

FORMFACTOR INC  
Form 4  
May 06, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
St Dennis Thomas

(Last) (First) (Middle)  
7005 SOUTHFRONT ROAD  
(Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FORMFACTOR INC [FORM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/08/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EXECUTIVE CHAIRMAN

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/04/2015                           |  | M                              |   | 5,000 <sup>(1)</sup>  | A  | \$ 0 57,115 D   |
| Common Stock                    | 05/04/2015                           |  | M                              |   | 175,000 <sup>(2)</sup>  | A  | \$ 0 232,115 D  |
| Common Stock                    | 05/05/2015                           |  | S                              |   | 92,782 <sup>(3)</sup>   | D  | \$ 8.4231 139,333 D                                   |

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

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SEC 1474 (9-02)

number.

**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 Security (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Performance Shares                         | \$ 0   | 04/08/2015                           |  | A                              | 175,000   | (4)  | (5)   | Common Stock | 1      |
| Performance Shares                         | \$ 0   | 05/04/2015                           |  | M                              | 175,000   | (4)  | (5)   | Common Stock | 1      |
| Restricted Stock Units                     | \$ 0   | 05/04/2015                           |  | M                              | 5,000   | (6)  | (7)   | Common Stock |        |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| St Dennis Thomas<br>7005 SOUTHFRONT ROAD<br>LIVERMORE, CA 94551 | X             |           | EXECUTIVE CHAIRMAN |       |

## Signatures

By: Stuart Merkadeau For: Thomas St Thomas  
Date: 05/06/2015

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) The restricted stock units released on April 29, 2015, were settled in shares of common stock, and were immediately cancelled upon settlement.
- (2) Represents vested shares of common stock issued pursuant to the conversion of the total units certified and earned April 8, 2015 in connection with a May 6, 2013 performance-based restricted stock unit award.
- (3) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.  
Represents the vesting of 100% of the performance-based restricted stock units certified and earned April 8, 2015 in connection with a May 6, 2013 performance-based RSU award. All stock will be released to the reporting person on the vesting date or the first market trading day after the vesting date, during an open trading window under the Issuer's Insider Trading Policy thereafter, if the applicable vesting date is not on a market trading day during an open trading window.
- (5) The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

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- The Restricted Stock Units vest and are exercisable in four equal annual installments on each April 29 of 2012, 2013, 2014, and 2015
- (6) (or the first market trading day during an open trading window under the Issuer's insider trading policy thereafter if the applicable vesting date is not on a market trading day during an open trading window).
  - (7) The restricted stock units released were settled in shares of common stock and were immediately cancelled upon settlement.

### **Remarks:**

THE ATTACHED CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXEC

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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