

**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  
(408) 990-4000**

(Address, including zip code, of Registrant's  
principal executive offices)

**2019 STOCK PLAN  
2009 STOCK PLAN  
(Full title of the plans)**

**Suping (Sue) Cheung  
Chief Financial Officer  
QuickLogic Corporation  
2220 Lundy Avenue, San Jose, California 95131  
(408) 990-4000**

(Name, address, and 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



Accelerated filer



Non-accelerated filer



Smaller reporting company



Emerging growth company



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. ☐

#### CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered   | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share |     | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-----------------------------|---|-----|---|----------------------------|
| Common Stock, \$0.001 par value, issuable under QuickLogic Corporation's 2019 Stock Plan | 5,000,000                   | \$ 0.71                                   | (2) | \$ 3,550,000                              | \$ 430.26                  |
| Common Stock, \$0.001 par value, issuable under QuickLogic Corporation's 2009 Stock Plan | 1,313,021                   | \$ 0.71                                   | (2) | \$ 932,245                                | \$ 112.99                  |
| <b>Total</b>   | <b>6,313,021</b>            |   |     | <b>\$ 4,482,245</b>                       | <b>\$ 543.25</b>           |

(1) This registration statement shall also cover any additional shares of common stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock.

(2) The proposed maximum offering price per share was determined pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), solely for purposes of calculating the registration fee, to be equal to \$0.71 per share, the average of the high and low price of QuickLogic common stock, as reported on the NASDAQ Stock Market on May 28, 2019.

#### EXPLANATORY NOTE

The total number of authorized shares of common stock of QuickLogic Corporation (the "Shares") that may be issued under the 2019 Stock Plan equals 5,000,000 Shares plus an additional number of Shares subject to options or other awards granted under the 2009 Stock Plan, as amended, that were outstanding as of the effective date of the 2019 Stock Plan and that, on or after the effective date of the 2019 Stock Plan, are forfeited, cancelled, returned to the Company for failure to satisfy vesting requirements, settled for cash or otherwise terminated without payment being made thereunder (the "Additional Shares"). The Additional Shares referred to in the previous sentence were registered on registration statements on Forms S-8 (333-208060 and 333-159498) filed with the Commission on November 16, 2015 and May 27, 2009 and the 1,313,021 Shares registered hereunder. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this registration statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this registration statement.

**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 employees as specified by Securities and Exchange Commission (the “Commission”) Rule 428(b)(1). Such documents need not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), 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 and information previously filed with the Securities and Exchange Commission (the “Commission”) by QuickLogic Corporation (the “Registrant”) are incorporated by reference herein:

1. Annual Report on Form 10-K for the fiscal year ended December 30, 2018, filed with the SEC on March 15, 2019, as amended;
2. Current Report on Form 10-Q for the fiscal quarter ended March 31, 2019, filed with the Commission on May 9, 2019, including the Company’s 2019 Stock Plan;
3. Current reports on Form 8-K, filed with the SEC on January 25, 2019 and April 26, 2019 (to the extent such reports are filed, not furnished); and
4. The description of the common stock of the Registrant contained in Registration Statement on Form 8-A filed pursuant to Section 12 of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), on October 12, 1999, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or 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 or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

Not applicable.

---

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

Not applicable.

**Item 6. Indemnification of Directors and Officers**

The Registrant's bylaws provide that the Registrant will indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by Delaware General Corporation Law. The Registrant's bylaws allow the Registrant to purchase insurance for any person whom the Registrant is required or permitted to indemnify. The Registrant has obtained a policy of directors' and officers' liability insurance that insures such persons against the cost of defense, settlement or payment of a judgment under certain circumstances.

The Registrant has entered into agreements with its directors and executive officers regarding indemnification. Under these agreements, the Registrant will indemnify them against amounts actually and reasonably incurred in connection with an actual, or a threatened, proceeding if any of them may be made a party because of their role as one of the Registrant's directors or officers. The Registrant is obligated to pay these amounts only if the officer or director acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the Registrant's best interests. With respect to any criminal proceeding, the Registrant is obligated to pay these amounts only if the officer or director had no reasonable cause to believe his or her conduct was unlawful. The indemnification agreements also set forth procedures that will apply in the event of a claim for indemnification thereunder.

In addition, the Registrant's certificate of incorporation provides that to the fullest extent permitted under Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision does not eliminate a director's duty of care. Each director will continue to be subject to liability for:

- breach of the director's duty of loyalty to the Registrant,
- acts or omissions not in good faith or involving intentional misconduct or knowing violations of law,
- acts or omissions that the director believes to be contrary to the Registrant's best interests or the Registrant's stockholders,
- any transaction from which the director derived an improper personal benefit, and
- for improper distributions to stockholders and loans to directors and officers.

This provision also does not affect a director's responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

**Item 7. Exemption from Registration Claimed**

Not applicable.

---

## Item 8. Exhibits

| Exhibit Number | Document   |
|----------------|--|
| 4.1            | <a href="#">Forth Amended and Restated Certificate of Incorporation of the Registrant. Incorporated by reference to the Registrant's Current Report on Form 8-K (Item 5.03) filed on April 28, 2017.</a> |
| 4.2            | <a href="#">Bylaws of the Registrant. Incorporated by reference to the Registrant's Current Report on Form 8-K (Item 5.03) filed on May 2, 2005.</a>   |
| 4.3            | <a href="#">2019 Stock Plan. Incorporated by reference to Registrant's Quarterly Report on Form 10-Q as Exhibit 10.1 filed on May 9, 2019.</a>   |
| 4.4            | <a href="#">2009 Stock Plan, as amended. Incorporated by reference to the Registrant's Amendment No. 1 to the Annual Report on Form 10-K filed on March 19, 2019.</a>                                    |
| 5.1            | <a href="#">Opinion of Jones Day.</a>  |
| 23.1           | <a href="#">Consent of Independent Registered Public Accounting Firm – Moss Adams LLP.</a>   |
| 23.3           | <a href="#">Consent of Jones Day (contained in Exhibit 5.1 hereto).</a>  |
| 24.1           | <a href="#">Power of Attorney (included in signature page to this registration statement).</a>   |

## Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

---

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

---

## 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, on May 29, 2019.

### 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 Suping (Sue) Cheung 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><br>Brian C. Faith           | President and Chief Executive Officer; Director<br><i>(Principal Executive Officer)</i>                                      | May 29, 2019 |
| <u>/s/ SUPING (SUE) CHEUNG</u><br>Suping (Sue) Cheung | Vice President, Finance and Chief Financial Officer<br><i>(Principal Financial Officer and Principal Accounting Officer)</i> | May 29, 2019 |
| <u>/s/ E. THOMAS HART</u><br>E. Thomas Hart           | Non-Executive Chairman of the Board of Directors   | May 29, 2019 |
| <u>/s/ MICHAEL R. FARESE</u><br>Michael R. Farese     | Director   | May 29, 2019 |
| <u>/s/ ANDREW J. PEASE</u>                            | Director   | May 29, 2019 |

---

Andrew J. Pease

/s/ ARTURO KRUEGER

---

Arturo Krueger

Director

May 29, 2019

/s/ CHRISTINE RUSSELL

---

Christine Russell

Director

May 29, 2019

/s/ GARY H. TAUSS

---

Gary H. Tauss

Director

May 29, 2019

/s/ DANIEL A. RABINOVITSJ

---

Daniel A. Rabinovitsj

Director

May 29, 2019



## JONES DAY

SILICON VALLEY OFFICE . 1755 EMBARCADERO ROAD . PALO ALTO, CALIFORNIA 94303  
TELEPHONE: +1.650.739.3939 . FACSIMILE: +1.650.739.3900

May 29, 2019

QuickLogic Corporation  
2220 Lundy Avenue  
San Jose, CA 95131-1816

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

Ladies and Gentlemen:

We have acted as counsel for QuickLogic Corporation, a Delaware corporation (the “Company”), in connection with the registration of (i) 5,000,000 shares (the “2019 Plan Shares”) of the Company’s common stock, par value \$0.001 per share (“Common Stock”), which may be issued or delivered and sold pursuant to the Company’s 2019 Stock Plan (the “2019 Plan”), and (ii) 1,313,021 shares (together with the 2019 Plan Shares, the “Shares”) of Common Stock which may be issued or delivered and sold pursuant to the Company’s 2009 Stock Plan (together with the 2019 Plan, the “Plans”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares that may be issued or delivered and sold pursuant to the Plans, as applicable, and the authorized forms of stock option, restricted stock or other applicable agreements thereunder (the “Award Agreements”) will be, when issued or delivered and sold in accordance with such Plans and Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion with respect to the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plans and Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered or sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plans will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors

AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • DETROIT  
DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • LONDON • LOS ANGELES • MADRID • MELBOURNE  
MEXICO CITY • MIAMI • MILAN • MINNEAPOLIS • MOSCOW • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH • SAN DIEGO  
SAN FRANCISCO • SÃO PAULO • SAUDI ARABIA • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

---

May 29, 2019

Page 2

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect registration of the Shares under the Securities Act of 1933 (the “Act”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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

We consent to the incorporation by reference in this Registration Statement on Form S-8 of QuickLogic Corporation, of our report dated March 15, 2019, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of QuickLogic Corporation, which report appears in the Form 10-K of QuickLogic Corporation for the year ended December 30, 2018 (and expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Accounting Standards Codification Topic No. 606, Revenue Recognition).

/s/ Moss Adams LLP

San Francisco, California  
May 29, 2019