

Faith Brian C
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Faith Brian C

2. Issuer Name and Ticker or Trading Symbol
 QUICKLOGIC CORPORATION
 [QUIK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1277 ORLEANS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

SUNNYVALE, CA 94089

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/19/2019 | | M ⁽⁴⁾ | 18,129 | A \$ 0 | 97,084 | D |
| Common Stock | 02/19/2019 | | F ⁽³⁾ | 7,412 | D \$ 0.86 | 89,672 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit ⁽¹⁾ | \$ 0 | 02/19/2019 | | M ⁽⁴⁾ | 18,129 | <u>(2)</u> <u>(2)</u> | Common Stock | 18,129 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Faith Brian C 1277 ORLEANS DRIVE SUNNYVALE, CA 94089 | X | | President and CEO | |

Signatures

/s/ Ravi Pokuri by Power of Attorney
02/20/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- (2) 25% of the RSUs vested on 08/10/2018, one year from the grant date. The balance of the shares vest 12.5% every six months. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (3) Exempt transaction pursuant to Section 16b3(e) payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b3. All of the shares reported as disposed of on this line were relinquished by the Reporting person and cancelled by the issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting person resulting from the vesting of the RSUs.
- (4) Vesting of Restricted Stock Units (RSUs) granted to the Reporting Person on August 10, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.