of the actual state of facts or condition of any party to the Merger Agreement or its affiliates. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in the Company’s public disclosures.

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this Form 8-K not misleading. The Merger Agreement should not be read alone but should instead be read in conjunction with the other information regarding the Merger Agreement, the Acquisition, the parties to the Merger Agreement and their respective affiliates and businesses that will be contained in, or incorporated by reference into, the Company's public disclosures.

Item 2.02. Results of Operations and Financial Condition.

On May 4, 2026, the Company issued a press release announcing the Company's financial results for the quarter ended April 4, 2026. A copy of the press release is furnished (not filed) as Exhibit 99.1 to this Current Report on Form 8-K. The information in Exhibit 99.1 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 3.02. Unregistered Sales of Equity Securities.

The information contained in Item 1.01 is incorporated herein by reference.

As described in Item 1.01, under the terms of the Merger Agreement, the Company has agreed to issue shares of the Company's common stock. This issuance and sale will be exempt from registration pursuant to Section 4(a)(2) of the Securities Act. Accordingly, the offer and sale of shares of the Company's common stock have not been registered under the Securities Act and such shares may not be offered or sold in the United States except pursuant to an effective registration statement or applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

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

On May 1, 2026, the Company's board of directors appointed Lorenzo A. Flores, the Company's Chief Financial Officer as Principal Accounting Officer of the Company.

Item 7.01. Regulation FD Disclosure.

On May 4, 2026, the Company issued a press release announcing the Company's entry into the Merger Agreement. A copy of the press release is furnished (not filed) as Exhibit 99.2 to this Current Report on Form 8-K. The information set forth under this Item 7.01, including Exhibit 99.2, shall not be deemed to be "filed" for the purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the federal securities laws, including Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally relate to future events or the Company's future financial or operating performance. In some cases, you can identify forward looking statements because they contain words such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these words or other similar terms or expressions that concern the Company's expectations, strategy, plans or intentions. Forward-looking statements in this Current Report on Form 8-K include, but are not limited to statements relating to the terms of the Acquisition, the Company's expectations regarding the Acquisition, the impact of the Acquisition on the Company's business, and the expected timing of the Acquisition. These statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially. Factors that could affect outcomes include the include: the possibility that the conditions to the closing of the transaction are not satisfied on a timely basis or at all; the occurrence of any event, change or other circumstance that could give rise to a right to terminate the transaction; possible disruption related to the transaction from the Company's or AMI's current plans, operations and business relationships, including through the loss of customers and employees; the amount of the costs, fees, expenses and other charges incurred by the Company related to the transaction; the risk that the Company's stock price may fluctuate and may decline if the Merger is not completed; the diversion of the Company's management team's time and attention from ongoing business operations and opportunities; the response of competitors and other market participants to the transaction; the ability of the Company and AMI to retain key personnel; the ability of the Company to realize the benefits of the transaction; the ability to successfully integrate AMI's businesses with the Company's businesses or to integrate the businesses within the anticipated timeframe; potential litigation relating to the transaction; uncertainty as to timing of completion of the transaction and the ability of each party to consummate the transaction; and, and other risks detailed in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise forward-looking statements, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being furnished herewith:

Exhibit No.	Description
99.1	Press Release, dated May 4, 2026 (furnished herewith).
99.2	Press Release, dated May 4, 2026 (furnished herewith).
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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.

LATTICE SEMICONDUCTOR CORPORATION

By: /s/ Lorenzo A. Flores

Lorenzo A. Flores
Senior Vice President, Chief Financial Officer

Date: May 4, 2026

Exhibit 99.1

NEWS RELEASE

CONTACTS

MEDIA:	**INVESTORS:**
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LATTICE SEMICONDUCTOR REPORTS 42% YOY FIRST QUARTER 2026 REVENUE GROWTH AS COMPUTE & COMMUNICATIONS ACHIEVES RECORD REVENUE

~50% Expected Q2 2026 YoY Revenue Growth Fueled by Increased Visibility into Multi-Year Expansion Cycle

AMI Acquisition Creates Industry's Most Complete Platform for Secure Management and Control

HILLSBORO, Ore. – May 4, 2026 – Lattice Semiconductor Corporation (Nasdaq: LSCC), the low power programmable leader, announced financial results today for the fiscal first quarter ended April 4, 2026.

Revenue for the first quarter of 2026 was $170.9 million, with GAAP gross margin of 68.8%, and GAAP net income of $0.16 per diluted share. On a non-GAAP basis, gross margin was 70.0%, with net income per diluted share of $0.41. GAAP net income and GAAP net income margin for the first quarter of 2026 were $21.8 million and 12.8%, respectively, with adjusted EBITDA of $67.8 million, which is a 39.6% adjusted EBITDA margin for the first quarter of 2026. GAAP net cash flow from operating activities for the first quarter of 2026 was $50.3 million, which is a GAAP operating cash flow margin of 29.4%, and non-GAAP free cash flow and free cash flow margin of $39.7 million and 23.2%, respectively.

Ford Tamer, Chief Executive Officer, said, "We delivered record first quarter revenue growth, led by increased demand across all of our end markets. As we had committed, we grew non-GAAP earnings faster than revenue, achieving 86% year over year EPS growth. Our Compute and Communications business achieved record revenue, while our Industrial and Embedded business growth exceeded 20% quarter over quarter. When taken together with our strong backlog, continued design win momentum and leadership in small and mid-range FPGAs, we believe we are in the early stages of a multi-year growth cycle and are well positioned to deliver sustained, above-market growth in 2026 and beyond."

Lorenzo Flores, Chief Financial Officer, said, "We continue to drive increased profitability, with our model demonstrating strong operating leverage as revenue growth translates to bottom-line expansion. We remain focused on scaling the business efficiently while investing to extend our leadership in small and mid-range FPGAs and expand our companion chip opportunity. Lattice is positioned to drive continued short and long-term revenue growth, strength in margin, and increased free cash flow."

Selected First Quarter 2026 Financial Results and Comparisons (in thousands, except per share data)

	GAAP Financial Results (unaudited)				
	Q1 2026	**Q4 2025**	**Q1 2025**	**Q/Q**	**Y/Y**
Revenue	$ 170,897	$ 145,792	$ 120,150	17.2%	42.2%
Gross Margin %	68.8%	68.5%	68.0%	30 bps	80 bps
R&D Expense %	29.7%	36.7%	34.4%	(700) bps	(470) bps
SG&A Expense %	23.5%	30.4%	27.6%	(690) bps	(410) bps
Operating Expenses	$ 91,564	$ 98,851	$ 74,754	(7.4)%	22.5%
Income from Operations	$ 26,068	$ 1,086	$ 6,974	2300.4%	273.8%
Net Income (loss)	$ 21,817	$ (7,645)	$ 5,022	(385.4)%	334.4%
Net Income (loss) per Share - Basic	$ 0.16	$ (0.06)	$ 0.04	$0.22	$ 0.12
Net Income (loss) per Share - Diluted	$ 0.16	$ (0.06)	$ 0.04	$0.22	$ 0.12
Net Income (loss) Margin	12.8%	(5.2)%	4.2%	1800 bps	860 bps
Operating Cash Flow Margin	29.4%	39.5%	26.5%	(1010) bps	290 bps

	Non-GAAP* Financial Results (unaudited)				
	Q1 2026	**Q4 2025**	**Q1 2025**	**Q/Q**	**Y/Y**
Revenue (GAAP)	$ 170,897	$ 145,792	$ 120,150	17.2%	42.2%
Gross Margin %	70.0%	69.4%	69.0%	60 bps	100 bps
R&D Expense %	21.8%	24.8%	25.0%	(300) bps	(320) bps
SG&A Expense %	13.9%	16.4%	18.4%	(250) bps	(450) bps
Operating Expenses	$ 60,839	$ 56,394	$ 51,408	7.9%	18.3%
Income from Operations	$ 58,715	$ 44,819	$ 31,539	31.0%	86.2%
Net Income	$ 56,970	$ 43,725	$ 30,746	30.3%	85.3%
Net Income per Share - Basic	$ 0.42	$ 0.32	$ 0.22	$ 0.10	$ 0.20
Net Income per Share - Diluted	$ 0.41	$ 0.32	$ 0.22	$ 0.09	$ 0.19
Adjusted EBITDA Margin	39.6%	36.5%	33.4%	310 bps	620 bps
Free Cash Flow Margin	23.2%	30.2%	19.4%	(700) bps	380 bps

** GAAP represents U.S. Generally Accepted Accounting Principles. Non-GAAP represents GAAP excluding the impact of certain activities, which the Company's management excludes in analyzing the Company's operating results and in understanding trends in the Company's earnings. Additional information relating to these measures is included below in "Non-GAAP Financial Measures." For a reconciliation of GAAP to non-GAAP results, see accompanying tables "Reconciliation of U.S. GAAP to Non-GAAP Financial Measures."*

First Quarter 2026 Highlights:

- **Record New Product Revenue Growth:** Revenue from our new products continues to expand, led by AI-related server demand.
- **NVIDIA GTC 2026:** Joined the NVIDIA Halos AI Systems Inspection Lab ecosystem, the first ANSI National Accreditation Board (ANAB) accredited inspection lab for AI-driven physical systems. Lattice will engage with NVIDIA and other ecosystem members to build Halos-certified Holoscan Sensor Bridge-based designs for physical AI and to help shape best practices as the industry evolves.
- **Texas Instruments (TI) Edge AI Collaboration**: Announced a collaboration with TI to simplify sensor integration and to scale real-time edge AI systems, leveraging TI sensing technology and the Lattice + NVIDIA Holoscan Sensor Bridge solution to enable advanced robotics and industrial applications.
- **Recognized for Workplace Excellence, Product Leadership and Innovation:** Lattice won Embedded Computing Design's prestigious Best in Show award; was named to USA TODAY's Top Workplaces in 2026; won multiple 2026 Globee Cybersecurity Awards; was named a multi-award winner at the 2026 Cybersecurity Excellence Awards; won two Global InfoSec awards from Cyber Defense Magazine (CDM) at the 2026 RSA Conference, and was named a 2026 Environment + Energy Leader Award winner.

Business Outlook - Second Quarter of 2026:

- Revenue for the second quarter of 2026 is expected to be between $175 million and $195 million.
- Gross margin percentage for the second quarter of 2026 is expected to be 70% plus or minus 1% on a non-GAAP basis.
- Total operating expenses for the second quarter of 2026 are expected to be between $64 million and $67 million on a non-GAAP basis.
- Income tax rate for the second quarter of 2026 is expected to be between 4% and 6% on a non-GAAP basis.
- Net income for the second quarter of 2026 is expected to be between $0.42 and $0.46 per share on a non-GAAP basis.

Non-GAAP Financial Measures: In addition to financial measures prepared in accordance with generally accepted accounting principles (GAAP), this earnings release makes reference to non-GAAP financial measures. With respect to the outlook for the second quarter of 2026, certain items that affect reconciliation of non-GAAP financial measures for non-GAAP gross margin percentage, non-GAAP total operating expenses, non-GAAP income tax rate, and non-GAAP net income are not available on a forward-looking basis because such items cannot be reasonably calculated without unreasonable efforts due to the unpredictability of the amounts and timing of events affecting the items we exclude from non-GAAP financial measures, including certain large and/or unpredictable charges such as stock-based compensation expense; performance-based equity expense; legal expense outside the ordinary course of business; restructuring; and impairment charges. Consequently, the Company is unable to calculate the most directly comparable GAAP measure to non-GAAP gross margin percentage, non-GAAP total operating expenses, non-GAAP income tax rate, and non-GAAP net income for the Company's second quarter 2026 quarterly guidance.

Lattice announces signing of definitive agreement to acquire firmware leader, AMI

Together, the combined companies will help customers move development earlier, simplify system integration and accelerate time to market.

- **Acquisition Financial Details:** Under the terms of the definitive agreement, Lattice plans to acquire AMI on a cash-free/debt-free basis for total consideration of $1.65 billion, consisting of $1.0 billion in cash and approximately $650 million in shares of Lattice common stock, subject to customary adjustments. The transaction is expected to close in the third quarter of 2026, subject to the satisfaction of customary closing conditions and regulatory approvals. The transaction is expected to be accretive to gross margin, free cash flow, and EPS on a non-GAAP basis, and it supports Lattice's trajectory toward $1 billion+ annual revenue run rate by Q4 2026.
- **Platform Firmware:** Provide leading boot firmware to CPU, GPU, and MPU-silicon partners, as well as hyperscalers, server OEM and ODM customers.
- **Manageability and Security Solutions:** Provide datacenter scale manageability solutions to board management controller silicon partners, as well as hyperscalers, server OEM and ODM customers.
- **Integrate with Lattice Platform:** Delivers a more complete end-to-end solution that simplifies system integration and accelerates customers' time to market.
- **Remain Agnostic:** Lattice and AMI will remain agnostic to silicon partners and other firmware providers.

For more information, please see the transaction announcement and related materials available on the investor relations section of www.latticesemi.com.

Investor Conference Call / Webcast Details:

Lattice Semiconductor will review the Company's financial results for the fiscal first quarter 2026, and business outlook on Monday, May 4 at 5:00 p.m. Eastern Time. The dial-in number for the live audio call is 1-877-407-3982 or 1-201-493-6780 with conference identification number 13759722. A live webcast of the conference call will also be available on the investor relations section of www.latticesemi.com. The Company's financial guidance will be limited to the comments on its public quarterly earnings call and the public business outlook statements contained in this press release.

Forward-Looking Statements Notice:

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve estimates, assumptions, risks and uncertainties. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are neither historical facts nor assurances of future performance and may be forward-looking. Such forward-looking statements include, but are not limited to, statements relating to our revenue and EPS growth, future financial performance and related drivers, our expectations related to market recovery and growth including AI and datacenter-related growth; our belief that we are in the early stages of a multi-year growth cycle and are well positioned to deliver sustained, above-market growth; statements about operating leverage and margin expansion; statements about design win momentum, backlog strength, and our companion chip opportunity; our expectations regarding the pending acquisition of AMI, including expected benefits, integration, and expected accretive impact on gross margin, free cash flow, and EPS; the statements under the heading “Business Outlook - Second Quarter of 2026.” Other forward-looking statements may be indicated by words such as “will,” “could,” “should,” “would,” “may,” “expect,” “plan,” “project,” “anticipate,” “intend,” “forecast,” “future,” “believe,” “estimate,” “predict,” “propose,” “potential,” “continue” or the negative of these terms or other comparable terminology.

Estimates of future revenue and other financial and operational outcomes are inherently uncertain due to factors such as: global economic conditions which may affect customer demand; the cyclical nature of the semiconductor industry including fluctuating customer and distributor purchasing patterns, inventory levels, and order timing; pricing and inflationary pressures; competitive actions; international trade disputes and sanctions; the impact of tariffs, trade restrictions, export controls, license requirements or similar actions on us or our suppliers and customers, including the impact on the costs of our products, the products into which they are integrated, and the impact on demand due to costs and uncertainty; our expectations regarding our pending acquisition of AMI, including the risks related to the satisfaction of closing conditions, regulatory approvals, the ability to successfully integrate the acquired business, retention of key personnel, realization of expected synergies and benefits, and the expected accretive impact on gross margin, free cash flow, and EPS; and other significant risks and uncertainties that are beyond our ability to predict or control. Actual gross margin percentage, operating expenses, income tax rate, and net income on a per share basis could vary from the estimates on the basis of, among other things, changes in revenue levels, changes in product pricing and mix, changes in wafer, assembly, test and other costs, variations in manufacturing yields, the failure to sustain operational improvements, and the actual amount of compensation charges due to stock price changes.

Actual results may differ materially from our expectations and are subject to risks and uncertainties that relate more broadly to our overall business, including those described in our filings with the Securities and Exchange Commission, including Lattice’s most recent Annual Report on Form 10-K, especially those under the captions “Risk Factors” and “Management's Discussion and Analysis of Financial Condition and Results of Operations”, all of which are expressly incorporated herein by reference.

Lattice believes these and other risks and uncertainties could cause actual results to differ materially from the forward-looking statements. New risk factors emerge from time to time and it is not possible for the Company to predict all risk factors. You should not rely on forward-looking statements because actual results could differ materially from those expressed in any forward-looking statements. In addition, any forward-looking statement applies only as of the date on which it is made. The Company does not intend to and undertakes no obligation to update or revise any forward-looking statements, whether as a result of events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Non-GAAP Financial Measures:

Included within this press release and the accompanying tables and notes are certain non-GAAP financial measures that supplement the Company's consolidated financial information prepared in accordance with U.S. GAAP, including non-GAAP gross margin, gross margin percentage, R&D expense, SG&A expense, operating expenses, income from operations, income tax expense, net income, net income per share – basic, and net income per share – diluted, adjusted EBITDA, adjusted EBITDA margin, free cash flow, and free cash flow margin. The non-GAAP measures presented exclude charges and adjustments primarily related to stock-based compensation and related payroll tax effects; accruals related to the portion of our annual incentive plan that we intend to settle in shares of our common stock; transformation activities; legal expense outside the ordinary course of business; amortization of acquired intangible assets; restructuring plan and other charges; impairment charges; and the estimated tax effect of these items, non-cash changes in net deferred income taxes, change in tax law and other tax adjustments; and depreciation and other amortization. These charges and adjustments are a result of periodic or non-core operating activities of the Company. The Company describes these non-GAAP financial measures and reconciles them to the most directly comparable GAAP measures in the tables and notes attached to this press release.

The Company's management believes that these non-GAAP financial measures provide an additional and useful way of viewing aspects of our performance that, when viewed in conjunction with our GAAP results, provide a more comprehensive understanding of the various factors and trends affecting our ongoing financial performance and operating results than GAAP measures alone. Management also uses these non-GAAP measures for strategic and business decision-making, internal budgeting, forecasting, and resource allocation processes and believes that investors should have access to similar data. The non-GAAP financial information used by the Company may differ from that used by other companies. These non-GAAP measures are included solely for informational and comparative purposes and are not meant as a substitute for GAAP and should be considered together with the consolidated financial information located in the tables attached to this press release.

About Lattice Semiconductor Corporation:

Lattice Semiconductor (Nasdaq: LSCC) is the low power programmable leader. We solve customer problems across the network, from the Edge to the Cloud, in the growing communications, computing, industrial, automotive and consumer markets. Our technology, long-standing relationships, and commitment to world-class support let our customers quickly and easily unleash their innovation to create a smart, secure, and connected world.

For more information about Lattice, please visit www.latticesemi.com. You can also follow us via LinkedIn, X, Facebook, YouTube, WeChat, or Weibo.

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Lattice Semiconductor Corporation
Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

	Three Months Ended		
	April 4, 2026	January 3, 2026	March 29, 2025
Revenue	$ 170,897	$ 145,792	$ 120,150
Cost of sales	53,265	45,855	38,422
Gross margin	117,632	99,937	81,728
Operating expenses:			
Research and development	50,836	53,433	41,387
Selling, general, and administrative	40,105	44,293	33,126
Amortization of acquired intangible assets	20	19	—
Restructuring and other	603	1,106	241
Total operating expenses	91,564	98,851	74,754
Income from operations	26,068	1,086	6,974
Interest income (expense), net	1,269	628	1,052
Other income (expense), net	(71)	(446)	(45)
Income before income taxes	27,266	1,268	7,981
Income tax expense	5,449	8,913	2,959
Net income (loss)	$ 21,817	$ (7,645)	$ 5,022
Net income (loss) per share:			
Basic	$ 0.16	$ (0.06)	$ 0.04
Diluted	$ 0.16	$ (0.06)	$ 0.04
Shares used in per share calculations:			
Basic	136,814	136,718	137,686
Diluted	139,390	136,718	138,317

Lattice Semiconductor Corporation
Condensed Consolidated Balance Sheets
(in thousands)
(unaudited)

	April 4, 2026	January 3, 2026
Assets		
Current assets:		
Cash and cash equivalents	$ 139,956	$ 133,886
Accounts receivable, net	118,106	102,277
Inventories, net	88,231	89,202
Other current assets	39,938	38,509
Total current assets	386,231	363,874
Property and equipment, net	77,516	77,032
Operating lease right-of-use assets	37,535	39,459
Intangible assets, net	3,574	4,143
Goodwill	315,358	315,358
Deferred income taxes	59,420	62,675
Other long-term assets	19,345	20,579
	$ 898,979	$ 883,120
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 58,764	$ 56,518
Accrued liabilities	31,502	30,594
Accrued payroll obligations	20,698	30,561
Total current liabilities	110,964	117,673
Long-term operating lease liabilities, net of current portion	34,061	36,127
Other long-term liabilities	13,795	15,266
Total liabilities	158,820	169,066
Stockholders' equity	740,159	714,054
	$ 898,979	$ 883,120

Lattice Semiconductor Corporation
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Three Months Ended	
	April 4, 2026	**March 29, 2025**
Cash flows from operating activities:		
Net income	$ 21,817	$ 5,022
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Stock-based compensation expense	28,072	20,373
Depreciation and amortization	9,357	8,880
Change in deferred income tax provision	3,508	822
Other non-cash adjustments	1,956	2,012
Net changes in assets and liabilities	(14,455)	(5,217)
Net cash provided by (used in) operating activities	50,255	31,892
Cash flows from investing activities:		
Capital expenditures	(10,533)	(8,616)
Other investing activities	(4,891)	(3,462)
Net cash provided by (used in) investing activities	(15,424)	(12,078)
Cash flows from financing activities:		
Repurchase of common stock	(15,000)	(25,000)
Net cash flows related to stock compensation exercises	(13,776)	(3,779)
Net cash provided by (used in) financing activities	(28,776)	(28,779)
Effect of exchange rate change on cash	15	238
Net increase (decrease) in cash and cash equivalents	6,070	(8,727)
Beginning cash and cash equivalents	133,886	136,291
Ending cash and cash equivalents	$ 139,956	$ 127,564
Supplemental disclosure of cash flow information and non-cash investing and financing activities:		
Income taxes paid, net of refunds	$ 1,719	$ 1,440
Operating lease payments	$ 2,621	$ 2,403

Lattice Semiconductor Corporation
Supplemental Historical Financial Information
(unaudited)

	Three Months Ended		
	April 4, 2026	**January 3, 2026**	**March 29, 2025**
Balance Sheet Information			
A/R Days Revenue Outstanding (DSO)	63	64	64
Inventory Days (DIO)	151	178	225
Revenue % (by Geography)			
Asia	78%	73%	65%
Americas	11%	14%	25%
Europe (incl. Africa)	11%	13%	10%
Revenue % (by End Market) (1)			
Compute and Communications	62%	64%	48%
Industrial and Embedded	38%	36%	52%
Revenue $M (by End Market) (1)			
Compute and Communications	$ 106.6	$ 92.6	$ 57.4
Industrial and Embedded	$ 64.3	$ 53.2	$ 62.8
Revenue % (by Channel)			
Distribution	94%	89%	79%
Direct	6%	11%	21%

(1) Lattice Semiconductor today announced that it has updated its disaggregated end market reporting to better reflect how the Company views its business. Effective beginning Q1 2026, Lattice Semiconductor will disaggregate revenue by end market into (i) Compute and Communications and (ii) Industrial and Embedded. Compute and Communications reflects a reordering of the Company's prior Communications and Computing end market, while Industrial and Embedded combines the Company's previously reported Industrial and Automotive, and Consumer end markets. This change represents a presentation-only update and has no impact on the Company's consolidated financial results. Prior period end market information will be recast to conform to the new presentation to facilitate comparability.

Fiscal year 2025 quarterly revenue disaggregated by end market is shown below:

	Q1 2025	**Q2 2025**	**Q3 2025**	**Q4 2025**	**FY 2025**
Revenue % (by End Market)					
Compute and Communications	48%	55%	55%	64%	56%
Industrial and Embedded	52%	45%	45%	36%	44%
Revenue $M (by End Market)					
Compute and Communications	$ 57.4	$ 68.7	$ 74.0	$ 92.6	$ 292.7
Industrial and Embedded	$ 62.8	$ 55.3	$ 59.3	$ 53.2	$ 230.6

Lattice Semiconductor Corporation
Reconciliation of U.S. GAAP to Non-GAAP Financial Measures
(in thousands, except per share data)
(unaudited)

	Three Months Ended		
	April 4, 2026	**January 3, 2026**	**March 29, 2025**
Gross Margin Reconciliation			
GAAP Gross margin	$ 117,632	$ 99,937	$ 81,728
Stock-based compensation - gross margin (1)	1,687	1,169	1,143
Incentive compensation to be settled in equity - gross margin (2)	235	107	76
Non-GAAP Gross margin	$ 119,554	$ 101,213	$ 82,947
Gross Margin % Reconciliation			
GAAP Gross margin %	68.8%	68.5%	68.0%
Stock-based compensation - gross margin (1)	1.1%	0.8%	0.9%
Incentive compensation to be settled in equity - gross margin (2)	0.1%	0.1%	0.1%
Non-GAAP Gross margin %	70.0%	69.4%	69.0%
Research and Development Expense % (R&D Expense %) Reconciliation			
GAAP R&D Expense %	29.7%	36.7%	34.4%
Stock-based compensation - R&D (1)	(7.0)%	(10.3)%	(8.1)%
Incentive compensation to be settled in equity - R&D (2)	(0.9)%	(0.6)%	(0.5)%
Transformation charges	—%	(1.0)%	(0.8)%
Non-GAAP R&D Expense %	21.8%	24.8%	25.0%
Selling, General, and Administrative Expense % (SG&A Expense %) Reconciliation			
GAAP SG&A Expense %	23.5%	30.4%	27.6%
Stock-based compensation - SG&A (1)	(8.7)%	(13.3)%	(8.1)%
Incentive compensation to be settled in equity - SG&A (2)	(0.9)%	(0.7)%	(0.7)%
Legal expenses (3)	—%	—%	(0.4)%
Non-GAAP SG&A Expense %	13.9%	16.4%	18.4%
Operating Expenses Reconciliation			
GAAP Operating expenses	$ 91,564	$ 98,851	$ 74,754
Stock-based compensation - operations (1)	(26,804)	(34,450)	(19,413)
Incentive compensation to be settled in equity - operations (2)	(3,198)	(1,800)	(1,452)
Transformation charges	—	(1,488)	(1,012)
Legal expenses (3)	—	—	(533)
Amortization of acquired intangible assets	(20)	(19)	—
Restructuring and other	(703)	(1,203)	(936)
Impairment charges	—	(3,497)	—
Non-GAAP Operating expenses	$ 60,839	$ 56,394	$ 51,408

(1) Includes stock-based compensation and related payroll tax expenses.
(2) Includes accruals for the portion of our annual incentive plan that we intend to settle in equity and related payroll tax expenses.
(3) Includes legal expenses outside the ordinary course of business, including those incurred defending against claims brought against the Company by Steven A.W. De Jaray, Perienne De Jaray and Darrell R. Oswalde.

Lattice Semiconductor Corporation
Reconciliation of U.S. GAAP to Non-GAAP Financial Measures
(in thousands, except per share data)
(unaudited)

	Three Months Ended		
	April 4, 2026	**January 3, 2026**	**March 29, 2025**
Income from Operations Reconciliation			
GAAP Income from operations	$ 26,068	$ 1,086	$ 6,974
Stock-based compensation (1)	28,491	35,619	20,556
Incentive compensation to be settled in equity (2)	3,433	1,907	1,528
Transformation charges	—	1,488	1,012
Legal expenses (3)	—	—	533
Amortization of acquired intangible assets	20	19	—
Restructuring and other	703	1,203	936
Impairment charges	—	3,497	—
Non-GAAP Income from operations	$ 58,715	$ 44,819	$ 31,539
Income from Operations % Reconciliation			
GAAP Income from operations %	15.3%	0.7%	5.8%
Cumulative effect of non-GAAP Gross Margin and Operating adjustments	19.1%	30.0%	20.4%
Non-GAAP Income from operations %	34.4%	30.7%	26.2%
Other Income (Expense) Reconciliation			
GAAP Other income (expense), net	$ (71)	$ (446)	$ (45)
Write-off of debt costs and non-recoverable investment	—	198	—
Non-GAAP Other income (expense), net	$ (71)	$ (248)	$ (45)
Income Tax Expense (Benefit) Reconciliation			
GAAP Income tax expense	$ 5,449	$ 8,913	$ 2,959
Estimated tax effect of non-GAAP adjustments	5,119	9,220	2,086
Non-cash changes in net deferred income taxes	(7,625)	(16,659)	(2,307)
Change in tax law (4)	—	—	(938)
Non-GAAP Income tax expense	$ 2,943	$ 1,474	$ 1,800

(1) Includes stock-based compensation and related payroll tax expenses.
(2) Includes accruals for the portion of our annual incentive plan that we intend to settle in equity and related payroll tax expenses.
(3) Includes legal expenses outside the ordinary course of business, including those incurred defending against claims brought against the Company by Steven A.W. De Jaray, Perienne De Jaray and Darrell R. Oswalde.
(4) Includes an increase in our provision for U.S. tax on foreign operations resulting from The 2017 Tax Cuts and Jobs Act and is related to the capitalization and subsequent amortization of R&D costs for tax purposes which was made permanent in the 2025 Tax Act in the third quarter of fiscal 2025.

Lattice Semiconductor Corporation
Reconciliation of U.S. GAAP to Non-GAAP Financial Measures
(in thousands, except per share data)
(unaudited)

	Three Months Ended		
	April 4, 2026	**January 3, 2026**	**March 29, 2025**
Net Income Reconciliation			
GAAP Net income (loss)	$ 21,817	$ (7,645)	$ 5,022
Stock-based compensation (1)	28,491	35,619	20,556
Incentive compensation to be settled in equity (2)	3,433	1,907	1,528
Transformation charges	—	1,488	1,012
Legal expenses (3)	—	—	533
Amortization of acquired intangible assets	20	19	—
Restructuring and other	703	1,203	936
Impairment charges	—	3,497	—
Write-off of debt costs and non-recoverable investment	—	198	—
Estimated tax effect of non-GAAP adjustments	(5,119)	(9,220)	(2,086)
Non-cash changes in net deferred income taxes	7,625	16,659	2,307
Change in tax law (4)	—	—	938
Non-GAAP Net income	$ 56,970	$ 43,725	$ 30,746
Net Income Per Share Reconciliation			
GAAP Net income (loss) per share - basic	$ 0.16	$ (0.06)	$ 0.04
Cumulative effect of Non-GAAP adjustments	0.26	0.38	0.18
Non-GAAP Net income per share - basic	$ 0.42	$ 0.32	$ 0.22
GAAP Net income (loss) per share - diluted	$ 0.16	$ (0.06)	$ 0.04
Cumulative effect of Non-GAAP adjustments	0.25	0.38	0.18
Non-GAAP Net income per share - diluted	$ 0.41	$ 0.32	$ 0.22
Shares used in per share calculations:			
Basic	136,814	136,718	137,686
Diluted	139,390	138,727	138,317

(1) Includes stock-based compensation and related payroll tax expenses.

(2) Includes accruals for the portion of our annual incentive plan that we intend to settle in equity and related payroll tax expenses.

(3) Includes legal expenses outside the ordinary course of business, including those incurred defending against claims brought against the Company by Steven A.W. De Jaray, Perienne De Jaray and Darrell R. Oswalde.

(4) Includes an increase in our provision for U.S. tax on foreign operations resulting from The 2017 Tax Cuts and Jobs Act and is related to the capitalization and subsequent amortization of R&D costs for tax purposes which was made permanent in the 2025 Tax Act in the third quarter of fiscal 2025.

Lattice Semiconductor Corporation
Reconciliation of U.S. GAAP to Non-GAAP Financial Measures
(in thousands, except per share data)
(unaudited)

	Three Months Ended		
	April 4, 2026	**January 3, 2026**	**March 29, 2025**
Reconciliation of Net income to Adjusted EBITDA			
GAAP Net income (loss)	$ 21,817	$ (7,645)	$ 5,022
Interest (income) expense, net	(1,269)	(628)	(1,052)
Income tax expense (benefit)	5,449	8,913	2,959
Amortization of acquired intangible assets	20	19	—
Depreciation and other amortization	9,109	8,633	8,586
Stock-based compensation (1)	28,491	35,619	20,556
Incentive compensation to be settled in equity (2)	3,433	1,907	1,528
Transformation charges	—	1,488	1,012
Legal expenses (3)	—	—	533
Restructuring and other	703	1,203	936
Impairment charges	—	3,497	—
Write-off of debt costs and non-recoverable investment	—	198	—
Adjusted EBITDA	$ 67,753	$ 53,204	$ 40,080
Reconciliation of Net income margin to Adjusted EBITDA margin			
GAAP Net income (loss) margin	12.8%	(5.2)%	4.2%
Cumulative effect of EBITDA adjustments	26.8%	41.7%	29.2%
Adjusted EBITDA margin	39.6%	36.5%	33.4%
Reconciliation of GAAP Net Cash Provided by Operating Activities to Free Cash Flow			
GAAP Net cash provided by operating activities	$ 50,255	$ 57,584	$ 31,892
Operating cash flow margin	*29.4%*	*39.5%*	*26.5%*
Capital expenditures	(10,533)	(13,607)	(8,616)
Free cash flow	$ 39,722	$ 43,977	$ 23,276
Free cash flow margin	*23.2%*	*30.2%*	*19.4%*

(1) Includes stock-based compensation and related payroll tax expenses.
(2) Includes accruals for the portion of our annual incentive plan that we intend to settle in equity and related payroll tax expenses.
(3) Includes legal expenses outside the ordinary course of business, including those incurred defending against claims brought against the Company by Steven A.W. De Jaray, Perienne De Jaray and Darrell R. Oswalde.

Exhibit 99.2

NEWS RELEASE

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Lattice to Acquire AMI, Creating the Industry's Most Complete Secure Management and Control Platform

— Strategic combination pairs the low power programmable leader with the leader in platform firmware and infrastructure manageability for cloud and AI —

- Addresses datacenter modularity, complexity, uptime, and deployment challenges
- Adds to Lattice position in manageability, server, AI, and cloud, and doubles SAM
- Accelerates customer time to market and expands system-level capabilities with Lattice FPGAs and AMI solutions
- Maintains agnostic companion chip and solution commitment to partner ecosystem
- Anticipated to be immediately accretive to gross margin, free cash flow, and EPS on a non-GAAP basis
- Supports $1 billion+ annual revenue run-rate by Q4 2026
- Accelerates medium to long-term growth with new solution roadmap

HILLSBORO, Ore. – **May 4, 2026** – Lattice Semiconductor (NASDAQ: LSCC) today announced it has entered into a definitive agreement with THL Partners to acquire AMI, the leader in platform firmware and infrastructure manageability for cloud and AI, creating the industry's most complete secure management and control platform. The planned acquisition advances Lattice's strategy to expand its position in server, AI, and cloud applications spanning hardware, security, manageability, and control. Lattice expects the acquisition to be accretive to gross margin, free cash flow, and EPS on a non-GAAP basis, and it supports Lattice's trajectory toward a $1 billion+ annual revenue run rate by Q4 2026.

The acquisition brings together Lattice's industry-leading low power FPGAs with AMI's industry-leading platform firmware and infrastructure manageability solutions for cloud and AI to create a complete portfolio of secure management and control solutions. Together, they will address datacenter modularity, complexity, uptime, and deployment challenges, while maintaining their shared commitment to delivering agnostic companion chips and solutions for the compute, communications, industrial, and embedded markets. Upon closing, they expect the combined company's complementary products to amplify customer success with an expanded set of solutions for secure management, flexible control, predictive maintenance, and accelerated time to market.

"Our acquisition of AMI advances our everywhere companion chip strategy and shared vision to deliver secure management and control solutions that help customers deploy complex systems faster and with greater confidence – with expanded design choice and flexibility," said Ford Tamer, President and Chief Executive Officer of Lattice Semiconductor. "AMI's expertise in firmware and infrastructure for cloud and AI is a natural extension of our portfolio, deepening our role in system-level security, manageability, and control. We expect our combined capabilities to create significant value for our customers and shareholders."

Sanjoy Maity Chief Executive Officer of AMI, said, "Lattice and AMI share a long history of collaboration and a common vision for secure system design. This combination allows us to build on that foundation, extending the reach of AMI's platform firmware and infrastructure manageability solutions while maintaining the open, silicon-agnostic, multi-vendor support our customers value. Together, we believe we can deliver more complete and integrated management and control solutions for the systems being designed today – and tomorrow."

Transaction Details

Under the terms of the definitive agreement, Lattice plans to acquire AMI on a cash-free/debt-free basis for total consideration of $1.65 billion, consisting of $1.0 billion in cash and approximately $650 million in shares of Lattice common stock, subject to customary adjustments set forth in the definitive agreement. Pursuant to the definitive agreement, the number of shares of Lattice common stock to be issued adjusts based on the trading price of Lattice's common stock prior to the completion of the acquisition, subject to a minimum of approximately 5.2 million shares and a maximum of approximately 6.1 million shares, which includes certain Lattice equity awards to be granted to AMI employees with an estimated aggregate value of approximately $57.3 million based on the closing price of the Company's common stock as of May 1, 2026 of $120.96.

AMI is expected to generate over $200 million in revenue in 2026.

The transaction is expected to close in the third quarter of 2026, subject to the satisfaction of customary closing conditions, including the receipt of applicable regulatory approvals.

AMI is currently majority owned by THL Partners, a leading middle-market private equity firm and established investor in global semiconductor and compute infrastructure.

Additional information regarding the transaction is available on Lattice's investor relations website at https://ir.latticesemi.com.

Advisors

Morgan Stanley & Co. LLC served as exclusive financial advisor, and Wilson Sonsini Goodrich & Rosati, Professional Corporation served as legal counsel to Lattice Semiconductor. Wells Fargo and Morgan Stanley provided committed financing to Lattice Semiconductor. J.P. Morgan Securities LLC served as exclusive financial advisor, and Ropes & Gray LLP served as legal counsel to AMI.

Investor Conference Call / Webcast Details

Lattice will hold a conference call for the financial community at 5:00 p.m. Eastern Time today to discuss its financial results for the fiscal first quarter 2026 and plans to acquire AMI. The dial-in number for the live audio call is 1-877-407-3982 or 1-201-493-6780 with conference identification number 13759722. A live webcast of the conference call will also be available on the investor relations section of www.latticesemi.com.

About Lattice Semiconductor

Lattice Semiconductor (NASDAQ: LSCC) is the low power programmable leader. We solve customer problems across the network, from the Edge to the Cloud, in the growing Communications, Computing, Industrial, Automotive, and Consumer markets. Our technology, long-standing relationships, and commitment to world-class support let our customers quickly and easily unleash their innovation to create a smart, secure, and connected world.

For more information about Lattice, please visit www.latticesemi.com. You can also follow us via LinkedIn, X, Facebook, YouTube, WeChat, or Weibo.

About THL Partners

THL Partners is a premier private equity firm investing in middle-market growth companies exclusively within three sectors: Healthcare, Financial Technology & Services, and Technology & Business Solutions. THL couples deep sector expertise through an Identified Sector Opportunity ("ISO") process with dedicated internal operating resources from its Strategic Resource Group ("SRG") to transform and build great companies of lasting value in partnership with management. The Firm's domain expertise and resources help to build great companies with an aim to accelerate growth, improve operations, and drive long-term sustainable value. Since 1974, THL has managed or deployed $50 billion of equity capital, worked with over 175 partner companies around the world and fueled more than 700 add-on acquisitions representing an aggregate enterprise value of over $260 billion.

Forward-Looking Statements

This press release contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements in this press release include, but are not limited to, statements relating to our expectations regarding: the acceleration of customer time to market, expansion of system-level capabilities, the impact of the transaction for our customers and shareholders, our business and financial performance (including that the transaction is expected to be accretive to gross margin, free cash flow, and EPS on a non-GAAP basis, and supports Lattice's trajectory toward a $1 billion+ annual revenue run rate by Q4 2026), our position in the market, other expected benefits of the proposed transaction, and the expected timing of the transaction. These statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially. Factors that could affect outcomes include the include: the possibility that the conditions to the closing of the transaction are not satisfied on a timely basis or at all; the occurrence of any event, change or other circumstance that could give rise to a right to terminate the transaction; possible disruption related to the transaction from Lattice's or AMI's current plans, operations and business relationships, including through the loss of customers and employees; the amount of the costs, fees, expenses and other charges incurred by Lattice related to the transaction; the risk that Lattice's stock price may fluctuate and may decline if the Merger is not completed; the diversion of Lattice management's time and attention from ongoing business operations and opportunities; the response of competitors and other market participants to the transaction; the ability of Lattice and AMI to retain key personnel; the ability of Lattice to realize the benefits of the transaction; the ability to successfully integrate AMI's businesses with Lattice's businesses or to integrate the businesses within the anticipated timeframe; potential litigation relating to the transaction; uncertainty as to timing of completion of the transaction and the ability of each party to consummate the transaction; and, and other risks detailed in Lattice's filings with the Securities and Exchange Commission. Lattice undertakes no obligation to update or revise forward looking statements, except as required by law.

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