

Ultra Clean Holdings, Inc.
Form 4
April 19, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Speirs David

(Last) (First) (Middle)

ULTRA CLEAN HOLDINGS,
INC., 26462 CORPORATE AVE

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ultra Clean Holdings, Inc. [UCTT]

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

03/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, North America

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2017		P ⁽¹⁾	4,204	A \$ 14.29	147,920	D
Common Stock	03/15/2017		S	9,958	D \$ 14.6	137,962	D
Common Stock	03/17/2017		S	18,052	D \$ 15.371 ⁽²⁾	119,910	D
Common Stock	04/17/2017		S ⁽³⁾	16,119	D \$ 15.1284 ⁽⁴⁾	103,791	D
Common Stock						200	I by son

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Speirs David ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545	SVP, North America

Signatures

/s/ Sheri Brumm, as attorney-in-fact for David Speirs
04/19/2017

____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) This Form is being filed late to report transactions that were inadvertently omitted from prior reports. The reporting person's sale of UCTT common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 4,204 shares, with the reporting person's purchase of 4,204 shares of UCTT common stock at a price of \$14.29 per share on March 1, 2017. The reporting person has paid UCTT \$4,666.44, representing the full amount of the profit (using a per share sale price of \$15.40, which was the highest sale price for any individual sale transaction during the relevant time period) in connection with the short-swing transaction, and the reporting person has further agreed to pay UCTT any further profits that result from future sales.
- (2) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$15.3338 to \$15.40. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon

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request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) Shares sold pursuant to a previously established Rule 10b5-1 Plan.

This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$15.00 to \$15.30. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon

(4) request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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