

LATTICE SEMICONDUCTOR CORP

Form SC 13D/A

October 03, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

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 29, 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 Rule 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

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

2

(a) o

(b) o

3

SEC USE ONLY

4

SOURCE OF FUNDS
(See Instructions)

WC

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

5

9

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

5,588,167

SOLE
9 DISPOSITIVE
POWER

-0-

SHARED
10 DISPOSITIVE
POWER

5,588,167

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

5,588,167

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

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

4.64%

14 TYPE OF
REPORTING PERSON
(See Instructions)

CO

CUSIP NO. 518415104 SCHEDULE 13D

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 ITEM
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

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BENEFICIALLY
OWNED BY
EACH
REPORTING

5,588,167

SOLE
9 DISPOSITIVE
POWER

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AMOUNT IN ROW (11)

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14 TYPE OF
REPORTING PERSON
(See Instructions)

CO

CUSIP NO. 518415104 SCHEDULE 13D

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

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2(d) OR 2(e)

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ORGANIZATION

People's Republic of
China

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4.64%

14 TYPE OF
REPORTING PERSON
(See Instructions)

CO

Explanatory Note

This Amendment No. 5 (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, Amendment No. 2 to Schedule 13D filed on May 9, 2016, Amendment No. 3 to Schedule 13D filed on September 7, 2016 and Amendment No. 4 to Schedule 13D filed on September 27, 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 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a), (b), (c) and (e) 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 5,588,167 shares of Common Stock, which represents approximately 4.64% 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 5,588,167 shares of Common Stock.

Tsinghua Unigroup, as an indirect, but controlling parent of Tsinghua International, also may be deemed to beneficially own the 5,588,167 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 5,588,167 shares of Common Stock.

(c) Since the filing of Amendment No. 4 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.

(e) On September 29, 2016, the Reporting Persons ceased to be the beneficial owners of more than 5% of the issuer's total outstanding Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number	Description
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99.1	Joint Filing Agreement, dated October 3, 2016, by and among the Reporting Persons
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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. 5 to Schedule 13D is true, complete and correct.

Dated October 3, 2016

Tsinghua Unigroup
International Co., Ltd.

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

Tsinghua Unigroup Capital
Management Col, 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. 4 to the Schedule 13D

Date of Transaction	Nature of the Transaction	Amount of Securities Purchased/Sold	Price Per Share (\$)
September 27, 2016	Open Market Sale	159,409	6.56
September 28, 2016	Open Market Sale	27,509	6.55
September 29, 2016	Open Market Sale	167,777	6.51
September 30, 2016	Open Market Sale	339,975	6.50

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: October 3, 2016

Tsinghua Unigroup
International Co., Ltd.

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

Tsinghua Unigroup Capital
Management Col, Ltd.

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

Tsinghua Unigroup Co.,
Ltd.

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