
**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)
February 28, 2014

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))

Item 8.01. Other Events.

Lattice Semiconductor Corporation (the "Company") issued a press release announcing that its Board of Directors has authorized a share repurchase program of up to \$20.0 million of the Company's common stock over the next 12 months. In connection with the new stock repurchase program, the Company intends to enter into a 10b5-1 plan, which will allow for repurchases of up to \$20.0 million. How much common stock, if any, will be repurchased will depend on market conditions, including the price of the common stock.

See the press release attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 3, 2014 (furnished herewith)

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/ Byron W. Milstead

Byron W. Milstead

Corporate Vice President, General Counsel and Secretary

Date: March 3, 2014

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 3, 2014 (furnished herewith)



News Release

For More Information Contact:

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Chief Financial Officer
Lattice Semiconductor Corporation
503-268-8000

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LATTICE ANNOUNCES \$20 MILLION STOCK REPURCHASE PROGRAM

Hillsboro, OR-March 3, 2014 - Lattice Semiconductor Corporation (NASDAQ: LSCC) announced today that its Board of Directors has approved a stock repurchase program pursuant to which up to \$20 million of its outstanding common stock may be repurchased from time to time.

The duration of the repurchase program is twelve months. Under the program, Lattice may purchase shares of its common stock through open market and privately negotiated transactions at prices deemed appropriate by management. The timing and amount of repurchase transactions under this program will depend on market conditions and corporate and regulatory considerations. The purchases will be funded from available working capital. As of February 27, 2014, Lattice had approximately 117,059,628 shares of common stock outstanding.

Lattice Semiconductor just concluded a twelve month repurchase program in February 2014, having repurchased and retired approximately 800 thousand total shares at a cost of approximately \$3.7 million.

Darin G. Billerbeck, Lattice Semiconductor's President and Chief Executive Officer, said, "The announcement of this new stock repurchase program reflects our continued confidence in the Company's strategic direction and execution, and our commitment to building shareholder value. We believe we are well positioned with a differentiated product and solutions portfolio to further take advantage of major trends in emerging consumer markets, while continuing to benefit from our strong positions in existing markets."

Forward Looking Statements Notice

The foregoing paragraphs contain forward-looking statements about Lattice's common stock repurchase program, including the maximum amounts that may be purchased under the program, our confidence in the Company's strategic direction and execution and our ability to further take advantage of major trends in emerging consumer markets while continuing to benefit from our strong positions in existing markets. The statements are based on management's current expectations, estimates and projections, are not guarantees of future performance, and are subject to certain risks, uncertainties and other factors, some of which are beyond the Company's control and are difficult to predict, including, but not limited to, changes in the market price of the Company's common stock and changes in the Company's financial results, financial condition and cash requirements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Lattice undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

About Lattice Semiconductor:

Lattice Semiconductor (NASDAQ: LSCC) is the world's leading provider of ultra-low-power programmable IC solutions for makers of smartphones, mobile handheld devices, small-cell networking equipment, industrial control, automotive infotainment, and much more. With more than 1 billion units sold over the past 10 years, Lattice ships more FPGAs, CPLDs and Power Management solutions than any other programmable solutions vendor. For more information, visit www.latticesemi.com. You can also follow Lattice via Twitter, Facebook, or RSS.

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