
**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)
June 12, 2017 (June 9, 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))

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

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 13(a) of the Exchange Act.

Item 1.01. Amendment of a Material Definitive Agreement.

On June 9, 2017, Lattice Semiconductor Corporation (“Lattice”), Canyon Bridge Acquisition Company, Inc. (“Canyon Bridge”), and Canyon Bridge Merger Sub, Inc. entered into an amendment to the Agreement and Plan of Merger, dated as of November 3, 2016 (the “Merger Agreement”), pursuant to which the parties agreed to withdraw and re-file their joint voluntary notice to the Committee on Foreign Investment in the United States (CFIUS) under the Defense Production Act of 1950, as amended, to allow more time for review and discussion with CFIUS in connection with the proposed merger (the “Merger”) between Lattice and Canyon Bridge Merger Sub, Inc., and agreed to extend the outside date after which the Merger Agreement may be terminated by either Lattice or Canyon Bridge if the Merger has not become effective to September 30, 2017, subject to adjustment as described in the Merger Agreement. The above summary of the amendment to the Merger Agreement is qualified in its entirety by reference to the amendment, which is attached to this Report as Exhibit 2.1 and incorporated in this Item 1.01 by reference.

Item 8.01 Other Events

Lattice and Canyon Bridge Fund I, LP jointly withdrew and then re-filed their joint voluntary notice to CFIUS under the Defense Production Act of 1950, as amended. Once CFIUS accepts the joint voluntary notice, it will commence a new 30-day period, which may be followed by a 45-day investigation period.

Lattice and Canyon Bridge have been and will continue to be actively engaged with CFIUS, and remain fully committed to the Merger, which was approved by the holders of approximately 99.65% of the Lattice shares voted on February 28, 2017. There can be no assurances, however, that CFIUS will ultimately agree that the parties may proceed with the transaction, and, if CFIUS ultimately makes a recommendation to prohibit or suspend the transaction, as to whether the President will decide to prohibit or suspend the transaction.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
2.1	Amendment No. 1, dated as of June 9, 2017, to Agreement and Plan of Merger, dated as of November 3, 2016, by and among Lattice Semiconductor Corporation, Canyon Bridge Acquisition Company, Inc., and Canyon Bridge Merger Sub, Inc.

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: June 12, 2017

By: /s/ Byron W. Milstead

Name: Byron W. Milstead

Title: Corporate Vice President and General Counsel

Exhibit Index

Exhibit No.

Exhibit

2.1

Amendment No. 1, dated as of June 9, 2017, to Agreement and Plan of Merger, dated as of November 3, 2016, by and among Lattice Semiconductor Corporation, Canyon Bridge Acquisition Company, Inc., and Canyon Bridge Merger Sub, Inc.

AMENDMENT NO. 1**TO THE****AGREEMENT AND PLAN OF MERGER**

This **AMENDMENT NO. 1** (this "Amendment"), dated as of June 9, 2017, to the Agreement and Plan of Merger, dated as of November 3, 2016 (the "Agreement"), among Lattice Semiconductor Corporation (the "Company"), Canyon Bridge Acquisition Company, Inc., a Delaware corporation ("Parent"), and Canyon Bridge Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub" and collectively with the Company and Parent, the "Parties").

R E C I T A L S

WHEREAS, the Parties desire to amend certain provisions of the Agreement pursuant to Section 8.03 thereof, as set forth in this Amendment.

A G R E E M E N T S

NOW, THEREFORE, in consideration of the mutual agreements set forth in the Agreement and this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

**ARTICLE I
AMENDMENTS; JOINDER**

1.1 Defined Terms; References. Unless otherwise specifically defined in this Amendment, each term used herein that is defined in the Agreement has the meaning assigned to such term in the Agreement, and each reference to a specific Section or Article shall refer to the particular Section or Article in the Agreement. Each reference to "hereof," "hereunder," "herein," "hereby" and each other similar reference contained in the Agreement shall refer, from and after the date of this Amendment, to the Agreement as amended by this Amendment.

1.2 Continuing Efforts to Obtain CFIUS Approval. The Parties hereby agree to use their reasonable best efforts to cause the joint voluntary notice submitted to CFIUS with respect to the transactions contemplated by the Agreement (CFIUS Case 17-006) to be withdrawn, as promptly as practicable, subject to an understanding that CFIUS will promptly initiate a new review of the transaction.

1.3 Amendment to Outside Date. Section 8.01(b)(i) of the Agreement is hereby amended to delete the reference therein to "August 1, 2017" and insert in its place "September 30, 2017".

ARTICLE II
MISCELLANEOUS

2.1 No Other Amendments; No Waiver of Rights. Except as amended by this Amendment, the Agreement shall remain unmodified and in full force and effect.

2.2 Governing Law. This Amendment will be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to any choice or conflict of Law (whether of the State of Delaware or any other jurisdiction) that would cause the application of the Laws of any jurisdiction other than the State of Delaware.

2.3 Counterparts; Effectiveness. This Amendment may be executed in two or more consecutive counterparts (including by facsimile, or “.pdf” transmission), each of which shall be deemed to be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and shall become effective when one or more counterparts have been signed by each of the Parties and delivered (electronically or otherwise) to the other Parties.

[Signature page follows]

IN WITNESS WHEREOF, each of the Parties has caused this Amendment to be executed by its respective duly authorized officers as of the date first above written.

LATTICE SEMICONDUCTOR CORPORATION

By: /s/ Darin G. Billberbeck

Name: Darin G. Billerbeck

Title: President & CEO

CANYON BRIDGE ACQUISITION COMPANY, INC.

By: /s/ Benjamin Bin Chow

Name: Benjamin Bin Chow

Title: President

CANYON BRIDGE MERGER SUB, INC.

By: /s/ Benjamin Bin Chow

Name: Benjamin Bin Chow

Title: President