

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

**SCHEDULE 14A
(Rule 14A-101)**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

LATTICE SEMICONDUCTOR CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

LATTICE SEMICONDUCTOR

*Accelerating Customer Innovation For A Better
Connected World*

November 2016



Safe Harbor

This presentation contains forward-looking statements that involve estimates, assumptions, risks and uncertainties, including statements relating to the expected closing date and potential benefits of the acquisition by Canyon Bridge Capital Partners, Inc., our enabling a better connected world, our portfolio's ability to help our customers get a better product to market faster, our ability to leverage our differentiated technology to create unique solutions, and our 2016 Financial Model targets including revenue, gross margin, and operating expenses. Lattice believes the factors identified below could cause our actual results to differ materially from the forward-looking statements.

Factors that may cause actual results to differ materially from the forward-looking statements in this presentation include global economic uncertainty, overall semiconductor market conditions, market acceptance and demand for our new and existing products, the Company's dependencies on its silicon wafer suppliers, the impact of competitive products and pricing, and technological and product development risks. In addition, actual results are subject to other 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, 2016 and its quarterly filings on Form 10-Q

Certain information in this presentation is identified as having been prepared on a non-GAAP basis. Management uses non-GAAP measures to better assess operating performance and to establish operational goals. Non-GAAP information should not be viewed by investors as a substitute for data prepared in accordance with GAAP.

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.

Additional Information about the Proposed Merger And Where To Find It

In connection with previously announced acquisition of the Company by Canyon Bridge Capital Partners, Inc. (the "Merger") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, Canyon Bridge Acquisition Company, Inc. ("Parent"), and Canyon Bridge Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"), the Company will file a proxy statement with the SEC. Additionally, the Company plans to file other relevant materials with the SEC in connection with the proposed Merger. The definitive proxy statement will be sent or given to the stockholders of the Company and will contain important information about the proposed Merger and related matters. INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED MERGER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES TO THE MERGER. The materials to be filed by the Company with the SEC may be obtained free of charge at the SEC's web site at www.sec.gov or upon request from the Company's Investor Relations Department at lsc@globalirpartners.com.

Participants in the Solicitation

The Company and its directors will, and certain other members of its management and its employees as well as Parent and Merger Sub and their directors and officers may, be deemed to be participants in the solicitation of proxies of Company stockholders in connection with the proposed Merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of the Company's executive officers and directors in the solicitation by reading the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2016, the Company's proxy statement on Schedule 14A for its 2016 Annual Meeting of Stockholders, and the proxy statement and other relevant materials filed with the SEC in connection with the Merger if and when they become available. Additional information concerning the interests of the Company's participants in the solicitation, which may, in some cases, be different than those of the Company's stockholders generally, will be set forth in the proxy statement relating to the Merger when it becomes available.



BUSINESS OVERVIEW

Lattice's Direction

Lattice Semiconductor

Company at a glance

MARKETS & PRODUCTS

Enabling processing and connectivity applications where time-to-market, low power, and small size are critical.



CONSUMER



INDUSTRIAL & AUTOMOTIVE



COMMUNICATIONS & COMPUTING



PROGRAMMABLE LOGIC

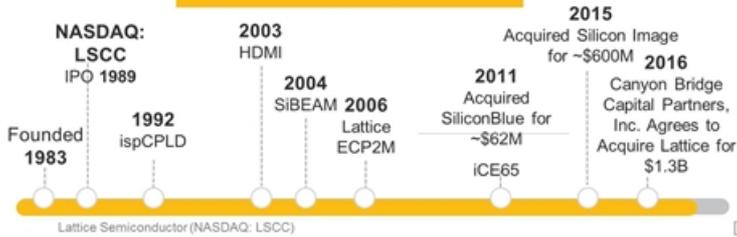


VIDEO CONNECTIVITY



mmWave

HISTORY OF INNOVATION

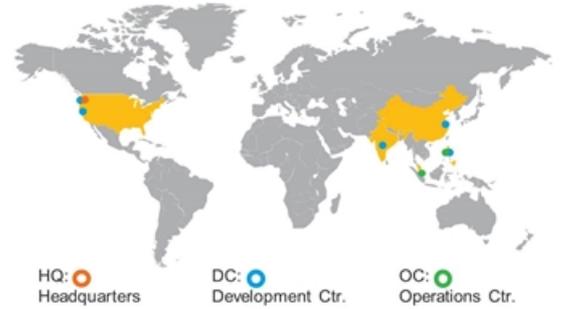


STRONG FINANCIALS

\$406M
2015 Revenue
Consistent double-digit revenue growth

2 BILLION +
Devices sold by Lattice in the last 10 years

GLOBAL PRESENCE



Lattice Semiconductor to be Acquired by Canyon Bridge Capital Partners, Inc. for \$1.3 Billion

- All cash transaction announced on November 3, 2016; expected to close in early 2017 subject to customary closing conditions and regulatory approvals
- Transaction expected to unlock tremendous value for shareholders, follows an extensive review process with Company's Board, financial, and legal advisers
- **Lattice will become a standalone subsidiary of Canyon Bridge and continue to be headquartered in Portland, OR USA**
- **No expectation of changing operations or our unwavering commitment to continued innovation for our customers**
- Privatization to enhance focus on core long-term strategies and provide opportunity to leverage Canyon Bridge's resources and market connections

Challenges for Product Designers & Engineers

Devices becoming smarter and more connected as size and power are driven down



CONSUMER



- ✓ Increasing screen size & resolution
- ✓ Longer battery life
- ✓ Rapidly evolving interfaces
- ✓ Shorter design cycles



COMMUNICATIONS & COMPUTING



- ✓ High-bandwidth & ultra-low latency
- ✓ Data & network security
- ✓ Fiber expensive to install
- ✓ Driving reliability up & costs down



INDUSTRIAL & AUTOMOTIVE



- ✓ More intelligent controls
- ✓ HD video processing
- ✓ Increased number of sensors
- ✓ Wireless networking

Lattice Enables a Better Connected World

We make your daily experiences smarter and richer





CONSUMER MARKET



DRIVERS & NEEDS

- Increasing screen size & resolution
- Longer battery life
- Rapidly evolving interfaces
- Shorter design cycles



OUR SOLUTIONS

- HDMI & MHL ASSPs
- iCE40 & MachXO3 FPGAs
- SiBEAM Snap wireless connector devices



KEY APPLICATIONS

Digital Home

- DTV, home theater, smart homes

Mobile Computing

- Smartphones, tablets, DSLRs, notebooks

Emerging

- Wearables, virtual reality, drones, IoT

Consumer Technology examples



MachXO3 FPGAs

Programmability enables rapid prototyping, feature flexibility, & faster Time-To-Market



iCE40 FPGAs, WiHD Modules

Processing power & standards based wireless enable interference-free smart appliances

HDMI & MHL ASSPs

Low latency, 4K UHD video, & full audio connections provide a richer media experience



SiBEAM Snap Wireless Connector Devices

Fast wireless enables "instant" downloads, makes devices sleeker & more robust by eliminating connectors



iCE40 FPGAs

Small form factors fit tight spaces. Low power enables functions that are always-on & always-aware of human interaction





COMMUNICATIONS & COMPUTING MARKET



DRIVERS & NEEDS

- High-bandwidth & ultra-low latency
- Data security
- Fiber expensive to install
- Driving reliability up and costs down



OUR SOLUTIONS

- ECP5 & MachXO3 FPGAs
- Mixed signal devices
- mmWave backhaul & access



KEY APPLICATIONS

Wireless

- LTE 4.5G / 5G HetNet
- Backhaul

Wireline

- Access
- IP transport
- Optical

Data Center

- Server, storage, networking

Communications & Computing

Technology examples

ECP5 FPGAs

Low power reduces operating costs; small size enables higher functional density; co-processing accelerates systems, I/O rich allows more connections with ASICs & ASSPs

MachXO3 FPGAs

Increase reliability with flexible, instant-on board control. Optimized for control path, housekeeping & hardware management functions

Platform Manager 2 Devices

Mixed signal capability integrated with FPGA enables programmable power & thermal management, speeds design, & reduces BOM

mmWave Backhaul & Access Solutions

60 GHz devices with beam-steering technology make wireless infrastructure lighter, cheaper, lower power, & easier to install, enabling links at fiber-like data rates



INDUSTRIAL & AUTOMOTIVE MARKET



DRIVERS & NEEDS

- More intelligent controls
- HD video processing & storage
- Increased number of sensors
- Wireless networking



OUR SOLUTIONS

- MachXO3 & ECP5 FPGAs
- HD video solutions
 - Wired (HDMI, FPGA)
 - Wireless (WiHD modules)
- Automotive & industrial grade devices



KEY APPLICATIONS

- Machine vision & surveillance cameras
- Industrial control, automation & networking
- Video wall & interactive displays
- Driver assistance & infotainment

Industrial & Automotive Technology examples



ECP5 FPGAs

Human Machine Interface (HMI) on a chip simplifies design of high resolution interactive Graphical User Interfaces



Automotive & Industrial Grade Devices

Enhanced temperature range & proven reliability bring low-power FPGA & HD video connectivity ASSP benefits to robust environments

iCE40 FPGAs, SiBEAM Snap mmWave

Low cost FPGAs & fast wireless connections enable more sophisticated commercial handhelds & IoT devices



HD Video Solutions

FPGA, HDMI ASSP, & WiHD ecosystem eliminates wires & increases performance of video capture / delivery / display applications



Lattice Smart Connectivity Solutions

A complete portfolio helps our customers get a better product to market faster

FPGAs

Fast Time-to-Market



Lowest cost per gate,
SERDES connectivity



Lowest cost per I/O,
Control oriented



Lowest power & size,
Mobility focused

ASSPs & pASSPs

Reduce Cost & Power



First programmable
ASSP (pASSP)
mobile video bridge



8K & 4K UHD
Bridges, switches,
port processors

Optimized USB
Type-C port controllers



mmWave

Gigabit Wireless



Wireless connector



WirelessHD
Robust, low latency video

Wireless Fiber
outdoor backhaul and
access



Lattice Smart Connectivity Solutions

A complete portfolio helps our customers get a better product to market faster

FPGAs

Fast Time-to-Market



Lattice advantages:

- Fast Time-To-Market
- Lowest power, smallest size computing & connectivity devices
- Proven volume supply chain

ASSPs & pASSPs

Reduce Cost & Power

HDMI MHL



Lattice advantages:

- pASSPs, the best of both FPGA and ASSP worlds
- First to market with new standards
- Value-added standards+ features

mmWave

Gigabit Wireless

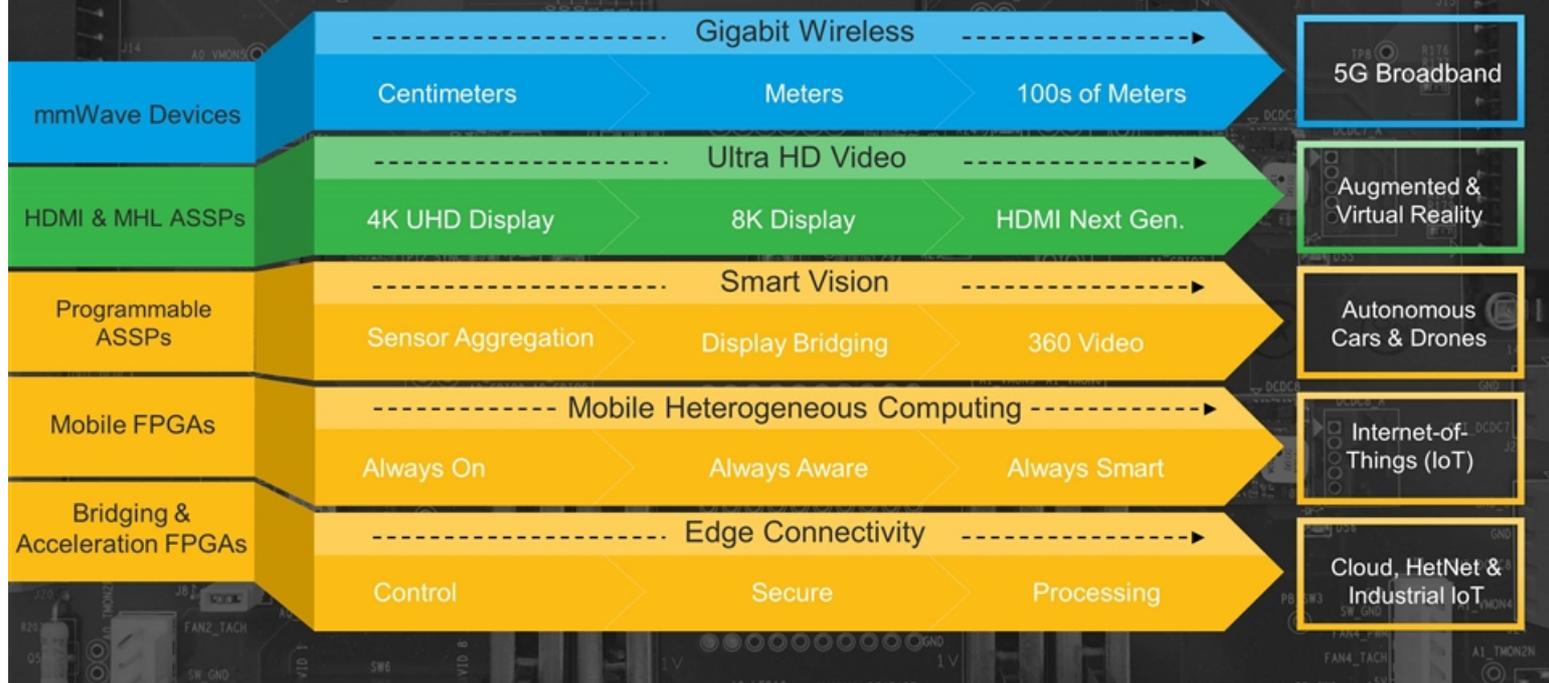


Lattice advantages:

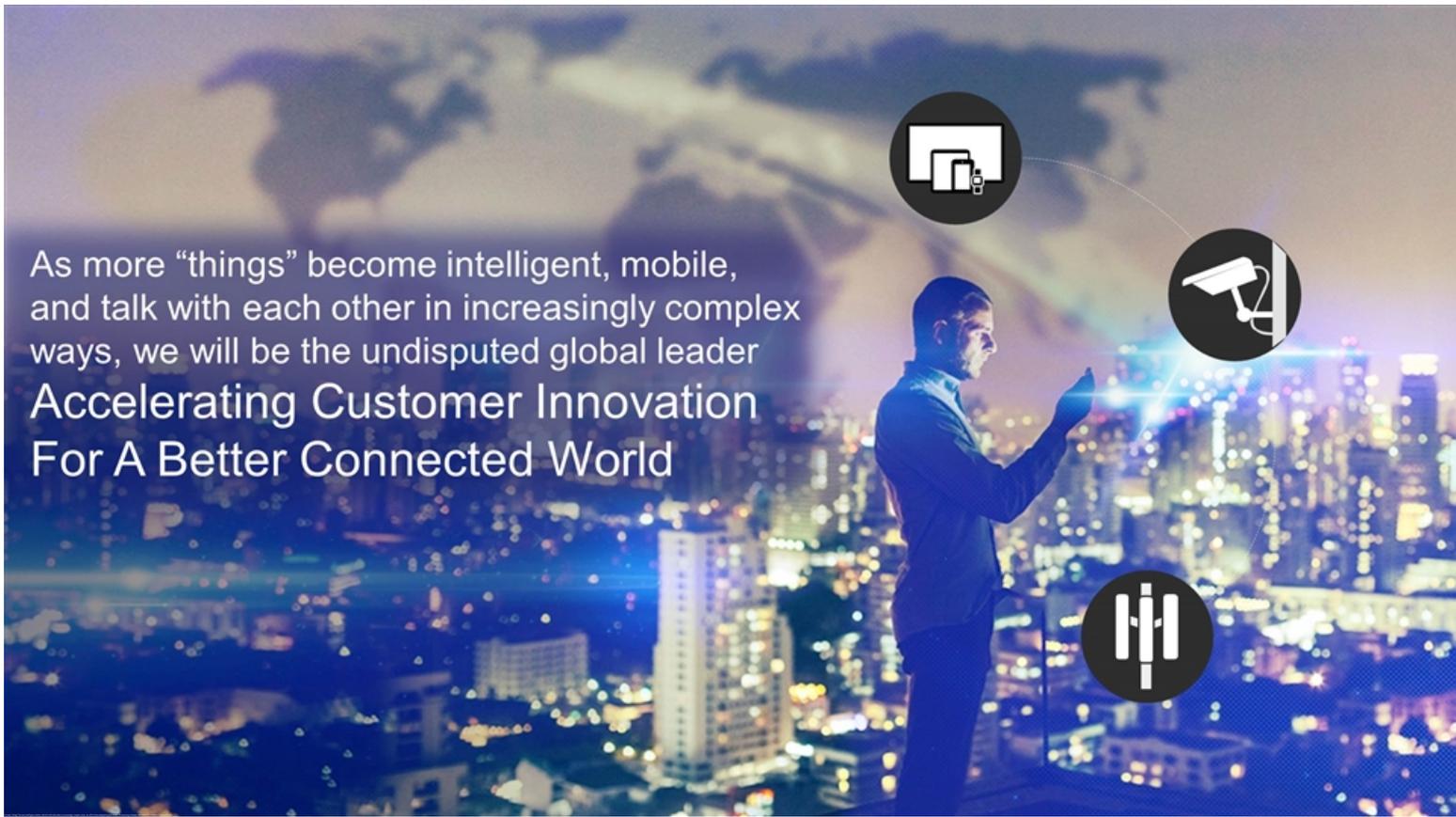
- Fiber-like speeds over wireless
- Improved user experience
- Cost-optimized technologies

Roadmap To Anticipate & Meet Market Needs

Leveraging our differentiated technology to create unique solutions



As more “things” become intelligent, mobile,
and talk with each other in increasingly complex
ways, we will be the undisputed global leader
Accelerating Customer Innovation
For A Better Connected World





FINANCIAL OVERVIEW

Lattice's Performance

Revenue Highlights

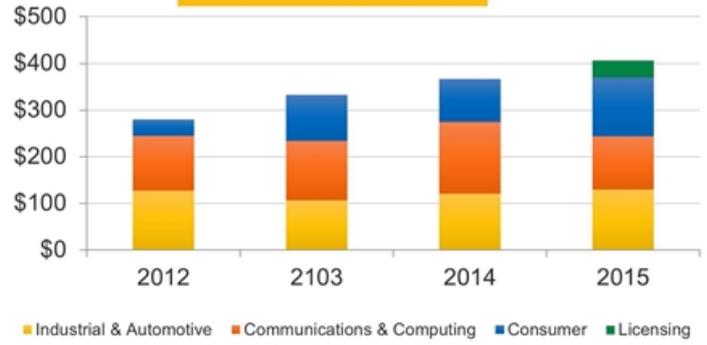
Total Revenue (\$M)



Lattice Semiconductor (NASDAQ: LSCC)

[20]

Total Revenue By Segment



Total Revenue By Region



Quarterly P&L

	1Q15	2Q15	3Q15	4Q15	FY15	1Q16	2Q16	3Q16
Revenue (\$M)	\$88.6	\$106.5	\$109.7	\$101.2	\$406.0	\$96.5	\$99.2	\$113.2
COGS	40.8	48.3	49.9	47.1	186.1	39.4	40.8	45.8
GM	54%	55%	55%	54%	54%	59%	59%	60%
R&D	27.6	39.6	37.6	32.1	136.9	32.6	30.9	27.7
SG&A	21.1	28.2	23.8	24.2	97.3	23.6	23.0	29.2
Amortization of Intangibles	2.9	8.9	9.0	8.8	29.6	8.7	8.3	8.3
Acquisition related charges	18.2	3.3	0.6	0.4	22.5	0.1	-	-
Restructuring	4.9	4.1	6.8	3.4	19.2	5.4	2.6	0.3
Impairment of goodwill and intangible assets	-	-	-	21.7	21.7	-	-	7.9
Operating loss	(\$26.9)	(\$25.9)	(\$18.0)	(\$36.5)	(\$107.3)	(\$13.4)	(\$6.4)	(\$6.0)
Interest expense	(1.6)	(5.5)	(5.8)	(5.5)	(18.4)	(5.0)	(5.1)	(5.2)
All other (expenses) income, net	(0.1)	(0.1)	(0.9)	-	(1.1)	0.5	2.2	(0.2)
Provision for income tax	24.7	4.1	0.2	3.5	32.5	1.9	4.5	1.0
Net loss	(\$53.3)	(\$35.6)	(\$24.9)	(\$45.5)	(\$159.3)	(\$19.7)	(\$13.8)	(\$12.4)
Add Back Fair Value of Deferred Revenue/ Inventory Step-Up	4.2	3.7	1.0	0.8	9.7	0.5	-	-
Add Back Amortization / Restructuring /Acquisition/Impairment	26.0	16.3	16.4	34.3	93.0	14.2	10.9	16.5
Add Back Non-Cash Equity Compensation	3.4	5.0	4.2	4.8	17.4	4.6	3.2	4.3
Less Gain on Sale of Qterics	-	-	-	-	-	-	(2.6)	-
Add Back Tax Impact of Non-GAAP Adjustments	23.4	(1.3)	(2.2)	1.1	21.0	(0.5)	2.5	(2.5)
Non-GAAP Net Income (Loss)	\$3.7	(\$11.9)	(\$5.5)	(\$4.5)	(\$18.2)	(\$0.9)	\$0.2	\$5.9

Balance Sheet

ASSETS (\$M)	1/2/16	10/1/16
Cash and short-term investments	\$102.6	\$98.9
Accounts receivable, net	88.5	93.9
Inventories	75.9	80.5
Other current assets	18.9	18.7
TOTAL CURRENT ASSETS	285.9	292.0
Property & equipment, net	51.8	51.6
Other long-term assets	17.5	15.1
Intangible assets, net	162.6	127.3
Deferred income taxes	0.6	0.5
Goodwill	267.5	269.8
TOTAL ASSETS	\$785.9	\$756.3

LIABILITIES + EQUITY (\$M)		
Accounts payable & other accrued liabilities	\$83.8	\$86.0
Deferred income	19.9	21.6
Current portion of long-term debt	7.5	27.6
TOTAL CURRENT LIABILITIES	111.2	135.2
Long-term Debt	330.9	307.7
Other long-term liabilities	38.3	39.7
Stockholders' equity	305.5	273.7
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$785.9	\$756.3

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