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 11, 2021 **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) (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))

Trading Symbol

LSCC

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

Emerging growth company \square

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

Name of each exchange on which registered

NASDAQ Global Select Market

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

Title of each class

Common Stock, \$.01 par value

chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

Item 7.01. Regulation FD Disclosure.

On May 11, 2021, Lattice Semiconductor Corporation ("Lattice") held a previously announced meeting with investors and analysts in New York ("2021 Investor Day"), and made the 2021 Investor Day meeting publicly available via webcast for investors and the general public. At the 2021 Investor Day, management made presentations concerning Lattice's strategy, markets, products, customers, and financial performance and targets, among other topics. A webcast replay of the event and copies of the presentation are available on the Investor Relations section of www.LatticeSemi.com.

Lattice also issued a press release summarizing highlights from the 2021 Investor Day presentation. Copies of the press release and the presentation are furnished (not filed) as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K. The press release and presentation include forward-looking statements and cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated. The information in Item 7.01 and Exhibits 99.1 and 99.2 of this report is furnished and shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being furnished herewith:

Exhibit No. Description

99.1 <u>Press Release, dated May 11, 2021 (furnished herewith).</u>

99.2 <u>2021 Investor Day Presentation (furnished herewith).</u>

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/ Byron W. Milstead

Byron W. Milstead

Corporate Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	<u>Description</u>
99.1	Press Release, dated May 11, 2021 (furnished herewith).
99.2	2021 Investor Day Presentation (furnished herewith).
104	Cover Page Interactive Data File (formatted as Inline XBRL).

Date:

May 11, 2021



For more information contact:

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LATTICE SEMICONDUCTOR DETAILS ACCELERATED GROWTH STRATEGY AND LONG-TERM MODEL AT 2021 INVESTOR DAY

HILLSBORO, OR - May 11, 2021 - Lattice Semiconductor Corporation (NASDAQ: LSCC), the low power programmable leader, today detailed its leadership in growth markets, industry leading product portfolio, doubling of its addressable market, and raising of its financial targets at its 2021 Investor Day. A webcast replay of the event and copies of the presentation are available on the Investor Relations section of www.LatticeSemi.com.

Jim Anderson, president and CEO, said, "Over the past 3 years, we have rebuilt the foundation of the Company. We have tripled Lattice's new product introduction cadence and deepened our customer engagements. We have driven growth in our core strategic markets, expanded gross margin and achieved record operating profitability. As we look to the future, we believe Lattice is entering a new phase of growth. This will be led by the Lattice Nexus portfolio, which started ramping at the end of last year, with a further acceleration in the years to come from the Lattice Avant™ platform, our innovative new mid-range FPGA platform targeted to launch in the second half of next year. We expect to unlock additional value for the Company and shareholders, as we continue to execute to our strategy and deliver on our commitments."

Additional 2021 Lattice Investor Day Presentation Highlights:

- Steve Douglass, Corporate Vice President, R&D, highlighted the rebuilt product portfolio that puts Lattice in an industry leading position, with its
 new Nexus-based products and application-specific software solution stacks. Steve also summarized Lattice's new FPGA roadmap featuring the
 innovative Avant platform, which will significantly expand Lattice's product capabilities and allow it to address new applications in the mid-range
 FPGA market.
- Esam Elashmawi, Chief Strategy and Marketing Officer, detailed the doubling of Lattice's addressable market, with its SAM expanding to \$6 billion with the introduction of Lattice Avant. He provided details on ongoing and longer-term growth areas for the Company, including data center servers, client computing, 5G wireless infrastructure, industrial robotics, automotive electronics and consumer markets. He also talked about today's launch of Lattice's latest application specific solution stack, Lattice AutomateTM.
- Sherri Luther, CFO, recapped the strong financial results of the Company, with growth in its core strategic markets, and significant expansion in
 gross margin and EPS over the last 2 years. She outlined the Company's new financial model, which includes higher gross margin and operating
 income targets.

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, but are not limited to, statements relating to: our belief that Lattice is entering a new phase of growth; that this will be led by the Lattice Nexus portfolio with a further acceleration in the years to come from the Lattice Avant™ platform; our expectation that we will unlock additional value for the Company and shareholders; that we will we continue to execute to our strategy and deliver on our commitments; that our Avant platform will significantly expand Lattice's product capabilities and allow it to address new applications in the mid-range FPGA market; and that we will double the Company's addressable market. 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 are inherently uncertain due to such factors such as global economic conditions which may affect customer demand, pricing pressures, competitive actions, and international trade disputes and sanctions. In addition, the COVID-19 pandemic has negatively impacted the overall economy and, as a result of the foregoing, may negatively impact our operating results for future periods. Actual gross margin percentage and operating expenses 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 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, 2021, and Lattice's quarterly reports filed on Form 10-Q. COVID-19 may increase or change the severity of our other risks reported in our Annual Report on Form 10-K for the fiscal year ended January 2, 2021. Lattice believes these and other risks and uncertainties could cause actual results to differ materially from the forward-looking statements. 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) 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 <u>www.latticesemi.com</u>. You can also follow us via <u>LinkedIn</u>, <u>Twitter</u>, <u>Facebook</u>, <u>YouTube</u>, <u>WeChat</u>, <u>Weibo</u> or <u>Youku</u>.



Safe Harbor

Forward Looking Statements

This presentation contains forward-looking statements that involve estimates, assumptions, risks and uncertainties, including statements and graphs relating to our expectations that we are entering a new phase of accelerated growth and will expand our Nexus leadership, our software solutions and double our addressable market; our expectations about the growth of our addressable and end markets, our belief that we will launch new products during stated periods including Lattice Nexus, Lattice Avant and software and solution stacks; our belief that we will accelerate our revenue growth; our belief that our revenue may grow by double digits during the next three to four years, our belief that we will attain increasing content in the Server, 5G Next Wave, Industrial, Automotive and Consumer generations or markets; and our expectations regarding achievable results under the heading "Entering New Growth Phase," including revenue growth, gross margin improvement, OpEx discipline, cash generation and profit expansion.

Factors that may cause actual results to differ materially from the forward-looking statements in this presentation include 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, 2021 and quarterly filings.

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.

This presentation includes certain non-GAAP financial measures such as non-GAAP operating expenses, non-GAAP gross margin, non-GAAP operating income, non-GAAP IBITDA, non-GAAP garnings per share, non-GAAP R&D expense, and non-GAAP SG&A expense[Note to LSCC; add any additional non-GAAP figures in the presentation]. We present non-GAAP financial measures in addition to, and not as a substitute for, financial measures calculated in accordance with generally accepted accounting principles ("GAAP"). Non-GAAP measures should not be considered in isolation or as alternatives to GAAP measures. In addition, the non-GAAP measures we use, as presented, may not be comparable to similar measures used by other companies. See the Appendix of this presentation for definitions of our non-GAAP financial measures and for reconciliations to the most comparable GAAP financial measures.

Trademarks-General Notice

Lattice Semiconductor Corporation, Lattice Semiconductor (& design) and specific product designations are either registered trademarks or trademarks of Lattice Semiconductor Corporation or its subsidiaries in the United States and/or other countries.

Artix and Spartan are registered trademarks of Xilinx, Inc., Cyclone is a registered trademark of Intel Corporation in the United States and/or other countries.

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	WHAT WE SAID IN MAY 2019	WHAT WE DID
Drive Product Leadership	Faster Product Cadence	✓ Tripled the new product introduction cadence
	Rebuild Competitiveness	✓ Market-leading Nexus platform introduced Q4'19
	Expand Software Solutions	✓ Launched three new software solutions
	Improve Execution Fidelity	✓ Met or beat every product launch milestone
	Enable Faster Customer TTM	✓ Nexus first revenue 12 months after launch
Deliver Shareholder Value	Double-Digit Growth Starting 2021/2022	✓ On Track; Comms/Compute & Ind/Auto up 12% in 2020
	Gross Margin Expansion	✓ Increase of +450 bps since 2018
	Operating Expense Discipline	✓ Operating near our target of 35%
	Profit Growth	√ 109% growth in EPS since 2018
	Strengthen the Balance Sheet	√ Net cash positive for the first time in six years
	Delivering on o	our Commitments
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Growth in Our Core Strategic Markets



BUILDING A STRONGER REVENUE PROFILE

- Shift to higher quality revenue streams
- Growth of 12% CAGR over past 3 years in our strategic markets (Comms/Compute & Industrial/Auto)
- Consumer headwind stabilized in late 2020;
 Rebuilt revenue base with multi-year applications
- . HDMI royalty stream (IP) on slow steady decline
- · Stronger foundation for future growth

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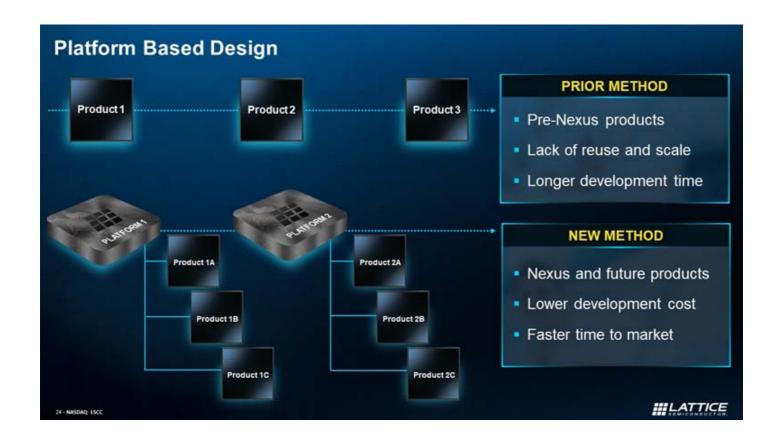




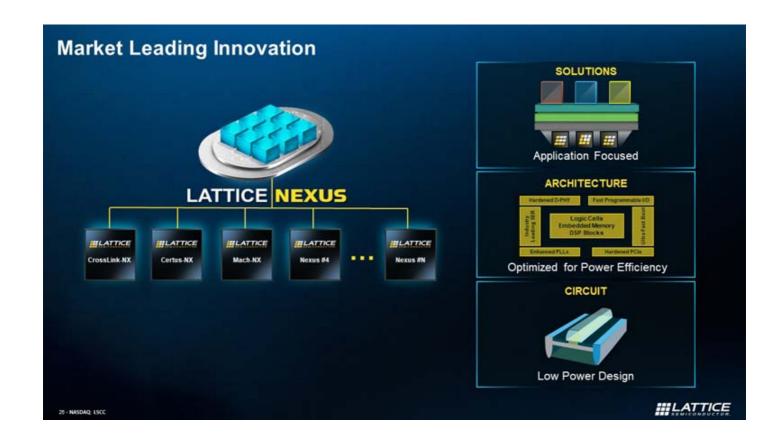






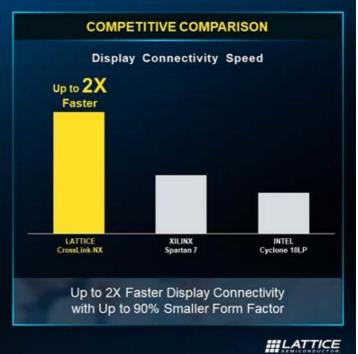






CrossLink*-NX: Optimized for Embedded Vision

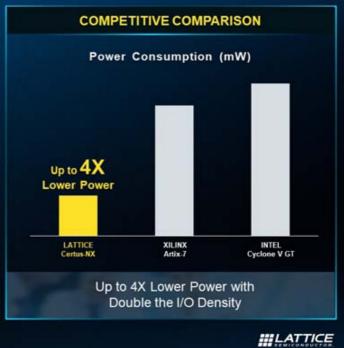




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Certus -- NX: Reinventing General Purpose FPGA



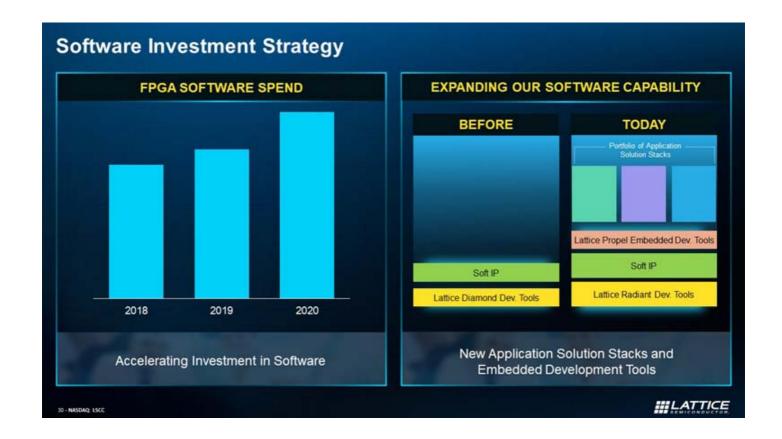


Mach - NX: Second Generation Hardware Security





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New Automation Solution Stack

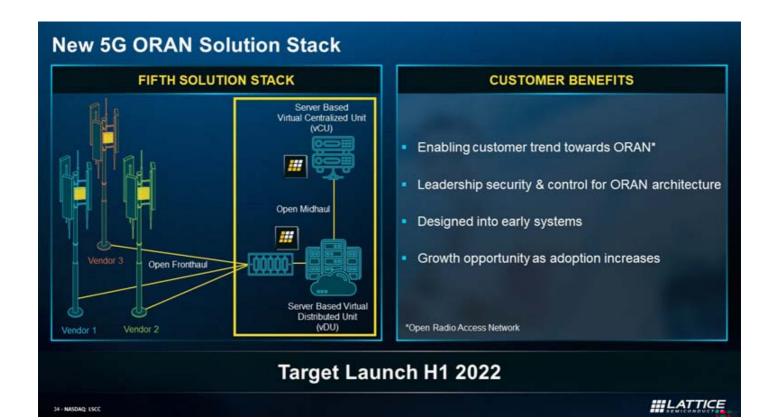


CUSTOMER BENEFITS

- Low power AI based predictive maintenance
- Deterministic performance for multi-axis motors
- Real-time networking for factory automation
- Functional safety certified design software

Launching Today





New Nexus Product Family: CertusPro*-NX



CUSTOMER BENEFITS

- Industry leadership in power efficiency
- Best in class system bandwidth
- New protocols for wide range of applications
- Advanced memory interface standards
- More to be announced at launch

Launching June 2021

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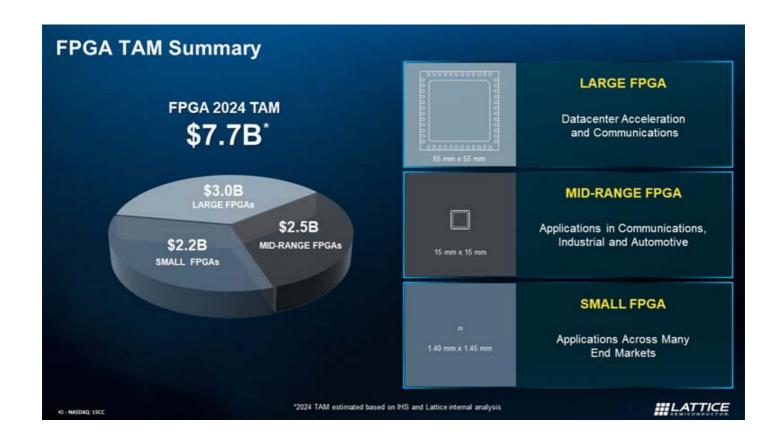


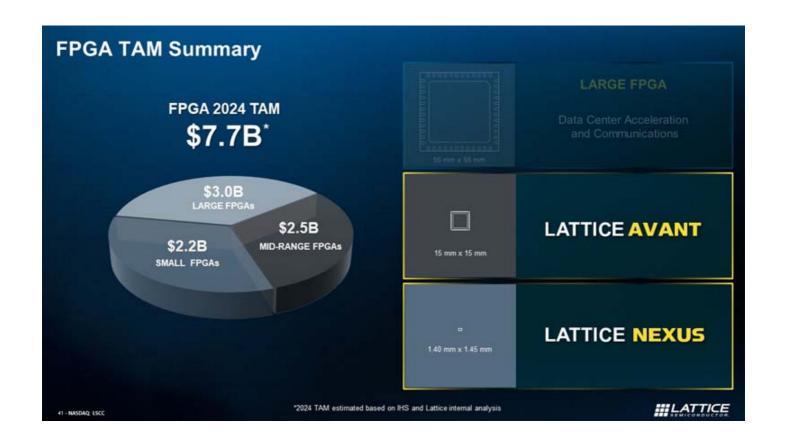






















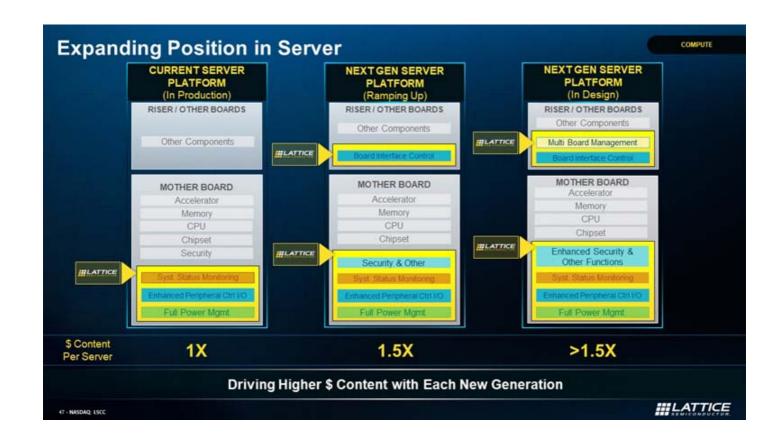
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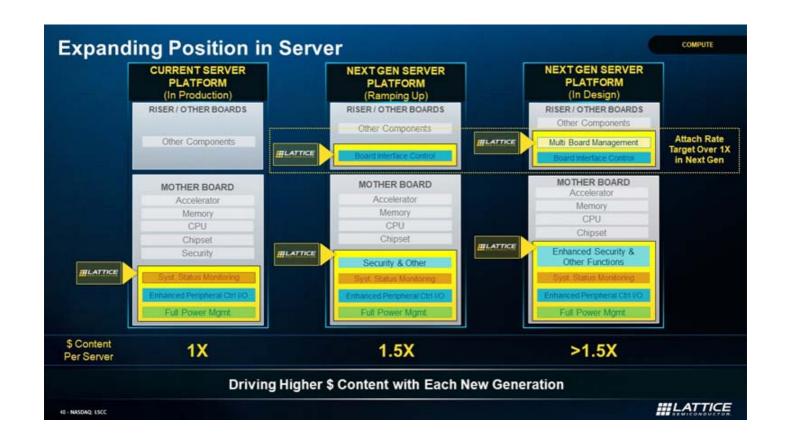
Enhancing video image quality

Enabling privacy features

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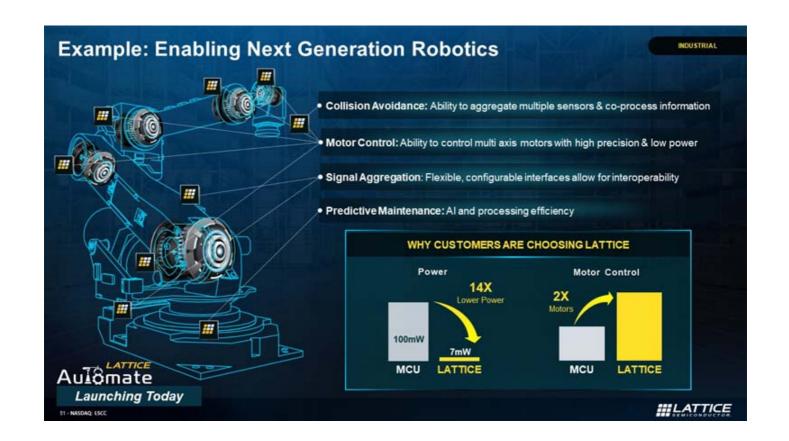
Configurable for different use cases

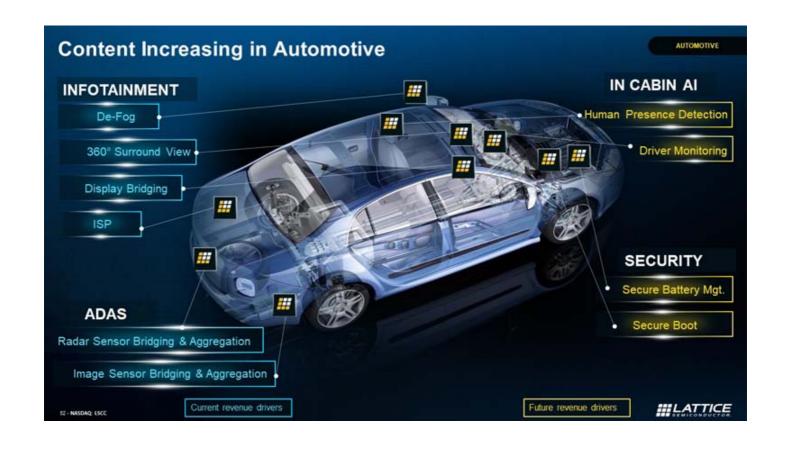


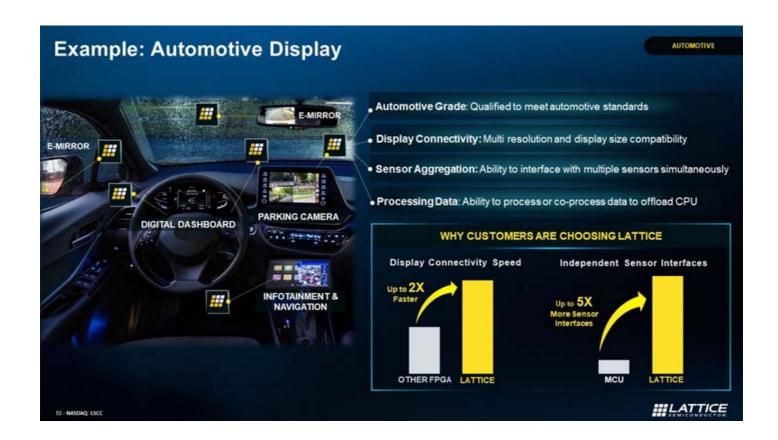
























Gross Margin Improvement



EXPANSION STRATEGIES

PRICING OPTIMIZATION

- Strategic analytics to maximize value
- New initiatives to continue value expansion
- New products provide opportunity for added value

PRODUCT COST REDUCTIONS

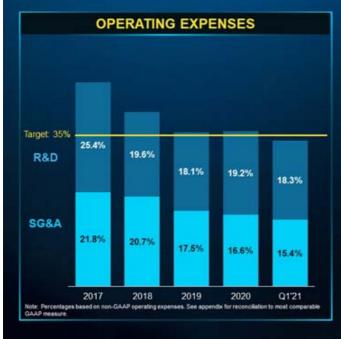
- Operational improvements in yields & cycle times
- Multigenerational product cost roadmap
- Long term partnerships with key suppliers

Driving Multiple Strategies for Gross Margin Expansion

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OpEx Investment Discipline



INVESTMENT STRATEGY

R&D Target 20%

- Increased investment for portfolio expansion
- Continue to support software expansion
- Focused on investing in our product roadmap for long term growth (e.g. Avant Platform)

SG&A Target 15%

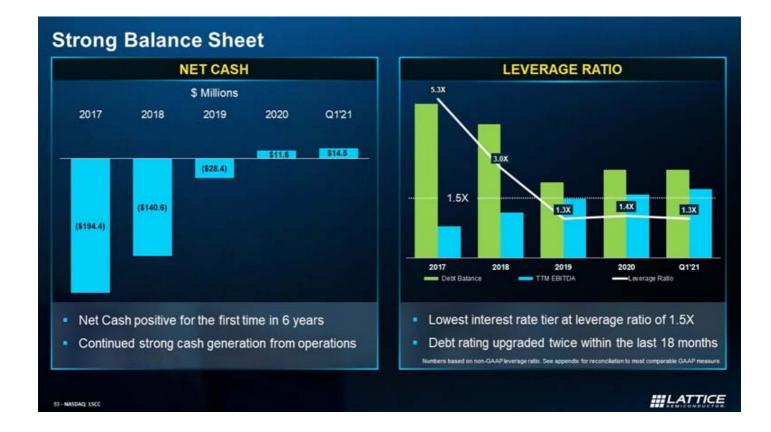
- Driving efficiency improvements
- Investing in demand creation (sales model)
- Operational leverage as revenue grows

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Non-GAAP









New Financial Target Model

Revenue Growth (YoY)	New Target Model (Next 3 to 4 Years)				
	Double-Digit	Low Double-Digit Growth, with Additional Growth Acceleration When Avant Ramps			
Gross Margin	65%	Pricing and Product Cost Optimization; New Product Ramps			
OpEx	35%	Focused on Investing in Our Roadmap for Long Term Growth (Avant)			
Operating Income	30%+	Continued Profit Expansion			

Note: Percentages based on non-GAAP targets. See appendix for reconciliation to most comparable GAAP measure

Focused on Driving Long-Term Shareholder Value

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Gross Margin Reconciliation

(Thousands except percentages)	Q1 2021	2020	2019	2018	2017
GAAP Gross Margin	\$70,585	\$ 245,306	\$ 238,422	\$ 219,439	\$ 216,579
GAAP Gross Margin %	61.0%	60.1%	59.0%	55.0%	56.1%
Inventory adjustment related to restructured operations			-338	7,829	
Stock-based compensation expense	773	3,818	1,422	940	788
Non-GAAP Gross Margin	\$71,358	\$ 249,124	\$ 239,506	\$ 228,208	\$ 217,367
Non-GAAP Gross Margin %	61.7%	61.0%	59.3%	57.2%	56.3%
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Operating Expenses Reconciliation							
(Thousands except percentages)	Q1 2021	2020	2019	2018	2017		
GAAP Operating expenses	\$49,937	\$192,940	\$179,380	\$ 222,559	\$ 264,199		
% of Revenue	43.2%	47.3%	44.4%	55.8%	68.5%		
Amortization of acquired intangible assets	(602)	(4,449)	(13,558)	(17,690)	(31,340)		
Restructuring charges	(176)	(3,937)	(4,664)	(17,349)	(7,196)		
Acquisition related charges		-	-	(1,531)	(3,781)		
Impairment of acquired intangible assets			1,023	(11,686)	(32,431)		
Stock-based compensation expense	(10,218)	(38,324)	(17,477)	(12,706)	(11,755)		
Gain on sale of building					4,624		
Non-GAAP Operating expenses	\$38,940	\$146,230	\$144,705	\$ 161,597	\$ 182,320		
% of Revenue	33.7%	35.8%	35.8%	40.5%	47.2%		
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Thousands except percentages)	Q1 2021	2020	2019	2018	2017
GAAP R&D Expense %	20.8%	21.9%	19.5%	20.7%	26.8%
Stock-based compensation	(2.5%)	(2.7%)	(1.4%)	(1.1%)	(1.4%)
Non-GAAP R&D Expense %	18.3%	19.2%	18.1%	19.6%	25.4%
(Thousands except percentages)	Q1 2021	2020	2019	2018	2017
GAAP SG&A Expense %	21.7%	23.4%	20.4%	22.8%	23.5%
Stock-based compensation	(6.3%)	(6.8%)	(2.9%)	(2.1%)	(1.7%)
Non-GAAP SG&A Expense %	15.4%	16.6%	17.5%	20.7%	21.8%
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(Thousands except percentages)	Q1 2021	2020	2019	2018	2017
GAAP (Loss)/Income from Operations	\$20,648	\$ 52,366	\$ 59,041	\$ (3,120)	\$ (47,620)
GAAP (Loss)/Income from Operations %	17.8%	12.8%	14.6%	(0.8)%	(12.3)%
Inventory adjustment related to restructuring operations			(338)	7,829	
Stock-based compensation – gross margin	773	3,818	1,422	940	788
Amortization of acquired intangible assets	602	4,449	13,558	17,690	31,340
Restructuring charges	176	3,937	4,664	17,349	7,196
Acquisition related charges				1,531	3,781
Impairment of acquired intangible assets			(1,023)	11,686	32,431
Stock-based compensation – operations	10,218	38,324	17,477	12,706	11,755
Gain on sale of building					(4,624)
Non-GAAP Income from Operations	\$ 32,418	\$ 102,894	\$ 94,801	\$ 66,611	\$ 35,047
Non-GAAP Income from Operations %	28.0%	25.2%	23.5%	16.7%	9.1%
Depreciation & Amortization	5,227	20,691	19,498	21,571	26,621
Non-GAAP EBITDA	\$ 37,645	\$ 123,585	\$ 114,299	\$88,182	\$ 61,668

Earnings Per Share Reconcilia	ation			
	2020	2019	2018	2017
GAAP net income (loss) per share – diluted	\$ 0.34	\$ 0.32	(0.21)	(0.58)
Inventory adjs related to restructured operations		(0.00)	0.06	
Amortization of acquired intangible assets	0.03	0.10	0.14	0.25
Restructuring charges	0.03	0.03	0.13	0.06
Acquisition related charges			0.01	0.03
Impairment of acquired intangible assets		(0.00)	0.09	0.26
Stock-based compensation expense	0.30	0.14	0.11	0.10
Gain on sale of building				(0.03)
Loss on sale of assets and business units				0.02
Non-GAAP earnings per share – diluted	\$ 0.69	\$ 0.59	0.33	0.11
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Thousands except percentages)	Q1 2021	2020	2019	2018	2017
GAAP (Loss)/Income from Operations	\$20,648	\$ 52,366	\$ 59,041	\$ (3,120)	\$ (47,620)
GAAP (Loss)/Income from Operations %	17.8%	12.8%	14.6%	(0.8)%	(12.3)%
Depreciation & Amortization	5,227	20,691	19,498	21,571	26,621
Amortization of acquired intangible assets	602	4,449	13,558	17,690	31,340
GAAPEBITDA	\$ 26,477	\$77,506	\$ 92,097	\$36,141	\$ 10,341