

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUICKLOGIC CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

77-0188504  
(I.R.S. Employer Identification No.)

2220 Lundy Avenue, San Jose, CA 95131-1816  
(Address of Principal Executive Offices, including zip code)

QUICKLOGIC CORPORATION 2019 STOCK PLAN  
(Full title of the plan)

Brian Faith, Chief Executive Officer  
QuickLogic Corporation  
2220 Lundy Avenue, San Jose, California 95131  
(Name and address of agent for service)

(408) 990-4010

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

QuickLogic Corporation, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 900,000 shares of its common stock, par value \$0.001 per share (“Common Stock”), that may be issued under the Registrant’s 2019 Stock Plan, as amended (the “2019 Stock Plan”). The Registrant’s stockholders approved increasing the reservation of aforementioned additional shares under the 2019 Stock Plan at Registrant’s Annual Meeting of Stockholders on May 11, 2022.

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective pursuant to the amendments to the 2019 Stock Plan. The Registrant previously registered shares of its Common Stock for issuance under the 2019 Stock Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (“SEC”) on May 19, 2021 (File No. [333-256300](#)), April 28, 2020 (File No. [333-237879](#)), May 29, 2019 (File No. [333-231806](#)), November 11, 2015 (File No. [333-208060](#)), May 7, 2009 (File No. [333-159498](#)), March 23, 2005 (File No. [333-123515](#)), December 27, 2001 (File No. [333-76022](#)), April 17, 2000 (File No. [333-34902](#)), April 17, 2000 (File No. [333-34900](#)), April 17, 2000 (File No. [333-34898](#)), and on Form S-3 March 15, 2019 (File No. [333-230352](#)). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above with respect to the shares of common stock registered under the 2019 Stock Plan, except to the extent supplemented or amended or superseded by the information set forth or incorporated herein.

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### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Registrant with the Commission pursuant to the Securities Act and pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) [the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 2, 2022, filed by the Registrant with the SEC on March 22, 2022, which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;](#)
- (b) [the Registrant’s Current Report on Form 8-K, filed with the SEC on May 17, 2022](#) (to the extent such report is filed, not furnished).
- (c) [the Registrant’s Quarterly Report on Form 10-Q for the quarter ended April 3, 2022, filed by the Registrant with the SEC on May 18, 2022.](#)
- (d) [the description of the Registrant’s common stock contained in Exhibit 4.3 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended January 2, 2022, filed by the Registrant with the SEC on March 29, 2022, together with any amendment or report filed with the SEC for the purpose of updating such description.](#)
- (e) [QuickLogic Corporation 2019 Stock Plan as amended May 10, 2022, contained in Exhibit 10.1 to the Registrant’s Form 8-K filed by the Registrant with the SEC on May 17, 2022.](#)

In addition, all documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Exhibit 5.1 attached herein.

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## Item 6. Indemnification of Directors and Officers.

The Delaware General Corporation Law (the "DGCL") authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. The Registrant's Fourth Amended and Restated Certificate of Incorporation, includes a provision that eliminates the personal liability of directors for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware law.

Section 102(b)(7) of the DGCL provides that a corporation may eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (regarding, among other things, the payment of unlawful dividends) or (iv) for any transaction from which the director derived an improper personal benefit.

In addition, the Registrant's restated certificate of incorporation and its amended and restated bylaws provide for indemnification of officers and directors to the full extent and in the manner permitted by Delaware law. Section 145(a) of the DGCL empowers a corporation to indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of his service as a director, officer, employee, or agent of the corporation, or his service, at the corporation's request, as a director, officer, employee, or agent of another corporation or enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, provided that such director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding; provided that such director or officer had no reasonable cause to believe his conduct was unlawful.

Section 145(b) of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another enterprise, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit; provided that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue, or matter as to which such director or officer shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Notwithstanding the preceding sentence, except as otherwise provided in the bylaws, we shall be required to indemnify any such person in connection with a proceeding (or part thereof) commenced by such person only if the commencement of such proceeding (or part thereof) by any such person was authorized by the board.

## Item 7. Exemption from Registration Claimed.

Not applicable.

## Item 8. Exhibits.

### Exhibit

No.	Description
4.1	<a href="#">Fourth Amended and Restated Certificate of Incorporation of Registrant (1).</a>
4.2	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Registrant (2).</a>
4.3	<a href="#">Amended and Restated Bylaws of Registrant (3).</a>
4.4	<a href="#">Specimen Common Stock Certificate of the Company (4).</a>
* 5.1	<a href="#">Opinion of DLA Piper LLP (US).</a>
* 23.1	<a href="#">Consent of Independent Registered Public Accounting Firm – Moss Adams LLP.</a>
23.2	<a href="#">Consent of DLA Piper LLP (US) (included in Exhibit 5.1 above)</a>
* 24.1	<a href="#">Power of Attorney (included on the signature page).</a>
* 107.1	<a href="#">Filing Fee Table</a>

\* Filed herewith.

- (1) Incorporated by reference to the Registrant's Form 8-K (Item 3.1) as filed with the Commission on April 28, 2017.
  - (2) Incorporated by reference to the Registrant's Form 8-K (Item 3.2) as filed with the Commission on December 24, 2019.
  - (3) Incorporated by reference to the Registrant's Form 8-K (Item 3.2) as filed with the Commission on May 2, 2005.
  - (4) Incorporated by reference to Amendment No. 6 to the Registrant's Form S-1 as filed with the Commission on October 12, 1999.
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, QuickLogic Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, May 19, 2022.

### QUICKLOGIC CORPORATION

By: /s/ Brian C. Faith  
Brian C. Faith  
President and Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Brian C. Faith and Elias Nader and each of them, acting individually, as his attorney-in-fact, with full power of substitution, for him and in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (including post-effective amendments) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys-in-fact to any and all amendments to the registration statement.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ BRIAN C. FAITH</u> Brian C. Faith	President and Chief Executive Officer; Director <i>(Principal Executive Officer)</i>	May 19, 2022
<u>/s/ ELIAS NADER</u> Elias Nader	Chief Financial Officer and Senior Vice-President, Finance <i>(Principal Financial Officer)</i>	May 19, 2022
<u>/s/ MICHAEL R. FARESE</u> Michael R. Farese	Chairman of the Board	May 19, 2022
<u>/s/ JOYCE KIM</u> Joyce Kim	Director	May 19, 2022
<u>/s/ RADHIKA KRISHNAN</u> Radhika Krishnan	Director	May 19, 2022
<u>/s/ ANDREW J. PEASE</u> Andrew J. Pease	Director	May 19, 2022
<u>/s/ DANIEL A. RABINOVITSJ</u> Daniel A. Rabinovitsj	Director	May 19, 2022
<u>/s/ CHRISTINE RUSSELL</u> Christine Russell	Director	May 19, 2022
<u>/s/ GARY H. TAUSS</u> Gary H. Tauss	Director	May 19, 2022

DLA Piper LLP (US)  
2000 University Avenue  
East Palo Alto, CA 94303

May 19, 2022

QuickLogic Corporation  
2220 Lundy Avenue  
San Jose, CA 95131-1816  
Attn: Brian Faith

**Re: Registration Statement on Form S-8 of QuickLogic Corporation**

Ladies and Gentlemen:

We have acted as counsel to QuickLogic Corporation, a Delaware corporation (the “*Company*”), in connection with the registration by the Company with the United States Securities and Exchange Commission (the “*Commission*”) of 900,000 shares of common stock, par value \$0.001 per share (the “*Shares*”), of the Company issuable from time to time pursuant to options or awards granted or to be granted in accordance with the Company’s 2019 Stock Plan, as amended (the “*Plan*”), pursuant to a Registration Statement on Form S-8 filed by the Company with the Commission on May 19, 2022 (the “*Registration Statement*”) pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”). Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Registration Statement.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below, including (i) the Registration Statement; (ii) the Fourth Amended and Restated Certificate of Incorporation of the Company that is filed as Exhibit 4.1 to the Registration Statement; (iii) the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company that is filed as Exhibit 4.2 to the Registration Statement; (iv) the Amended and Restated Bylaws of the Company that are filed as Exhibit 4.3 to the Registration Statement; (v) the Specimen Common Stock Certificate of the Company that is filed as Exhibit 4.4 to the Registration Statement; and (vi) the Plan that is filed as Exhibit 4.5 to the Registration Statement. With respect to such examination, we have assumed, without independent investigation, (i) the genuineness of all signatures on all documents; (ii) that each individual executing any document, whether on behalf of such individual or an entity, is legally competent to do so; (iii) the due authority of the parties signing any document on behalf of a party (other than the Company); (iv) the authenticity and completeness of all documents submitted to us as originals; (v) the completeness and conformity to the originals of all documents submitted to us as certified or photostatic copies; (vi) that all public records reviewed or relied upon by us are true and complete; (vii) that all statements and information contained in any documents are true and complete; and (viii) that there has been no oral or written modification or amendments to any documents by action or omission of the parties or otherwise. We have also assumed that the offer and sale of the Shares complies and will comply in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized but unissued and otherwise unreserved capital stock a sufficient number of shares of common stock for issuance under the Plan. We have also assumed that the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plan. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that, with respect to the Shares to be issued after the filing of the Registration Statement, the Shares are duly authorized and, when issued and delivered in accordance with the terms of the Plan and the respective grant or option terms, and upon receipt by the Company of the requisite consideration therefor, such Shares will be validly issued, fully paid and non-assessable.

The opinions contained herein are limited to the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing) and the federal laws of the United States of America, and we express no opinion as to the laws of any other state or jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction. The opinion expressed herein is limited to the matters set forth in this letter and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel, and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Commission promulgated thereunder, or Item 509 of Regulation S-K.

Very truly yours,

/s/ DLA PIPER LLP (US)

### **Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 2019 Stock Plan of QuickLogic Corporation (the “Company”), of our report dated March 22, 2022, relating to the consolidated financial statements and schedule of the Company, appearing in the Annual Report on Form 10-K of the Company for the year ended January 2, 2022, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Francisco, California

May 19, 2022

## CALCULATION OF REGISTRATION FEE

## FORM S-8

## REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**QUICKLOGIC CORPORATION**  
 (Exact name of Registrant as specified in its charter)

Security Type	Security Class Title	Fee Calculation Rule(3)	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (3)
Equity	Common Stock, par value \$0.001 per share	457(c)	900,000 (2)	\$5.67	\$5,103,000	\$473.05

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall be deemed to cover an indeterminate number of additional shares of common stock, par value \$0.001 per share (the "Common Stock"), of Quicklogic Corporation (the "Registrant") that may become issuable under our 2019 Stock Plan, as amended (the "2019 Stock Plan"), in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.
- (2) Represents shares of Common Stock that were added to the shares reserved for issuance under the Registrant's 2019 Stock Plan.
- (3) Determined solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on \$5.67, which is the average of the high and low prices for the Registrant's Common Stock as reported on the Nasdaq Capital Market on May 13, 2022.