

LATTICE SEMICONDUCTOR CORP
Form SC 13D/A
September 09, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

LATTICE SEMICONDUCTOR CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

518415104

(CUSIP Number)

Zheng Bo
Tsinghua Unigroup International Co., Ltd.
F6 Unis Plaza
Tsinghua Science Park
Haidian District, Beijing, PRC 100084
Telephone: (86-10) 8215.9239

with a copy to:
J. Warren Gorrell, Jr.
Joseph E. Gilligan
Hogan Lovells US LLP
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communication)

September 7, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF
REPORTING
PERSONS

Tsinghua Unigroup
International Co., Ltd.

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A (a)
GROUP (See
Instructions)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
(See Instructions)

WC

5 CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEMS
2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

British Virgin Islands

7 SOLE
VOTING
POWER

-0-

8 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,851,198

SOLE
9 DISPOSITIVE
POWER

-0-

SHARED
10 DISPOSITIVE
POWER

8,851,198

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,851,198

12 CHECK IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.35%

14 TYPE OF
REPORTING PERSON
(See Instructions)

CO

CUSIP NO. 518415104 SCHEDULE 13D Page 3

1 NAMES OF
REPORTING
PERSONS

Tsinghua Unigroup
Capital Management
Co., Ltd.

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A (a)
GROUP (See
Instructions)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
(See Instructions)

WC

5 CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEMS
2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

People's Republic of
China

7 SOLE
VOTING
POWER

-0-

8 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

8,851,198

SOLE
9 DISPOSITIVE
POWER

-0-

SHARED
10 DISPOSITIVE
POWER

8,851,198

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,851,198

12 CHECK IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.35%

14 TYPE OF
REPORTING PERSON
(See Instructions)

CO

CUSIP NO. 518415104 SCHEDULE 13D Page 4

1 NAMES OF
REPORTING
PERSONS

Tsinghua Unigroup
Co., Ltd.

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A (a)
GROUP (See
Instructions)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
(See Instructions)

WC

5 CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEMS
2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

People's Republic of
China

7 SOLE
VOTING
POWER

-0-

8 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

8,851,198

SOLE
9 DISPOSITIVE
POWER

-0-

SHARED
10 DISPOSITIVE
POWER

8,851,198

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,851,198

12 CHECK IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

7.35%

14 TYPE OF
REPORTING PERSON
(See Instructions)

CO

Explanatory Note

This Amendment No. 3 (the "Amendment") amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons on April 13, 2016, as amended by Amendment No. 1 to Schedule 13D filed on April 29, 2016 and Amendment No. 2 to Schedule 13D filed on May 9, 2016 (as amended, the "Schedule 13D"). Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to such terms in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby supplemented to read as follows:

Since the filing of Amendment No. 2 to the Schedule 13D, the Reporting Persons have purchased 1,140,592 shares of Common Stock for an aggregate consideration of \$5,961,139. The source of the funds used to purchase the shares described above is working capital of the Reporting Persons.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a), (b) and (c) are hereby amended and supplemented as follows:

(a) The aggregate number of shares of Common Stock and the percentage of total outstanding shares of Common Stock beneficially owned by the Reporting Persons is set forth below. The aggregate percentage of shares of Common Stock owned by the Reporting Persons is based upon 120,353,926 shares of Common Stock outstanding as of August 8, 2016, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 11, 2016.

As of the date of this Amendment, Tsinghua International beneficially owns 8,851,198 shares of Common Stock, which represents approximately 7.35% of the outstanding shares of Common Stock calculated in accordance with the requirements of Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Tsinghua Capital, as the direct parent company of Tsinghua International, also may be deemed to beneficially own the 8,851,198 shares of Common Stock.

Tsinghua Unigroup, as an indirect, but controlling parent of Tsinghua International, also may be deemed to beneficially own the 8,851,198 shares of Common Stock.

Zhao Weiguo is the Chairman of the Board of Directors of Tsinghua Unigroup and a director of each of Tsinghua Capital and Tsinghua International. Mr. Zhao expressly disclaims beneficial ownership of the shares of Common Stock beneficially owned by Tsinghua Unigroup, Tsinghua Capital and Tsinghua International.

(b) Each of Tsinghua Unigroup, Tsinghua Capital and Tsinghua International may be deemed to have shared power to vote and dispose or direct the vote and direct the disposition of an aggregate of 8,851,198 shares of Common Stock.

(c) Since the filing of Amendment No. 2 to the Schedule 13D, the Reporting Persons have engaged in certain transactions in the shares of Common Stock as set forth in Annex A and incorporated herein by reference.

Page 6

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number Description

99.1 Joint Filing Agreement, dated September 9, 2016, by and among the Reporting Persons

Page 7

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment No. 3 to Schedule 13D is true, complete and correct.

Dated September 9, 2016

Tsinghua Unigroup
International Co., Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Director

Tsinghua Unigroup
Capital Management Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman

Tsinghua Unigroup Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman

ANNEX A

Transactions in the Shares Since the Filing of Amendment No. 2 to the Schedule 13D

| Date of Transaction | Nature of the Transaction | Amount of Securities Purchased/Sold | Price Per Share (\$) |
|---------------------|---------------------------|-------------------------------------|----------------------|
| May 12, 2016 | Open Market Purchase | 96,378 | 5.20 |
| May 17, 2016 | Open Market Purchase | 800,000 | 5.26 |
| May 19, 2016 | Open Market Purchase | 196,737 | 5.15 |
| June 28, 2016 | Open Market Purchase | 47,477 | 5.08 |
| July 18, 2016 | Open Market Sale | 17,671 | 6.09 |
| July 20, 2016 | Open Market Sale | 335,635 | 6.23 |
| July 25, 2016 | Open Market Sale | 22,700 | 6.12 |
| July 26, 2016 | Open Market Sale | 554,381 | 6.14 |
| July 27, 2016 | Open Market Sale | 217 | 6.22 |
| August 1, 2016 | Open Market Sale | 60,500 | 6.14 |
| August 8, 2016 | Open Market Sale | 37,715 | 6.20 |
| August 9, 2016 | Open Market Sale | 800 | 6.27 |
| August 19, 2016 | Open Market Sale | 8,213 | 6.12 |
| August 22, 2016 | Open Market Sale | 35,139 | 6.16 |
| August 23, 2016 | Open Market Sale | 436,924 | 6.22 |
| August 24, 2016 | Open Market Sale | 133,900 | 6.23 |
| August 25, 2016 | Open Market Sale | 10,600 | 6.21 |
| August 26, 2016 | Open Market Sale | 41,700 | 6.15 |
| August 29, 2016 | Open Market Sale | 21,846 | 6.17 |
| August 30, 2016 | Open Market Sale | 122,800 | 6.20 |
| August 31, 2016 | Open Market Sale | 3,867 | 6.18 |
| September 2, 2016 | Open Market Sale | 387,198 | 6.20 |
| September 7, 2016 | Open Market Sale | 203,759 | 6.24 |
| September 8, 2016 | Open Market Sale | 148,983 | 6.23 |

Exhibit 99.1

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them.
- (ii) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; provided that none of them is responsible for the completeness or accuracy of the information concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.
- (iii) This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

Date: September 9, 2016

Tsinghua Unigroup
International Co., Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Director

Tsinghua Unigroup
Capital Management Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman

Tsinghua Unigroup Co.,
Ltd.

By: /s/ ZHAO Weiguo
Name: ZHAO Weiguo
Title: Chairman