

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

**AMENDMENT NO. 1 TO  
SCHEDULE TO  
(Rule 13e-4)**

**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, Par Value \$0.001 Per Share**  
(Title of Class of Securities)

**346375108**

(CUSIP Number of Class of Securities (Underlying Common Stock))

**Richard A. DeLateur  
Chief Financial Officer  
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 Persons)

**With copies to:**

**Alan Talkington, Esq.  
Jonathan M. Ocker, Esq.  
Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, California 94105  
(415) 773-5700**

**CALCULATION OF FILING FEES**

**Transaction Valuation\***  
\$2,388,171

**Amount of Filing fee\*\***  
\$171

\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 3,098,724 shares of common stock of FormFactor, Inc. that have an aggregate value of \$2,388,171 as of August 27, 2010 will be exchanged pursuant to the exchange offer, which may not occur. The aggregate value of such options was calculated based on the Black-Scholes option pricing model.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$71.30 per million dollars of the value of the transaction.

x 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: \$171  
Form or Registration No.: 005-79547

Filing Party: FormFactor, Inc.  
Date Filed: September 2, 2010

o 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:

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 2, 2010 (the "Schedule TO"), relating to an offer by FormFactor, Inc. (the "Company") to eligible employees, subject to specified conditions, to exchange certain underwater stock options (with an exercise price of at least \$13.63 per share) to purchase up to 3,098,724 shares of the Company's common stock, par value \$0.001 per share, for a lesser number of new stock options to be granted under the Company's 2002 Equity Incentive Plan, as amended. On September 13, 2010 and September 15, 2010, the Company filed a current report on Form 8-K with the Securities and Exchange Commission. These two current reports are filed as Exhibits (a)(5)(A) and (a)(5)(B) to the Schedule TO. In addition, a form of email to eligible employees relating to employee presentations and materials used in such presentations are filed as Exhibits (a)(1)(K) and (a)(1)(L) to the Schedule TO.

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 1 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits are not included herein. This Amendment No. 1 should be read in conjunction with the Schedule TO.

**Item 12 Exhibits.**

"Item 12 Exhibits" to the Schedule TO is amended and restated as follows:

Exhibit	Description of Exhibits
(a)(1)(A)*	Offer to Exchange, dated September 2, 2010
(a)(1)(B)*	Form of Election Form
(a)(1)(C)*	Form of Notice of Withdrawal
(a)(1)(D)*	Screen Shots from Stock Option Exchange Program Website
(a)(1)(E)*	Form of Email Communication from FormFactor to All Eligible Employees
(a)(1)(F)*	Form of Confirmation of Receipt of Election Form
(a)(1)(G)*	Form of Confirmation of Receipt of Notice of Withdrawal
(a)(1)(H)*	Form of Reminder of Expiration of Exchange Offer
(a)(1)(I)*	Form of Confirmation of Participation in the Exchange Offer
(a)(1)(J)*	Form of Final Confirmation of Participation in the Exchange Offer
(a)(1)(K)	Form of Email Communication to Eligible Employees
(a)(1)(L)	Employee Presentation Slides
(a)(5)(A)	Form 8-K filed on September 13, 2010 (incorporated by reference to FormFactor's Form 8-K filed on September 13, 2010, File No. 000-50307)
(a)(5)(B)	Form 8-K filed on September 15, 2010 (incorporated by reference to FormFactor's Form 8-K filed on September 15, 2010, File No. 000-50307)
(b)	Not applicable.
(d)(1)	FormFactor, Inc. 2002 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.06 to FormFactor's Form 10-K for the year ended December 26, 2009, File No. 000-50307)
(d)(2)*	Form of Stock Option Agreement for New Stock Options
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.

**SIGNATURE**

After due 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.

FORMFACTOR, INC.

By: /s/ Stuart L. Merkadeau  
 Stuart L. Merkadeau  
 Senior Vice President,  
 General Counsel and  
 Secretary

Dated: September 17, 2010

**EXHIBIT INDEX**

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- (b) Not applicable.
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- (d)(2)\* Form of Stock Option Agreement for New Stock Options
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed.

Form of Email Communication to Eligible Employees

We are conducting four informational sessions, in Livermore, on the stock option exchange in which you are eligible to participate. Attendance is optional and intended to give employees an opportunity to understand how the exchange works and how you make your election to participate or not. Each session will take place in the Austen conference room and should last for approximately 30-45 minutes. Below is a schedule of planned meetings:

**Tuesday, September 21<sup>st</sup>**

12:30 p.m.  
6:00 p.m.

**Wednesday, September 22<sup>nd</sup>**

12:30 p.m.  
6:00 p.m.

We look forward to seeing you there.

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INNOVATION PUT TO THE TEST



**FORMFACTOR**  
Advanced Wafer Probe Solutions

## Stock Option Exchange Program Employee Presentation

September, 2010

## Why Are We Offering The Stock Option Exchange Program?

- Significant number of employees have options that are significantly “underwater”
- Provide increased financial upside for employees tied to a successful business turn around
- Eliminate the negative impact of significant underwater options
- Increase employee retention

## What is the Stock Option Exchange Program?

- The opportunity for employees to exchange eligible (outstanding/unexercised) stock options for a lesser number of stock options with a new exercise price and new term
- Exercise price of new options will be the fair market value of a share of FFI stock at the end of the offer period
  - Expected date: October 1, 2010
- New stock options will have a new 3 year vesting schedule and 5 year term:
  - 33.3% cliff after first year, monthly thereafter
  - Both vested and unvested shares exchanged will be subject to new vesting terms

## How Will My Current Options Be Exchanged?

- Stock options will be exchanged on a grant by grant basis
  - You can not exchange only part of a stock option grant
  - Vested and unvested options will be exchanged for unvested stock options
- Exchange Ratio Table

\$13.63 - \$19.49	2.5 : 1
\$19.50 - \$24.99	3.0 : 1
\$25.00 - \$35.99	3.5 : 1
\$36.00 and up	9.0 : 1
- New options are scheduled to be granted (and exchanged options cancelled) on October 1, 2010

## Should I exchange my options?

- The decision to participate in the exchange is each employee's personal decision
- FormFactor management makes no recommendation as to whether an employee should or should not participate in the Stock Option Exchange Program
- There are risks and conditions to be considered before participating in the exchange program
- You are encouraged to review the information on the exchange available on InForm and the option exchange website:

<https://formfactor.equitybenefits.com>

# How Do I Exchange My Stock Options?

- Via stock option exchange website at:

<https://formfactor.equitybenefits.com>

- Via paper forms available at:

<https://formfactor.equitybenefits.com>

InForm

# Using The Website



## Stock Option Exchange Program

Exchange Offer Commencement Date: September 2, 2010  
Exchange Offer Expiration: September 30, 2010 at  
9:00 p.m. Pacific Time

Welcome to the FormFactor Stock Option Exchange website!

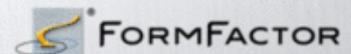
Please enter your Login ID (email name) and Password. Your initial password is your date of birth in mmddyyyy format. You will be prompted to set a new password.

Login ID: @formfactor.com

Password:  (Case Sensitive)

ENTER

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## Stock Option Exchange Program

Exchange Offer Commencement Date: September 2, 2010  
Exchange Offer Expiration: September 30, 2010 at  
9:00 p.m. Pacific Time

Welcome:

[Home Logout](#)

### Documentation and Instructions

Click on any of the links below to learn more.

- [Schedule TO - Tender Offer Statement](#)
- [Offer To Exchange](#)
- [FAQs](#)
- [Election Form](#)
- [Notice of Withdrawal Form](#)
- [Stock Option Agreement Form For New Stock Options](#)
- [Stock Option Agreement Terms](#)
- [Change Your Password](#)

The PDF documents above require Adobe Acrobat Reader. If necessary you can download it from [Adobe Systems](#).

### Make My Election

You have 29 days left to elect to exchange your eligible stock options for new options.

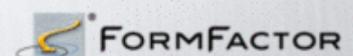
If you do not make an election to exchange eligible stock options from a particular grant, the eligible stock options from the grant will not be exchanged.

[Make/View/Change My Election](#)  
[Print My Exchange Election Confirmation](#)

### Need Help?

Send an email to [option\\_exchange@formfactor.com](mailto:option_exchange@formfactor.com). Your email will be responded to by the end of the next business day.

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**Make My Election (Step 1 of 4)**

You may only exchange stock options on a grant by grant basis. You may not exchange only part of a stock option grant.

Indicate your decision to exchange one or more of your eligible stock options for new stock options by selecting the corresponding "Yes" button in the "Election" column below.

If you do not want to exchange one or more of your eligible stock options for new stock options, select the corresponding "No" button in the "Election" column below.

If you do not make an election to exchange eligible stock options from a particular grant, the eligible stock options from the grant will not be exchanged.

**Reminder**

Before making your election, please ensure that you have reviewed and understand the following documents relating to this offer:

- [Schedule TO – Tender Offer Statement](#)
- [Offer To Exchange](#)
- [FAQs](#)
- [Election Form](#)
- [Notice of Withdrawal Form](#)
- [Stock Option Agreement Form For New Stock Options](#)
- [Stock Option Agreement Terms](#)

[Breakeven Calculator](#)

**Eligible Stock Options**

**New Stock Options**

Grant Number	Type	Date	Price (US \$)	Shares Underlying Outstanding Options	Type	Shares Underlying New Options	Election
	NQ	07/16/07		8,000	NQ		<input type="radio"/> Yes <input checked="" type="radio"/> No

[Cancel](#) [Continue](#)

**Need Help?**

Send an email to [option\\_exchange@formfactor.com](mailto:option_exchange@formfactor.com). Your email will be responded to by the end of the next business day.

**Breakeven Calculator - Windows Internet Explorer**

**Breakeven Calculator**

Assuming the hypothetical exercise price entered in step 2 below, at what stock price will the value of my eligible stock options equal the value of my new stock options?

Step 1: Select eligible stock option grant ID

Exercise price of eligible stock options

Number of shares outstanding in eligible grant

Step 2: Enter hypothetical exercise price of new stock options

Press to calculate breakeven price [Calculate](#)

Exchange ratio based on grant ID selected in Step 1

Number of new stock options

Breakeven stock price

What is the value of my eligible stock options and new stock options at other stock prices?

Step 3: Enter hypothetical future stock price to be used in determining values

Press to calculate values [Calculate](#)

Current Options - Value of eligible stock options selected in Step 1 at price entered in Step 3

New Options - Value of new stock options from Step 2 at price entered in Step 3

[Reset](#)

# Breakeven Calculator

- Excel example



**Stock Option Exchange Program**  
Exchange Offer Commencement Date: September 2, 2010  
Exchange Offer Expiration: September 30, 2010 at  
9:00 p.m. Pacific Time

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### Review Elections (Step 2 of 4)

You have made the following elections with respect to your Eligible Option Grants:

#### Eligible Stock Options

#### New Stock Options

Grant Number	Type	Date	Price (US \$)	Shares Underlying Outstanding Options	Type	Shares Underlying New Options	Election
	NQ	07/16/07		8,000	NQ		<input checked="" type="radio"/> Yes <input type="radio"/> No

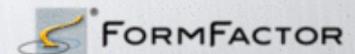
Cancel

I Agree

#### Need Help?

Send an email to [option\\_exchange@formfactor.com](mailto:option_exchange@formfactor.com). Your email will be responded to by the end of the next business day.

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**Stock Option Exchange Program**  
Exchange Offer Commencement Date: September 2, 2010  
Exchange Offer Expiration: September 30, 2010 at  
9:00 p.m. Pacific Time

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### Review Election Terms and Conditions; Submit My Elections (Step 3 of 4)

I acknowledge my election is subject to the terms, conditions, and restrictions in the Offer to Exchange.

By submitting an election to exchange eligible stock options I am making the statements in the Election Form for each eligible stock option I elect to exchange. A copy of the election form is available from the home page.

By selecting "no" for any eligible stock options, or by not selecting either "yes" or "no", I understand that I will not receive any new stock options for, and will continue to hold, all of those eligible stock options, which will continue to be governed by the terms and conditions of the applicable existing stock option agreements between FormFactor and me.

Email Address:

An e-mail will be sent to the e-mail address above confirming your election after you select the "Submit" button below.

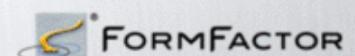
Cancel

Submit

#### Need Help?

Send an email to [option\\_exchange@formfactor.com](mailto:option_exchange@formfactor.com). Your email will be responded to by the end of the next business day.

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**Stock Option Exchange Program**  
Exchange Offer Commencement Date: September 2, 2010  
Exchange Offer Expiration: September 30, 2010 at  
9:00 p.m. Pacific Time

Welcome:

[Home Logout](#)

Print Election Confirmation (Step 4 of 4)

Your election has been recorded as follows:

Eligible Stock Options

New Stock Options

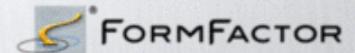
Grant Number	Type	Date	Price (US \$)	Shares Underlying Outstanding Options	Type	Shares Underlying New Options	Election
	NQ	07/16/07		8,000	NQ		Yes

[Print A Confirmation](#)

[Return To Welcome Page](#)

[Logout](#)

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## Email Confirmation

[Home](#)

### FormFactor Stock Option Exchange Program - Election Confirmation

Your election has been recorded as follows:

**Name:**

**Employee ID # :**

**Date:** 09/01/2010 03:59:13 PM PT

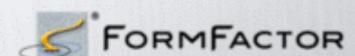
Eligible Stock Options

New Stock Options

Grant Number	Type	Date	Price (US \$)	Shares Underlying Outstanding Options	Type	Shares Underlying New Options	Election
	NQ	07/16/07		8,000	NQ		Yes

*Please print and keep a copy of this Election Confirmation page for your records. The printed copy of this Election Confirmation will provide evidence that you submitted your election.*

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Breakeven Calculator

**THIS IS JUST A SAMPLE**

<b>Eligible Option</b>	
Number of eligible shares	1,000
Exercise price of eligible option	\$ 19.00
	Exchange ratio 2.0
<b>New Option</b>	
Number of new shares	500
Hypothetical Exercise price (inserted by participant)	\$ 9.00
<b>Breakeven stock price</b>	
	\$ 29.00
<b>Hypothetical future stock price (inserted by participant)</b>	
	\$ 20.00
<b>Potential future value</b>	
Eligible Option (0 if negative)	\$ 1,000.00
New Option	\$ 5,500.00

<b>Exchange Range</b>			
<b>High</b>		<b>Low</b>	<b>Ratio</b>
	0	\$ 13.62	N/A
\$	13.63	\$ 19.49	2.5
\$	19.50	\$ 24.99	3.0
\$	25.00	\$ 35.99	3.5
\$	36.00	and Up	9.0

Note: Although a manual entry here, the Exchange ratio will default to the correct amount in the website