SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Rhodes Sheri	2. Date of Event Requiring Statem (Month/Day/Year) 12/06/2019	nent 1	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>FORMFACTOR INC</u> [ FORM ]						
(Last) (First) (Middle) 7005 SOUTHFRONT ROAD			4. Relationship of Reporting F (Check all applicable) X Director		on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) LIVERMORE CA 94551 (City) (State) (Zip)	_		Officer (give title below)	Other (: below)	specify		icable Line) Form filed b	//Group Filing (Check y One Reporting Person y More than One erson	
	Table I - Non	-Derivati	ve Securities Benefic	cially Owne	d				
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	Form: D or Indire			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Y	ate	3. Title and Amount of Se Underlying Derivative Se		ty (Instr. 4) Conv or Ex		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Explanation of Responses:	Date Exercisable	Expiration Date	Title	Amou or Numb of Share	Secu	ative	Direct (D) or Indirect (I) (Instr. 5)		

**Remarks:** 

Exhibit List - Exhibit 24.1 - Power of Attorney

No securities are beneficially owned.

/s/ Jason Cohen for Sheri

**Rhodes** 

12/10/2019

Date

\*\* Signature of Reporting Person

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Shai Shahar and Jason Cohen as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or member of the Board of Directors of FormFactor, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of December, 2019.

Signature:	/s/ Sheri Rhodes
Name:	Sheri Rhodes