

LATTICE SEMICONDUCTOR CORP
Form 10-K/A
November 20, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934 FOR THE
FISCAL YEAR ENDED DECEMBER 30, 2006**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM TO

Commission file number: 000-18032

LATTICE SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

5555 NE Moore Court
Hillsboro, Oregon
(Address of principal executive offices)

93-0835214
(I.R.S. Employer Identification Number)

97124-6421
(Zip Code)

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Registrant's telephone number, including area code: (503) 268-8000

Securities registered pursuant to Section 12(b) of the Act:

(Title of Class)
Common Stock, \$.01 par value

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer (Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Aggregate market value of voting stock held by non-affiliates of the registrant as of July 1, 2006 \$ 426,520,870
Number of shares of common stock outstanding as of March 7, 2007 114,742,134

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the registrant's definitive proxy statement relating to the 2007 Annual Meeting of Stockholders, which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

EXPLANATORY NOTE

Lattice Semiconductor Corporation (the Company) hereby amends the Company's Annual Report on the Form 10-K for the year ended December 30, 2006, originally filed with the Securities and Exchange Commission on March 9, 2007.

This abbreviated amendment is being filed solely to correct Exhibit 31.1, the Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended, by adding paragraph 5(b) which was inadvertently omitted in the Company's original Form 10-K filing. In addition, we are refiled Item 9A Controls and Procedures, although no changes are being made to that disclosure, as well as Exhibit 31.2, the Certification of the Chief Financial Officer. No other information included in the original report on Form 10-K is amended by this Form 10-K/A. Additionally, the Form 10-K/A does not purport to provide an update or a discussion of any other developments at the Company subsequent to the original filing or otherwise modify the disclosure in the original report on Form 10-K.

Item 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

Management's Report on Internal Control Over Financial Reporting

The management of the company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934. The company's internal control over financial reporting is a process designed to provide reasonable assurance regarding reliability of financial reporting and the preparation and fair presentation of published financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the company's internal control over financial reporting as of December 30, 2006. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control - Integrated Framework*. Based on this assessment, management concluded that, as of December 30, 2006, the company's internal control over financial reporting was effective.

Management's assessment of the effectiveness of internal control over financial reporting as of December 30, 2006, has been audited by PricewaterhouseCoopers LLP, the independent registered public accounting firm who also audited the company's Consolidated Financial Statements, as stated in their report which appears herein.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting that occurred in our fiscal quarter ended December 30, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LATTICE SEMICONDUCTOR CORPORATION
(Registrant)

By: */s/ Jan Johannessen*
Jan Johannessen
Senior Vice President and
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial and Accounting Officer)

Date: November 20, 2007

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen A. Skaggs and Jan Johannessen, or either of them, his or her attorneys-in-fact, each with the power of substitution, for such person in any and all capacities, to sign any amendments to this report and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that either of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated and on the dates indicated:

Signature	Title	Date
* Stephen A. Skaggs	President, Chief Executive Officer and Director (Principal Executive Officer)	November 20, 2007
<i>/s/ Jan Johannessen</i> Jan Johannessen	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 20, 2007
* Patrick S. Jones	Director	November 20, 2007
* Balaji Krishnamurthy	Director	November 20, 2007
* Harry A. Merlo	Director	November 20, 2007
* Gerhard H. Parker	Director	November 20, 2007

*By: */s/ Jan Johannessen*
Jan Johannessen
Attorney-in-Fact

Exhibit Index

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended, and with paragraph (3) omitted.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act, as amended, and with paragraph (3) omitted.