
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule TO/A

(Rule 13e-4)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 1)**

LATTICE SEMICONDUCTOR CORPORATION

(Name of Subject Company (issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

518415104

(CUSIP Number of Common Stock Underlying Securities)

Stephen A. Skaggs

Chief Financial Officer

Lattice Semiconductor Corporation

5555 N.E. Moore Court

Hillsboro, Oregon 97124-6421

Tel: (503) 268-8000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:

John A. Fore, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304-1050

(650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
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\$36,473,308.00	\$3,356.00
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* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 12,725,424 shares of common stock of Lattice Semiconductor Corporation having an aggregate value of \$36,473,308.00 as of February 11, 2003 will be exchanged or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$92 for each \$1,000,000 of the value of the transaction.

** Previously paid

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:
Filing party:
Date filed:

Not applicable.
Not applicable.
Not applicable.
Not applicable.

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on February 13, 2003 (the "Schedule TO") relating to an offer by Lattice Semiconductor Corporation, a Delaware corporation ("Lattice" or the "Company"), to exchange certain outstanding stock options for new options.

Item 4. Terms of the Transaction.

(a) **Material Terms.**

Item 4(a) of the Schedule TO is amended and supplemented to add the following sentence to the end of the paragraph: The information set forth in the Supplement to the Offer to Exchange Certain Outstanding Options for New Options, dated March 10, 2003, a copy of which is attached hereto as Exhibit (a)(1)(j), is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented to add the following exhibit:

Exhibit Number	Description
(a)(1)(j)	Supplement to the Offer to Exchange Certain Outstanding Options for New Options, dated March 10, 2003.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to the Schedule TO is true, complete and correct.

LATTICE SEMICONDUCTOR CORPORATION

/s/ STEPHEN A. SKAGGS

Stephen A. Skaggs
Senior Vice President, Chief Financial Officer and Secretary

Date: March 7, 2003

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Exhibit Number	Description
(a)(1)(j)	Supplement to the Offer to Exchange Certain Outstanding Options for New Options, dated March 10, 2003.

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LATTICE SEMICONDUCTOR CORPORATION**Supplement to the
Offer to Exchange Certain
Outstanding Options for New Options**

On February 13, 2003, we offered to eligible employees the opportunity to exchange all of their outstanding options that have exercise prices equal to or greater than \$12.00 per share, whether vested or unvested, granted under either our 1996 Stock Incentive Plan or our 2001 Stock Plan, for new options. This Supplement amends and supplements the offering materials that we sent to all eligible employees on February 13, 2003. Except as amended and supplemented below, the original terms and conditions of the offer, as set forth in the offering materials, remain in effect. You should read this Supplement together with those offering materials when making your decision whether to participate in the offer.

1. The following new sentence is inserted at the end of the second introductory paragraph under the heading “Risks of Participating in the Offer” in the Offer to Exchange Certain Outstanding Options for New Options, dated February 13, 2003 (the “Offer to Exchange”):

“The safe harbor afforded by the Private Securities Litigation Reform Act of 1995 to certain forward-looking statements does not extend to forward-looking statements made by Lattice in connection with the Offer.”

2. The seventh bulleted subparagraph under the first paragraph of Section 7 (Conditions of the offer) of the Offer to Exchange, which reads “any event or events occur that have resulted or may result, in our reasonable judgment, in an actual or threatened material adverse change in our business or financial condition,” is replaced in its entirety with the following:

“any event or events occur that have resulted or may result, in our reasonable judgment, in a material adverse change in our business or financial condition,”.

The date of this Supplement is March 10, 2003.
