

FORMFACTOR INC  
Form 8-K  
October 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 28, 2009**

**FORMFACTOR, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-50307**  
(Commission  
File Number)

**13-3711155**  
(IRS Employer  
Identification No.)

**7005 Southfront Road, Livermore, California**  
(Address of principal executive offices)

**94551**  
(Zip Code)

**(925) 290-4000**

(Registrant's telephone number, including area code)

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**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (See General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On October 28, 2009, FormFactor, Inc. issued a press release announcing its financial results for the third quarter ended September 26, 2009. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles ( GAAP ), the press release contains non-GAAP financial measures. Specifically, the press release includes non-GAAP net loss and non-GAAP net loss per share. The company excluded the following items from one or more of its published non-GAAP measures: deferred tax valuation allowance, stock-based compensation expenses and restructuring charges. By publishing the non-GAAP measures, the company s management intends to provide investors with additional information to further analyze the company s performance, core results and underlying trends. FormFactor s management evaluates results and makes operating decisions using both GAAP and non-GAAP measures included in the press release. Non-GAAP results are not prepared in accordance with GAAP, and non-GAAP information should be considered a supplement to, and not a substitute for, financial statements prepared in accordance with GAAP. Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures to their most directly comparable GAAP measures included in the press release and on the Investors section of the company s website.

**Item 9.01. Financial Statements and Exhibits.**

| <b>Exhibit Number</b> | <b>Exhibit Title or Description</b>  |
|-----------------------|--------------------------------------|
| 99.01                 | Press Release dated October 28, 2009 |

The information in this current report and the accompanying exhibit shall not be incorporated by reference into any filing of FormFactor with the Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. The information in this report and the accompanying exhibit shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 28, 2009

**FORMFACTOR, INC.**

By:

/s/ JEAN B. VERNET  
Jean B. Vernet  
Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Title or Description</b>  |
|---------------------------|--------------------------------------|
| 99.01                     | Press Release dated October 28, 2009 |