
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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, 2017

Lattice Semiconductor Corporation
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-18032
(Commission
File No.)

93-0835214
(I.R.S. Employer
Identification No.)

111 SW Fifth Ave, Ste 700
Portland, Oregon 97204
(Address of principal executive offices) (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 5.07. Submission of Matters to a Vote of Security Holders.

On February 28, 2017, Lattice Semiconductor Corporation (“Lattice”) issued a press release announcing that its stockholders had voted to adopt the Merger Agreement at the special meeting of stockholders held earlier that day. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated in its entirety herein by reference.

94,999,299 shares of Lattice’s common stock were represented in person or by proxy at the special meeting representing 78.10% of the 121,643,484 shares of Lattice’s common stock outstanding as of the record date of January 4, 2017, and, therefore a quorum was present. The number of shares voted for or against, as well as abstentions, with respect to each proposal presented at the special meeting is set forth below:

1. Proposal to adopt the Agreement and Plan of Merger, dated November 3, 2016, by and among Lattice, Canyon Bridge Acquisition Company, Inc., and Canyon Bridge Merger Sub, Inc. (the “Merger Agreement”).

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
94,667,780	217,918	113,601

The proposal was approved, having received “for” votes from holders of a majority of the outstanding shares of Lattice common stock entitled to vote at the special meeting.

2. Proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the first proposal.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
89,487,167	5,294,215	217,917

The proposal was approved, having received “for” votes from holders of a majority of the shares of Lattice common stock present in person or represented by proxy and entitled to vote on the subject matter at the special meeting.

3. Proposal to approve, by non-binding, advisory vote, compensation that will or may become payable to Lattice’s named executive officers in connection with the merger contemplated by the Merger Agreement.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
88,423,081	6,278,709	297,509

The proposal was approved, having received “for” votes from holders of a majority of the shares of Lattice common stock present in person or represented by proxy and entitled to vote on the subject matter at the special meeting.

The closing of the transactions contemplated by the Merger Agreement remains subject to the fulfillment or waiver of other conditions to closing set forth in the Merger Agreement, including obtaining approval from the Committee on Foreign Investment in the United States (CFIUS).

Item 9.01. Exhibits and Financial Statements.

(d) Exhibits

99.1 Press Release, dated February 28, 2017

SIGNATURE

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

Dated: February 28, 2017

By: /s/ Byron W. Milstead

Name: Byron W. Milstead

Title: Corporate Vice President and General Counsel

Exhibit Index

Exhibit
No.

Exhibit

99.1

Press Release, dated February 28, 2017

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UPDATE: Merger Agreement Approved by Shareholders of Lattice Semiconductor

PORTLAND, OR – February 28, 2017 – Lattice Semiconductor Corporation (NASDAQ: LSCC) (“Lattice” or the “Company”), the leading provider of customizable smart connectivity solutions, today announced that its shareholders have approved the adoption of the agreement and plan of merger (the “Merger Agreement”), dated November 3, 2016, by and between Lattice, Canyon Bridge Acquisition Company, Inc. (“Canyon Bridge”) and Canyon Bridge Merger Sub, Inc. (“Merger Sub”), and the merger of Merger sub with and into Lattice (the “Merger”) upon the satisfaction or waiver of the remaining conditions to the closing of the Merger. It was announced at today’s special meeting of Lattice shareholders that 77.83% of Lattice’s outstanding shares were voted in favor of adoption of the Merger Agreement (0.18% of Lattice’s outstanding shares were voted against the Merger Agreement, 0.09% abstained, and 21.90% did not vote).

The Merger Agreement and the Merger were previously unanimously adopted and approved by the Company’s board of directors. On January 4, 2017, the Federal Trade Commission granted early termination of the waiting period for the Merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The Merger has also received approval from Austria’s Federal Competition Authority and China’s National Development and Reform Commission. In addition, Institutional Shareholder Services Inc. and Glass Lewis, two leading independent proxy voting and corporate governance advisory firms, had recommended Lattice Semiconductor’s shareholders vote “For” the adoption of the Merger Agreement.

Darin G. Billerbeck, President and Chief Executive Officer, said, “Today’s shareholder vote is another resounding endorsement of the tremendous shareholder value the merger will unlock and the compelling strategic benefits to our Company, customers and employees. The process of obtaining approval from the Committee on Foreign Investment in the United States (CFIUS) is well underway, and we look forward to continuing constructive discussions with the Committee in order to conclude the merger as soon as possible.”

Forward-Looking Statements Notice:

The foregoing paragraphs contain forward-looking statements that involve estimates, assumptions, risks and uncertainties. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. Such forward-looking statements include statements relating to the anticipated benefits of the Merger, the process of obtaining approval from the Committee on Foreign Investment in the United States (CFIUS), and the satisfaction or waiver of the other remaining conditions to the closing of the Merger. 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. Lattice believes the factors identified below could cause actual results to differ materially from the forward-looking statements.

In addition to the foregoing, other factors that may cause actual results to differ materially from the forward-looking statements in this press release include disruptions of our business arising from the announcement and pendency of the Merger, global economic uncertainty, overall semiconductor market conditions, market acceptance and demand for our new products, the Company’s dependencies on its silicon wafer suppliers, the impact of competitive products and pricing, technological and product development risks, the failure to achieve the anticipated benefits of the transaction and the changing leadership of the agencies comprising CFIUS and whether that will result in a change in the analytical rubric through which the transaction is evaluated. In addition, actual results are subject to other risks and uncertainties that relate more broadly to our overall business, including those risks more fully described in Lattice’s filings with the SEC including its annual report on Form 10-K for the fiscal year ended January 2, 2016, and Lattice’s quarterly reports filed on Form 10-Q.

You should not unduly 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 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.

About Lattice Semiconductor

Lattice Semiconductor (NASDAQ: LSCC) provides smart connectivity solutions powered by our low power FPGA, video ASSP, 60 GHz millimeter wave, and IP products to the consumer, communications, industrial, computing, and automotive markets worldwide. Our unwavering commitment to our customers enables them to accelerate their innovation, creating an ever better and more connected world.

For more information about Lattice please visit www.latticesemi.com. You can also follow us via [LinkedIn](#), [Twitter](#), [Facebook](#), [YouTube](#) or [RSS](#).

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