SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 STEVEN-WAISS KELLEY

 (Last) (First) (Middle)

 FORMFACTOR, INC

 7005 SOUTHFRONT ROAD

 (Street)

 LIVERMORE CA 94577

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 FORMFACTOR INC [FORM]

 3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2017

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director   10% Owner

     Officer (give title below)   Other (specify below)

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

 X 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	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	$0	05/26/2017		A		9,000		(1)	(2)	Common Stock	9,000	$0	9,000	D	

Explanation of Responses:

1. Restricted Stock Units Vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 26, 2017 and ending on May 26, 2018. Settlements of vested units into common stock will occur on the earlier of May 26, 2018 and the date the reporting person ceases to provide service to the Issuer, or thereafter, on the first market trading day in an open trading window under Issuer's insider trading policy if the applicable date is not a market trading day in an open trading window.

2. If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in our Equity Grant Policy for Outside Directors and any other agreements between the reporting person and Issuer, regarding award vesting and exercisability.

By: /s/ Jason Cohen Attorney-in-Fact For: Kelley Steven-Waiss   06/06/2017

** Signature of Reporting Person   Date

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 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).

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.