

**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): **June 28, 2017**

FORMFACTOR, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-50307

(Commission File Number)

13-3711155

(IRS Employer Identification No.)

7005 Southfront Road

Livermore, CA

(Address of Principal Executive Offices)

94551

(Zip Code)

Registrant's telephone number, including area code: **(925) 290-4000**

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. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On June 28, 2017, FormFactor, Inc. (the “Company”) is hosting an analyst call to provide an update to its long-term strategy and financial model. A copy of the presentation used by management in conjunction with the call is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

The presentation furnished as Exhibit 99.01 contains forward-looking statements that are based on the Company’s current expectations, forecasts and assumptions, and that involve risks and uncertainties. These statements include, but are not limited to, statements regarding the Company’s future performance (such as the Company’s projected operating results, financial results, financial condition and targets, including those presented in the Target Model), business strategy and plans, and anticipated developments in the Company’s business and industry. Forward-looking statements may contain words such as “target,” “might,” “will,” “could,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “intend,” and “continue,” and the negative or plural of these words, and similar expressions. The Company’s actual results may differ materially from those described in the presentation and related discussions for a variety of reasons. Factors that could cause or contribute to such differences include, but are not limited to: macro-economic conditions; business cycles; changes in the competitive environment; changes in the technologies or test strategies used by customers and other factors affecting the demand for the Company’s products; challenges to the efficient development and manufacturing of the Company’s existing and new products; disruptions or price increases in the Company’s supply chain; risks associated with selling products internationally; and risks to the Company’s ability to further diversify or realize benefits from past or future acquisitions. More information about factors that could affect the Company’s operating results is included under the caption “Risk Factors” and elsewhere in the Company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q with the U.S. Securities and Exchange Commission, copies of which may be obtained by visiting the Investor Relations section of the Company’s website at <http://investors.formfactor.com> or the SEC’s website at www.sec.gov. All information in the presentation and the related discussions are as of June 28, 2017. Undue reliance should not be placed on these forward-looking statements, which are based on information available to the Company on the date hereof. No assurances are, or can be, given that any of the circumstances or events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the Company’s results of operations or financial condition. Unless required by law, the Company is under no obligation, and disclaim any obligation, to update or revise forward-looking statements whether as a result of new information, future events, or otherwise.

The Target Model information included in the presentation are forward-looking statements and are based on a long-term model that makes certain assumptions regarding available markets for the Company’s products in 2019/2020 and other factors, and does not represent guidance for fiscal year 2017 or any other period.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following items are filed as an exhibit to this Current Report on Form 8-K:

Exhibit No.	Description
99.01	Analyst Call Presentation: Company Strategy & Target Model Update, dated June 28, 2017

The information in this report and the accompanying exhibit shall not be incorporated by reference into any filing of the Company 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, including 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.

SIGNATURES

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.

FORMFACTOR, INC.

Date: June 28, 2017

By: /s/ Jason Cohen
Name: Jason Cohen
Title: General Counsel

EXHIBIT INDEX

Exhibit No.	Description
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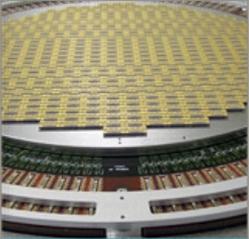
Forward-Looking Statements; Non-GAAP Financial Measures

This presentation contains forward-looking statements that are based on our current expectations, forecasts and assumptions, and that involve risks and uncertainties. These statements include, but are not limited to, statements regarding our future performance (such as our projected operating results, financial results, financial condition and targets), business strategy and plans, and anticipated developments in our business and industry. Forward-looking statements may contain words such as “target,” “might,” “will,” “could,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “intend,” and “continue,” and the negative or plural of these words, and similar expressions. Our actual results may differ materially from those described in this presentation and related discussions for a variety of reasons. Factors that could cause or contribute to such differences include, but are not limited to: macro-economic conditions; business cycles; changes in the competitive environment; changes in the technologies or test strategies used by customers and other factors affecting the demand for our products; challenges to the efficient development and manufacturing of our existing and new products; disruptions or price increases in our supply chain; risks associated with selling products internationally; and risks to our ability to further diversify or realize benefits from past or future acquisitions. More information about factors that could affect our operating results is included under the caption “Risk Factors” and elsewhere in our annual report on Form 10-K and quarterly reports on Form 10-Q with the U.S. Securities and Exchange Commission, copies of which may be obtained by visiting the Investor Relations section of our website at <http://investors.formfactor.com> or the SEC’s website at www.sec.gov. All information in this presentation and the related discussions are as of June 28, 2017. Undue reliance should not be placed on these forward-looking statements, which are based on information available to us on the date hereof. No assurances are, or can be, given that any of the circumstances or events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on our results of operations or financial condition. Unless required by law, we are under no obligation, and disclaim any obligation, to update or revise forward-looking statements whether as a result of new information, future events, or otherwise.

This presentation and related discussions contain non-GAAP measures relating to our financial performance. These measures may be different from non-GAAP financial measures used by other companies. The presentation of this financial information is not intended to be considered in isolation of, or as a substitute for, financial information prepared and presented in accordance with generally accepted accounting principles. You can find the reconciliation of non-GAAP financial measures to the most directly comparable U.S. GAAP measures in the Supplemental Information at the end of this presentation.

Mike Slessor, Chief Executive Officer

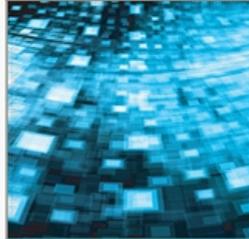
Investment Themes



Largest supplier of semiconductor probe cards and engineering systems from R&D to production - serving a \$1.3 billion growing market



Aligned with technology trends in data centers, mobile, and automotive end markets



Technology leadership enables customers' most critical roadmap advancements



Structurally profitable financial model delivering earnings growth and strong cash flow



Successful acquisition strategy has provided scale & diversification

Proven Track Record

FORMFACTOR'S HISTORICAL STOCK PRICE PERFORMANCE



#1 VLSI Customer Satisfaction Award: 4 Consecutive Years



VLSIresearch

* Source: VLSI Research 2016 Probe Card Report

Delivering Strong Financial Results

Revenue

\$ IN MILLIONS

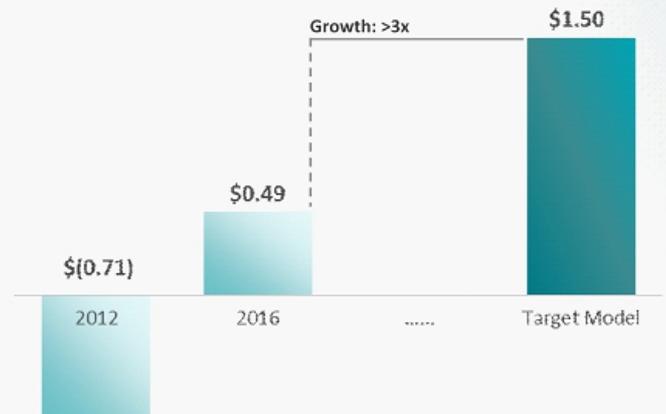
Growth: +69%



Growing and diversifying revenue

Non-GAAP EPS*

Growth: >3x



Expanding earnings per share

* Please see the Supplemental Information for reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures, and for other information relating to non-GAAP financial measures.
Target model assumptions: Advanced probe cards served available market of \$1.4B in 2019/2020 (Source-VLSI Research 2016)
Engineering systems served available market of \$0.3B (Company's internal estimates)

Aligned with High Growth Semiconductor Technology Trends

DATA CENTER



- High Performance Micro-processor
- Server DRAM
- NAND Flash

8% End Market Growth

MOBILE



- Application Processors
- Mobile DRAM
- NAND Flash
- Filters (BAW & SAW)

6% End Market Growth

AUTOMOTIVE



- Stringent test requirements
- Infotainment
- Sensors
- Micro-controllers (drive trains)

14% End Market Growth

Selected Line of Sight Growth Opportunities

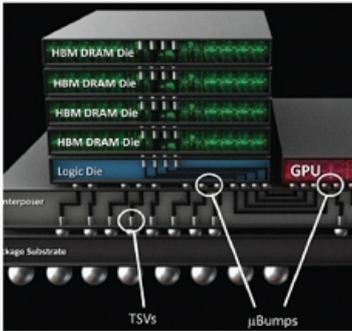


			FormFactor Customers' End Markets		
			Data Center	Mobile	Automotive
			8%	6%	14%
FormFactor Products	Engineering Systems		3%		
	Probe Cards	Foundry & Logic	7%	Advanced Packaging +\$60M	Automotive ICs +\$30M
		DRAM			
		Flash			

Total Cumulative Opportunity = +\$130M

Sources: IC Insights, VLSI Research 2016, Gartner Semiconductor and Electronics Market Outlook 2017, company estimates

Advanced Packaging: Higher Wafer Test Intensity Requires More High-Performance Probe Cards



THE MARKET OPPORTUNITY

- Heterogeneous die integration (2.5D/3D, InFO, etc.) taking over from Moore's law
- Fanout adoption at 87% CAGR 2015-2020*
- >20% test-time increase moving to 10nm fanout wafer-level packaging flow**

THE CUSTOMER NEED

- Pitch moves to <math><100\mu\text{m}</math> with exploding density
- High-fidelity electrical performance for known-good-die (KGD) test
- KGD required for cost: a 4-die assembly of 90%-yielding die has <math><66\%</math> net yield***



WHY FORMFACTOR WINS

- Proprietary MEMS probe & assembly technology gives best performance and cost
- Demonstrated adoption at all 10nm Foundry & Logic customers/fabs

* Advanced Packaging Trends, TechSearch Int'l 2016
** Teradyne Q1'17 Earnings Call, May 2017
*** Quality/Reliability Requirements for Bare Die, Micron TN0014

Mobile Data: Explosion of Data Traffic Packed into Narrow Spectrum Drives RF Semi Content and Technology



THE MARKET OPPORTUNITY

- Mobile data traffic growing 7x 2016-2021* over increasingly crowded spectrum
- RF filter and front-end IC at 14% CAGR 2016-2022**
- 5G adoption and infrastructure buildout provides significant long-term RF growth

THE CUSTOMER NEED

- Uncompromised RF fidelity to ensure high test yields for ultra narrow-band devices
- Scale and breadth to keep pace with dynamic capacity and design cycles



WHY FORMFACTOR WINS

- Best-in-class RF performance from engineering through high-volume production
- Integration of RF and digital test technologies to mirror customers' roadmaps

* Cisco VNI Forecast, February 2017

** RF FE modules and components for cellphones, Yole 2017

Automotive ICs: Rapidly-Growing Semiconductor End Market with Stringent Quality and Test Requirements



2015 ASSIST

- Sensor
- Driver Active
- Fail Safe

2020 AUTOMATE

- Sensor Fusion
- Co-pilot
- Dependable

2030 AUTONOMOUS

- High Accuracy Maps
- Driverless
- Safety Cocoon

THE MARKET OPPORTUNITY

- ICs & sensors improve both performance & safety on the path to autonomous vehicles
- Highest major end market growth in semiconductors at 14% CAGR 2016-2020*
- Proliferation and integration of digital ICs, RF (mmWave radar) and MEMS sensors

THE CUSTOMER NEED

- Required defect levels is at least 10x more stringent than mobile and consumer applications**
- Extreme test conditions—high power/current, high + low temperatures, etc.
- Supplier scale and sustainability important



WHY FORMFACTOR WINS

- Best-in-class electrical performance over broad range of test conditions
- Long history as key supplier to top companies in automotive supply chain



TEXAS INSTRUMENTS



* IC Market Drivers 2017 Update, IC Insights
** Spotlight on Automotive, PwC Semiconductor Report 2013

MicroLED Testing: An Emerging Example of Our Next-Generation Opportunities



THE MARKET OPPORTUNITY

- Projected growth to 330 million display units in 2025 from near-zero today*
- GaN technology offers improved brightness and energy efficiency over OLED in small-format displays

THE CUSTOMER NEED

- System-level integration of electro-optics, substrate-handling, and electrical tests
- Customization and flexibility to meet rapidly-changing requirements
- Scale to support production ramps

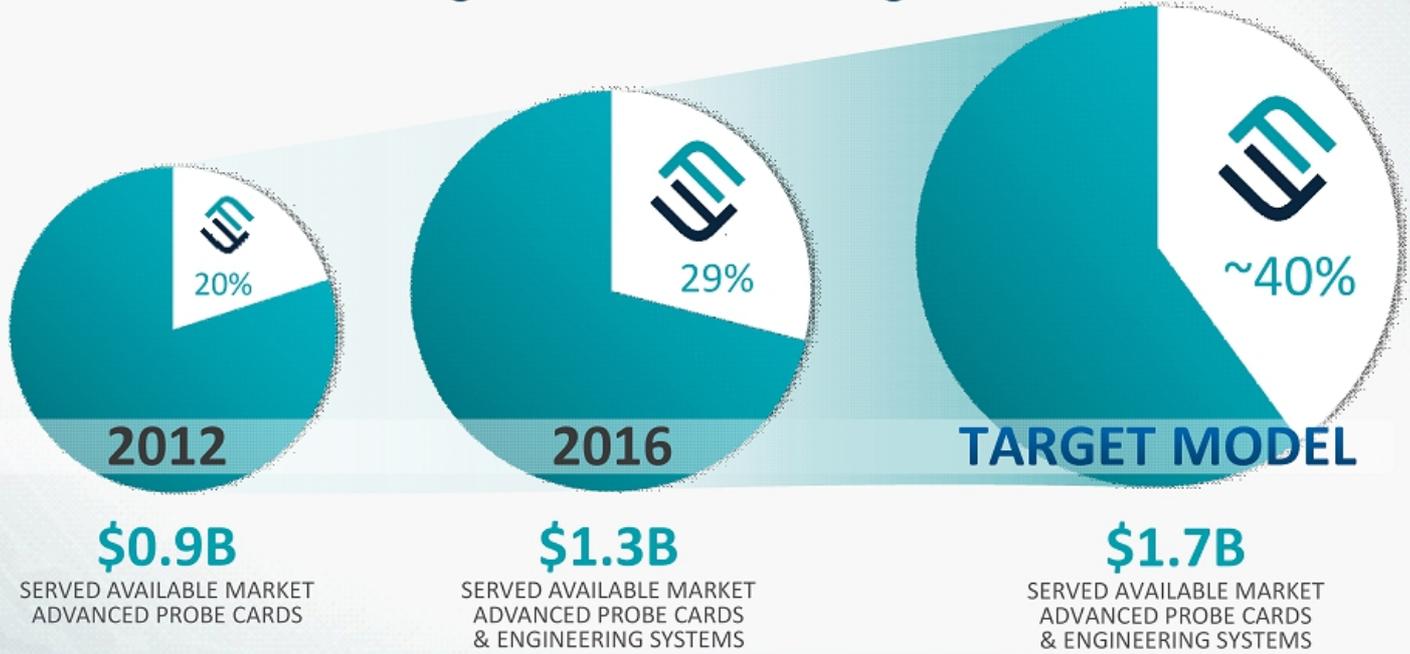
**SIGNIFICANT
GROWTH
POTENTIAL**

WHY FORMFACTOR WINS

- Engagement in engineering through high-volume production
- Application expertise in material handling/positioning, electronics, and optics

* MicroLED Displays 2017 Report, Yole 2017

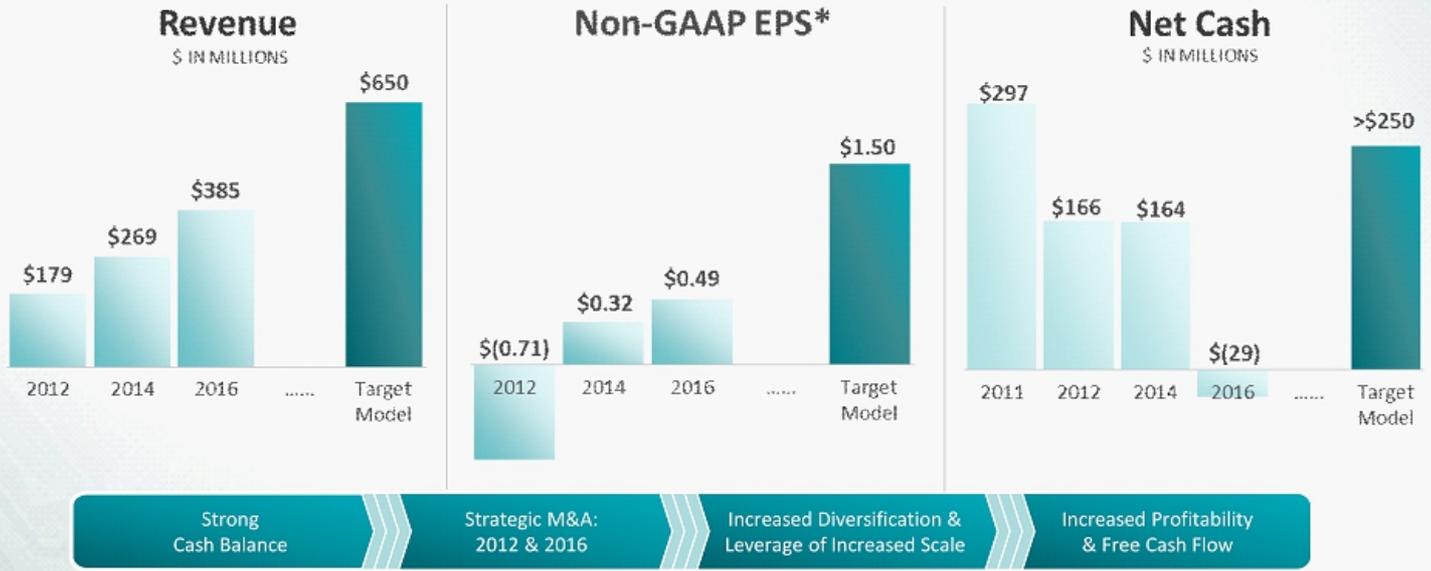
Gaining Share in Growing Markets



Target model assumptions: Advanced probe cards served available market of \$1.48 in 2019/2020 (Source-VLSI Research 2016)
Engineering systems served available market of \$0.38 (Company's internal estimates)

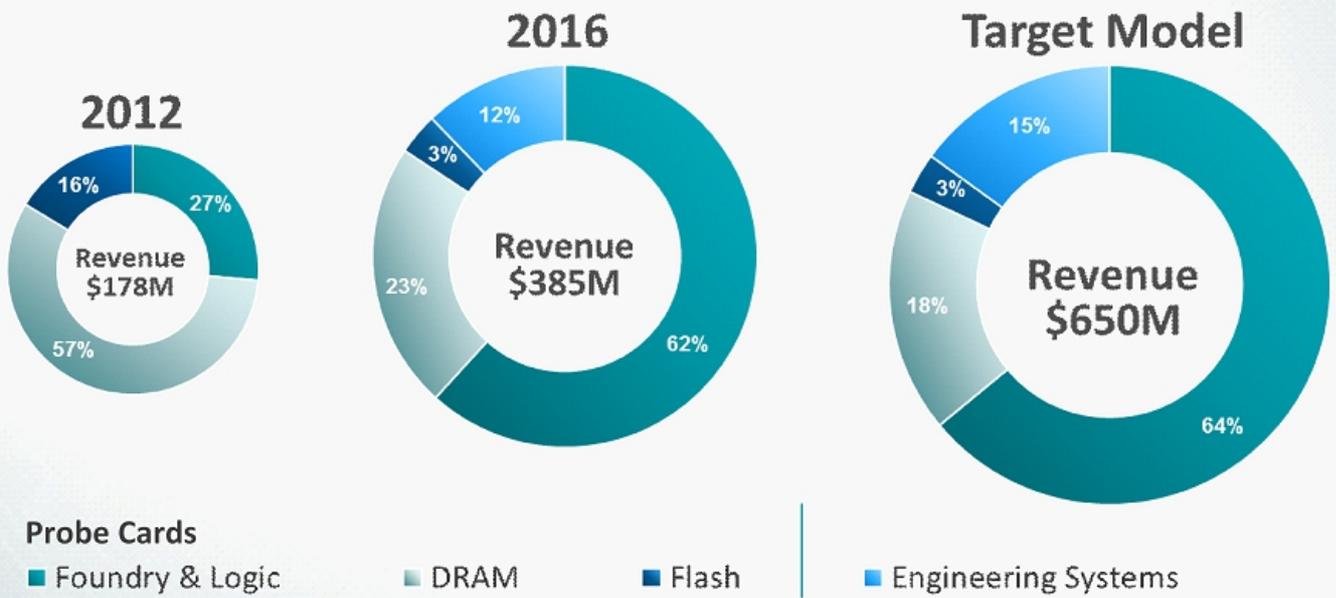
Mike Ludwig, Chief Financial Officer

Driving Profitability through Strategic Use of Balance Sheet



* Please see the Supplemental Information for reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures, and for other information relating to non-GAAP financial measures.
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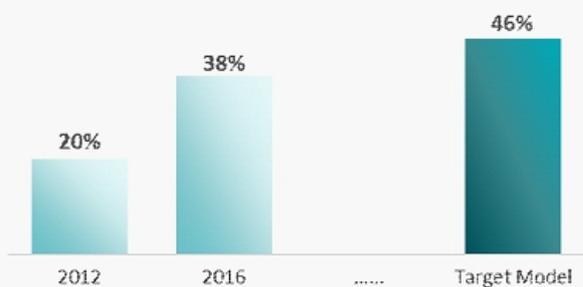
Diversification Improves Mix and Drives Profitability



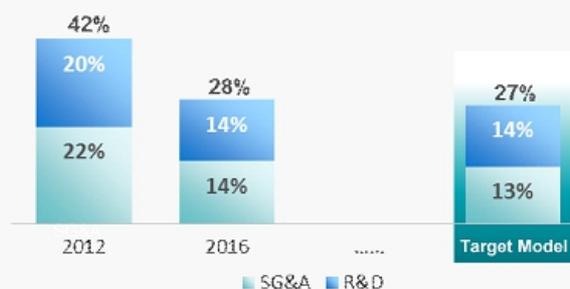
Source: Company filings and reports
 Target model assumptions: Advanced probe cards served available market of \$1.48 in 2019/2020 (Source-VLSI Research 2016)
 Engineering systems served available market of \$0.38 (Company's internal estimates)

Continuing to Leverage Our Operating Structure

Non-GAAP Gross Margin as % of Revenue*



Non-GAAP Operating Expense as % of Revenue*



- Leverage factory utilization and product mix to drive gross margin expansion
- Capitalize on scale to leverage our operating expense infrastructure
- Continue significant R&D investment to execute on organic growth opportunities

* Please see the Supplemental Information for reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures, and for other information relating to non-GAAP financial measures.
 Target model assumptions: Advanced probe cards served available market of \$1.4B in 2019/2020 (Source-VLSI Research 2016)
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Target Model Represents Significant Increase in Profitability and Free Cash Flow

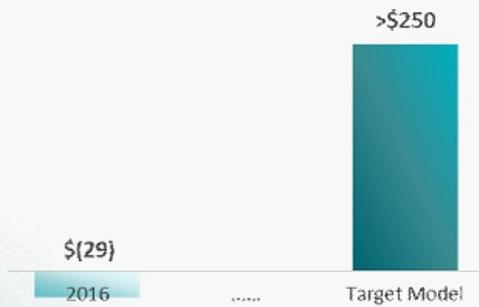
	2016 Actuals	Target Model
Revenue	\$385M	\$650M*
Non-GAAP Gross Margin	38%	46%
Non-GAAP Operating Income	10%	19%
Non-GAAP Effective Tax Rate	6.7%	6.0%
Non-GAAP Diluted Earnings Per Share	\$0.49	\$1.50
Free Cash Flow	\$24M	\$110M

Please see the Supplemental Information for reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures, and for other information relating to non-GAAP financial measures.

* Target model assumptions: Advanced probe cards served available market of \$1.4B in 2019/2020 (Source-VLSI Research 2016)
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Strategic Capital Allocation: Strengthen Balance Sheet & Drive Future Growth

Net Cash \$ IN MILLIONS



Capital Allocation	Purpose
De-levering	<ul style="list-style-type: none"> Strengthen balance sheet Net cash positive by Q2 2017
Growth through acquisitions	<ul style="list-style-type: none"> Greater scale Increased diversification Revenue & EPS growth

Target model assumptions: Advanced probe cards served available market of \$1.48 in 2019/2020 (Source-VLSI Research 2016)
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Mike Slessor, CEO: Summary

Strategic Focus Areas



LEADERSHIP IN CORE MARKERS

- Continue share gains in advanced probe card market segment & engineering systems
- Leverage existing key roadmap technologies and investments across all markets



DRIVE PROFITABILITY

- Drive greater operating efficiency by gaining economies of scale



ENTER ADJACENT MARKETS

- Continued long term diversification of revenue stream and customer mix through M&A in electrical test and measurement

Q&A Session

Appendix

FY 2016 GAAP to Non-GAAP Reconciliation

<i>in thousands</i>	GAAP	Adjustments								Non-GAAP
	Twelve months ended Dec. 31, 2016	Stock-based Compensation	Restructuring & Impairment	Amortization of Intangibles	Acquisition & Integration	Recovery	Loss Contingency	Deferred Revenue	Valuation Allowance	Twelve months ended Dec. 31, 2016
Revenues	\$ 383,881	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 903	\$ -	\$ 384,784
Cost of revenues	281,199	(2,518)	-	(40,131)	22	-	-	-	-	238,572
Gross profit	102,682	2,518	-	40,131	(22)	-	-	903	-	146,212
Operating expenses:										
Research and development	57,453	(3,329)	-	(7)	(7)	-	-	-	-	54,110
Sales and marketing	40,250	(1,997)	-	(5,389)	(200)	-	-	-	-	32,664
General and administrative	33,194	(2,878)	-	-	(7,274)	-	(781)	-	-	22,261
Restructuring and impairment charges, net	19,692	-	(19,692)	-	-	-	-	-	-	-
Total operating expenses	150,589	(8,204)	(19,692)	(5,396)	(7,481)	-	(781)	-	-	109,035
Operating profit (loss)	(47,907)	10,722	19,692	45,527	7,459	-	781	903	-	37,177
Other income (expense), net	(2,288)	-	-	-	-	(545)	-	-	-	(2,833)
Profit (loss) before income taxes	(50,195)	10,722	19,692	45,527	7,459	(545)	781	903	-	34,344
(Benefit from) provision for income taxes	(43,638)	242	444	1,027	168	(12)	18	20	44,048	2,317
Net profit (loss)	\$ (6,557)	\$ 10,480	\$ 19,248	\$ 44,500	\$ 7,291	\$ (533)	\$ 763	\$ 883	\$ (44,048)	\$ 32,027
Net profit (loss) per share:										
Basic	\$ (0.10)	\$ 0.16	\$ 0.30	\$ 0.69	\$ 0.11	\$ (0.01)	\$ 0.01	\$ 0.01	\$ (0.68)	\$ 0.49
Dilute	\$ (0.10)	\$ 0.16	\$ 0.29	\$ 0.67	\$ 0.11	\$ (0.01)	\$ 0.01	\$ 0.01	\$ (0.67)	\$ 0.49
Weighted-average number of shares										
Basic	64,941	64,941	64,941	64,941	64,941	64,941	64,941	64,941	64,941	64,941
Dilute	65,948	65,948	65,948	65,948	65,948	65,948	65,948	65,948	65,948	65,948

Free Cash Flow Reconciliation

<i>in thousands</i>	2011	2012	2013	2014	2015	2016
Net cash provided by (used in) operating activities:	\$ (29,343)	\$ (26,228)	\$ (5,802)	\$ 17,659	\$ 36,122	\$ 17,423
Add: cash paid for interest	-	-	-	-	-	2,110
Add: cash paid for acquisition related expenses	-	-	-	-	-	15,446
Less: capital expenditures	(7,700)	(7,952)	(8,530)	(5,670)	(8,640)	(11,521)
Free cash flow	\$ (37,043)	\$ (34,180)	\$ (14,332)	\$ 11,989	\$ 27,482	\$ 23,458

About Non-GAAP Financial Measures

We believe that the presentation of non-GAAP earnings per fully-diluted share, free cash flow and other non-GAAP measures in this presentation provides supplemental information that is important to understanding financial and business trends and other factors relating to our financial condition and results of operations. These non-GAAP measures are among the primary indicators used by management as a basis for planning and forecasting future periods, and by management and our board of directors to determine whether our operating performance has met certain targets and thresholds. Management uses non-GAAP operating income (loss), non-GAAP earnings per fully-diluted share and other non-GAAP measures when evaluating operating performance because it believes that the exclusion of the items indicated herein, for which the amounts or timing may vary significantly depending upon our activities and other factors, facilitates comparability of our operating performance from period to period. We use free cash flow to conduct and evaluate our business as an additional way of viewing our liquidity that, when viewed with our GAAP results, provides a more complete understanding of factors and trends affecting our cash flows. Many investors also prefer to track free cash flow, as opposed to only GAAP earnings. Free cash flow has limitations due to the fact that it does not represent the residual cash flow available for discretionary expenditures, and therefore it is important to view free cash flow as a complement to our entire consolidated statements of cash flows. We have chosen to provide non-GAAP information to investors so they can analyze our operating results closer to the way that management does, and use this information in their assessment of our business and the valuation of our company. We compute non-GAAP operating income (loss) and non-GAAP fully-diluted earnings per share by adjusting GAAP operating income (loss) and GAAP earnings per fully-diluted share to remove the impact of certain items and the tax effect of those adjustments. These and other non-GAAP measures are not in accordance with, or an alternative to, GAAP and may be materially different from other non-GAAP measures, including similarly titled non-GAAP measures used by other companies. The presentation of this additional information should not be considered in isolation from, as a substitute for, or superior to, operating income (loss) or earnings per fully-diluted share and other measures prepared in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect certain items that may have a material impact upon our reported financial results. We may expect to continue to incur expenses of a nature similar to these non-GAAP adjustments, and exclusion of these items should not be construed as an inference that these costs are unusual, infrequent or non-recurring.

For more information on non-GAAP measures and adjustments, please see the reconciliations of non-GAAP measures included in this presentation and available at <http://investors.formfactor.com>.