

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

SCHEDULE TO
(Rule 14d-100)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934***

FORMFACTOR, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, \$0.001 Par Value Per Share
(Title of Class of Securities)

346375108**
(CUSIP Number of Class of Securities)

Stuart L. Merkadeau, Esq.
Senior Vice President, General Counsel and Secretary
FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551
(925) 290-4000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications On Behalf of Filing Person)

Copy to:

William M. Kelly, Esq.
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, California
(650) 752-2000

CALCULATION OF FILING FEE

Transaction Valuation*
Not applicable

Amount of Filing Fee
Not applicable

* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

** Refers to common stock underlying the options.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form or Registration No.:

Filing Party:

Date Filed:

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Attached are (i) FormFactor, Inc.'s (the "Company") Notice of Special Meeting of Stockholders and Preliminary Proxy Statement for its Special Meeting of Stockholders to be held on October 8, 2008 (the "Proxy Statement"), which contains a proposal submitted to the Company's stockholders to approve a voluntary one-time only stock option exchange program (the "Option Exchange Program"); and (ii) a communication sent by our Chief Executive Officer to

our employees on September 3, 2008 regarding the submission of the proposed Option Exchange Program for approval by the Company's stockholders ("Employee Communication").

The tender offer described in the Proxy Statement and the Employee Communication has not yet commenced. At the time the Option Exchange Program has commenced, the Company will provide option holders who are eligible to participate in the exchange with written materials explaining the precise terms and timing of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read these written materials carefully when they become available because they will contain important information about the Option Exchange Program. The Company will also file these written materials with the Securities and Exchange Commission as part of a tender offer statement upon the commencement of the Option Exchange Program. The Company's stockholders and option holders will be able to obtain these written materials and other documents filed by the Company with the Securities and Exchange Commission free of charge from the Securities and Exchange Commission's website at www.sec.gov.

ITEM 12.EXHIBITS.

Exhibit Number	Description
99.1	Preliminary Proxy Statement for Special Stockholders Meeting (filed with the Securities and Exchange Commission on September 3, 2008 and incorporated herein by reference).
99.2	Communication to employees, dated September 3, 2008, from Mario Ruscev.

To: FormFactor Employees
From: Mario Ruscev
Date: September 3, 2008
Subject: Equity Program — Option Exchange

I am pleased to share with you that the FormFactor Board of Directors has approved our holding a special stockholders meeting to vote on a stock option exchange program. The option exchange program, if approved, will allow employees to exchange certain out-of-the-money (or “underwater”) stock options for either new stock options or restricted stock units (“RSUs”). We are planning to hold the special stockholders meeting in early October and, if our exchange program proposal passes, we will then conduct a “tender offer” to allow employees to exchange their old, underwater options.

Under our proposal, all FormFactor employees holding stock options with an option price at \$30.00 or above will be able to exchange these options for either new options (at a current market price) or RSUs. These will not be one-for-one exchanges, but will be “value-for-value” based upon the exercise price of the original option, the Nasdaq market price of our stock when we launch the exchange program, and whether you choose to receive new stock options or RSUs. The exercise price of any new options granted will be the stock price on the close of trading on the day after the exchange is completed, which we anticipate will be in early November. A new vesting schedule will begin for the new options or RSUs, but will take your previous vesting into consideration.

We expect our proxy materials, which provide more details regarding the proposed exchange program, will be sent to stockholders within the next two weeks and, as many of you are stockholders, you will also receive these materials.

If we receive stockholder approval for our exchange program, we will provide all eligible employees with the specific tender offer details, as the program will be regulated and subject to specific rules. We will also schedule a number of employee meetings where we will address the exchange program and answer questions. Participation in the option exchange program will be completely voluntary, as will your choice to select new stock options or RSUs in exchange for your original options having a higher exercise price.

Although I can give no guarantees, the executive management team and I are committed to making FormFactor a company that will experience continued success and growth. We view this program as an additional opportunity to share in those future successes.

Mario Ruscev
Chief Executive Officer

The tender offer described in this communication has not yet commenced. Persons who are eligible to participate in the tender offer should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available because they will contain important information about the tender offer. FormFactor will file the Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC) upon the commencement of the tender offer. FormFactor stockholders and option holders will be able to obtain these written materials and other documents filed by FormFactor with the SEC free of charge from the SEC’s website at www.sec.gov.

In connection with the proposal to be voted on by stockholders discussed in this communication, FormFactor is filing relevant materials with the SEC, including a proxy statement. Investors and security holders of FormFactor are urged to read such materials because they will contain important information about the proposal to be voted on by stockholders referenced in this communication. The proxy statement and other relevant materials (when they become available), and any other documents filed by FormFactor with the SEC, may be obtained free of charge at the SEC’s web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by FormFactor by directing a written request to: FormFactor, Inc., 7005 Southfront Road, Livermore, CA 94551, Attention: Investor Relations Department. Investors and security holders are urged to read the proxy statement and the other relevant materials when they become available before making any voting decision with respect to the tender offer described in this notice.
