

Ultra Clean Holdings, Inc.
Form SC 13G/A
April 20, 2015
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN THE STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)*

Ultra Clean Holdings Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

90385V107
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
[X] Rule 13d-1(c)
Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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) This amendment is being filed pursuant to SEC Rule 13d-2, and is intended to satisfy subsection (b) thereunder.

NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1 AIT Holding Company LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

3 SEC USE ONLY (b) (1)

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

0

NUMBER OF SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 1,903,752

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

1,903,752

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,903,752 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.99% (2)

TYPE OF REPORTING PERSON

12

OO

(1) This schedule is being filed by AIT Holding Company LLC ("AIT") and HLHZ AIT Holding, L.L.C. ("HLHZ AIT" and, together with AIT, the "Reporting Persons"). AIT beneficially owns directly 1,903,752 shares (the "Shares") of common stock, \$0.001 par value of Ultra Clean Holdings, Inc. ("Ultra Clean"). HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares. Eugene W. Bernosky, Gary F. Imdieke, Joseph A. Julian, Michael H. Mallinen, David A. Preiser, David R. Salemi and Leonard M. Tannenbaum are the Managers of AIT Holding Company LLC and share voting and dispositive power over the Shares held by AIT Holding Company LLC, and each disclaims beneficial ownership of the shares identified in this footnote except to the extent of his respective proportionate pecuniary interest in such shares. The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) This percentage is calculated based upon 31,771,376 shares of Ultra Clean's common stock outstanding as of February 27, 2015 as reported in the latest Annual Report on Form 10-K filed by Ultra Clean.

(2)

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
 HLHZ AIT Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 California

5 SOLE VOTING POWER
 0

NUMBER OF SHARED VOTING POWER
 SHARES 6

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,903,752

7 SOLE DISPOSITIVE POWER
 0

8 SHARED DISPOSITIVE POWER
 1,903,752 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,903,752 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.99% (2)

12 TYPE OF REPORTING PERSON
 OO

(1) This schedule is being filed by the Reporting Persons. AIT beneficially owns directly the Shares. HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares. Eugene W. Bernosky, Gary F. Imdieke, Joseph A. Julian, Michael H. Mallinen, David A. Preiser, David R. Salemi and Leonard M. Tannenbaum are the Managers of AIT Holding Company LLC and share voting and dispositive power over the Shares held by AIT Holding Company LLC, and each disclaims beneficial ownership of the shares identified in this footnote except to the extent of his respective proportionate pecuniary interest in such shares. The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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(3)

Item 1.(a) Name of Issuer:

Ultra Clean Holdings LLC

Item 1.(b) Address of Issuer's Principal Executive Offices:

26462 Corporate Avenue, Hayward, California 94545

Item 2.(a) Name of Person(s) Filing:

AIT Holding Company LLC

HLHZ AIT Holdings, L.L.C.

Item 2.(b) Address of Principal Business Office or, if None, Residence

AIT Holding Company LLC, 245 Park Avenue, 20th Floor, New York, NY
10167

HLHZ AIT Holdings, L.L.C., 245 Park Avenue, 20th Floor, New York, NY
10167

Item 2.(c) Citizenship:

AIT Holding Company LLC - Delaware

HLHZ AIT Holdings, L.L.C. - California

Item 2.(d) Title of Class of Securities:

Common Stock, \$0.001 par value

Item 2.(e) CUSIP Number:

90385V107

Item 3. Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

1,903,752 (1)

(b) Percent of class:

5.99% (2)

(c) Number of shares to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 1,903,752 (1)

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose of or direct the disposition of: 1,903,752 (1)

(1) This schedule is being filed by AIT Holding Company LLC ("AIT") and HLHZ AIT Holding, L.L.C. ("HLHZ AIT" and, together with AIT, the "Reporting Persons"). AIT beneficially owns directly 1,903,752 shares (the "Shares") of common stock, \$0.001 par value of Ultra Clean Holdings, Inc. ("Ultra Clean"). HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares. Eugene W. Bernosky, Gary F. Imdieke, Joseph A. Julian, Michael H. Mallinen, David A. Preiser, David R. Salemi and Leonard M. Tannenbaum are the Managers of AIT Holding Company LLC and share voting and dispositive power over the Shares held by AIT Holding Company LLC, and each disclaims beneficial ownership of the shares identified in this footnote except to the extent of his respective proportionate pecuniary interest in such shares. The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) This percentage is calculated based upon 31,771,376 shares of Ultra Clean's common stock outstanding as of February 27, 2015 as reported in the latest Annual Report on Form 10-K filed by Ultra Clean.

(4)

- Item 5. Ownership of Five Percent or Less of a Class.
Not applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.
Not applicable
- Item 8. Identification and Classification of Members of the Group.
Not applicable
- Item 9. Notice of Dissolution of a Group.
Not applicable
- Item 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were

not acquired
and are not
held for the
purpose of or
with the effect
of changing or
influencing
the control of
the issuer of
the securities
and were not
acquired and
are not held in
connection
with or as a
participant in
any
transaction
having that
purpose or
effect.

(5)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 17, 2015

By: /s/ Joseph Julian
Chairman of the Board of Managers of AIT Holding Company LLC

By: /s/ David Preiser
Manager of HLHZ AIT Holdings, L.L.C.

(6)