
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
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
President**

**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)

Copies 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: This post-effective amendment deregisters those shares of common stock that remain unsold hereunder as of the effective date hereof.

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.

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, please 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.

On December 22, 1998, Lattice Semiconductor Corporation (the "Company") filed a registration statement on Form S-3 (No. 333-69469) (the "Registration Statement") which registered for resale 200,392 shares of its common stock (as adjusted for subsequent stock splits) issuable to Bain & Company, Inc. ("Bain") upon exercise of a warrant (the "Warrant") granted to Bain in connection with consulting services provided to the Company. The Registration Statement was declared effective by the Securities and Exchange Commission (the "Commission") on June 28, 1999.

In accordance with the undertaking contained in the Registration Statement pursuant to item 512(a)(3) of Regulation S-K, the Company respectfully requests that the Commission remove from registration a total of 200,392 shares of its common stock that remain unsold under the Registration Statement. The Company is requesting the removal from registration of these shares because the Warrant expired prior to being exercised.

Accordingly, the Company hereby de-registers 200,392 shares of its common stock registered pursuant to the Registration Statement remaining unsold thereunder.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hillsboro, State of Oregon, on February 5, 2004.

LATTICE SEMICONDUCTOR CORPORATION

By: /s/ STEPHEN A. SKAGGS

Stephen A. Skaggs
President and Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Cyrus Y. Tsui and Stephen A. Skaggs, and each of them individually, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign the Registration Statement filed herewith and any or all amendments to said Registration Statement (including post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and otherwise), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents the full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
* Cyrus Y. Tsui	Chief Executive Officer (Principal Executive Officer) and Chairman of the Board	February 5, 2004
/s/ STEPHEN A. SKAGGS Stephen A. Skaggs	President and Secretary	February 5, 2004
/s/ JAN JOHANNESSEN Jan Johannessen	Corporate Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) and Assistant Secretary	February 5, 2004
* Mark O. Hatfield	Director	February 5, 2004
* Daniel S. Hauer	Director	February 5, 2004
Soo Boon Koh	Director	
* Harry A. Merlo	Director	February 5, 2004
* Larry W. Sonsini	Director	February 5, 2004

*By:

/s/ STEPHEN A. SKAGGS

Stephen A. Skaggs
Attorney-In-Fact

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