

Supplement Dated March 21, 2018 to Proxy Statement Dated March 19, 2018

**SPECIAL MEETING OF STOCKHOLDERS OF
SIGMA DESIGNS, INC. TO BE HELD ON APRIL 17, 2018**

Sigma Designs, Inc. ("Sigma" or "we") is furnishing this supplement dated March 21, 2018 to the proxy statement filed by Sigma with the Securities and Exchange Commission ("SEC") on March 19, 2018, (the "proxy statement"), in connection with the special meeting of Sigma's stockholders to be held on Tuesday, April 17, 2018, at 9:00 a.m. local time.

The following information supersedes any information in the proxy statement relevant to the applicable topic. Except as specifically set forth below, all information set forth in the proxy statement remains unchanged. We urge you to read this supplement carefully and in its entirety together with the proxy statement. Page references listed below are references to pages in the proxy statement. Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the proxy statement.

Unaudited Pro Forma Condensed Consolidated Balance Sheets of Sigma Designs, Inc. Giving Effect to the Asset Sale and the Wired Connectivity Sale As of October 28, 2017 (proxy statement, page 112)

The table referenced above contained typographical errors. The corrected table reads as follows:

**Unaudited Pro Forma Condensed Consolidated Balance Sheets of Sigma Designs, Inc.
Giving Effect to the Asset Sale and the Wired Connectivity Sale
As of October 28, 2017
(In thousands)**

	As Reported	Pro Forma Adjustments for Asset Sale (E)	Other Pro Forma Adjustments for Asset Sale		Pro Forma	Pro Forma Adjustments for Wired Connectivity Sale (G)		Pro Forma
ASSETS								
Current assets								
Cash and cash equivalents	\$ 69,219	\$ -	\$ 240,000	A	\$ 309,219	\$ 23,464		\$ 332,683
Restricted cash	325	-	-		325	(325)		-
Accounts receivable, net	19,628	(8,126)	-		11,502	(2,531)		8,971
Inventory	13,679	(9,331)	-		4,348	(373)		3,975
Prepaid expenses and other current assets	7,869	(520)	-		7,349	(551)		6,798
Total current assets	110,720	(17,977)	240,000		332,743	19,684		352,427
Software, equipment and leasehold improvements, net	18,135	(2,958)	-		15,177	(454)		14,723
Intangible assets, net	21,957	(866)	-		21,091	(1,288)		19,803
Goodwill	10,594	-	-		10,594	-		10,594
Deferred tax assets	741	(1,877)	-		(1,136)	(545)		(1,681)
Long-term investments	910	-	-		910	-		910
Other non-current assets	4,138	(1,139)	-		2,999	4,200		7,199
Intercompany and eliminating items	-	-	-		-	-		-
Total assets	\$ 167,195	\$ (24,817)	\$ 240,000		\$ 382,378	\$ 21,597		\$ 403,975
LIABILITIES AND SHAREHOLDERS' EQUITY								
Current liabilities								
Accounts payable	\$ 14,478	\$ (5,420)	\$ -		\$ 9,058	\$ (281)		\$ 8,777
Accrued compensation and related benefits	10,020	(1,846)	-		8,174	(1,206)		6,968
Accrued liabilities	16,147	(3,815)	-		12,332	(467)		11,865
Total current liabilities	40,645	(11,081)	-		29,564	(1,954)		27,610
Income taxes payable	12,929	(1,407)	2,000	B	13,522	-		13,522
Deferred tax liabilities	287	-	-		287	-		287
Other long-term liabilities	5,439	(1,619)	-		3,820	(1,689)		2,131
Total liabilities	59,300	(14,107)	2,000		47,193	(3,643)		43,550
Commitments and contingencies								
Shareholders' equity								
Common stock and additional paid-in capital	518,248	-	-		518,248	-		518,248
Treasury stock	(88,336)	-	-		(88,336)	-		(88,336)
Accumulated other comprehensive loss	(891)	-	-		(891)	-		(891)
Accumulated deficit	(321,126)	-	227,290	C	(93,836)	25,240		(68,596)
Net Parent investment	-	(10,710)	10,710	D	-	-		-
Total shareholders' equity	107,895	(10,710)	238,000		335,185	25,240		360,425
Total liabilities and shareholders' equity	\$ 167,195	\$ (24,817)	\$ 240,000		\$ 382,378	\$ 21,597		\$ 403,975

See accompanying Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements