

QUICKLOGIC CORPORATION
Form 8-K
November 15, 2013

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)

November 12, 2013

QuickLogic Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-22671
(Commission

File Number)

77-0188504
(IRS Employer

Identification No.)

1277 Orleans Drive, Sunnyvale, CA
(Address of principal executive offices)

94089-1138
(Zip Code)

Registrant's telephone number, including area code (408) 990-4000

N/A

(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 1.01 Entry into a Material Definitive Agreement.

On November 12, 2013, QuickLogic Corporation (the **Company**) entered into an underwriting agreement (the **Underwriting Agreement**) with Roth Capital Partners, LLC (the **Representative**) as representative of the several underwriters set forth on Schedule I to the Underwriting Agreement (together with the Representative, the **Underwriters**) relating to a public offering (the **Offering**) of an aggregate of 7,600,000 shares (the **Shares**) of the Company's common stock, par value \$0.001 per share (the **Common Stock**). Under the terms of the Underwriting Agreement, the Company granted the Underwriters a 30 day option to purchase up to an additional 1,140,000 shares of common stock to cover overallotments, if any (the **Overallotment Option**). The Underwriters exercised the Overallotment Option in full on November 14, 2013. The Offering closed on November 15, 2013. The net proceeds to the Company after deducting the underwriting discounts and including the exercise of the Underwriters' Overallotment Option are approximately \$23.7 million.

The Offering was made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-190277) (the **Registration Statement**) previously filed with and declared effective by the Securities and Exchange Commission (the **SEC**) and a prospectus supplement thereunder filed with the SEC (the **Prospectus Supplement**).

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this report and is incorporated by reference herein. The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Item 8.01 Other Events.

On November 12, 2013, the Company issued a press release announcing the pricing of its Offering of an aggregate of 7,600,000 Shares pursuant to the Registration Statement and the Prospectus Supplement. A copy of this press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

A copy of the opinion of Wilson Sonsini Goodrich & Rosati, P.C. relating to the legality of the issuance and sale of the Common Stock in the Offering is attached as Exhibit 5.1 to this report.

This Current Report on Form 8-K is being filed for the purpose of filing Exhibit 1.1, Exhibit 5.1 and Exhibit 23.1 as exhibits to the Registration Statement and such exhibits are hereby incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number	Description
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- 1.1 Underwriting Agreement dated November 12, 2013
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
- 23.1 Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto)
- 99.1 Press Release of QuickLogic Corporation dated November 12, 2013

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.

Date: November 15, 2013

QuickLogic Corporation

/s/ Ralph S. Marimon

Ralph S. Marimon

Vice President, Finance and Chief Financial
Officer

EXHIBIT INDEX

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