



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): **April 22, 2004**

**FORMFACTOR, INC.**

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(Exact name of Registrant as specified in its charter)

Delaware

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(State or other jurisdiction of incorporation)

000-50307

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(Commission  
File Number)

13-3711155

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(IRS Employer  
Identification No.)

2140 Research Drive, Livermore, CA

94550

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(Address of principal executive offices)

(Zip Code)

(925) 294-4300

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(Registrant's telephone number, including area code)

NOT APPLICABLE

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(Former name or former address, if changed since last report)

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### **Item 7: Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
99.01	Press Release dated April 22, 2004.

### **Item 12: Results of Operations and Financial Condition.**

On April 22, 2004, FormFactor, Inc., a Delaware corporation, issued a press release announcing its financial results for the first quarter ended March 27, 2004. A copy of the press release is furnished as Exhibit 99.01 to this report. FormFactor made reference to non-GAAP financial information in this press release.

#### Use of Non-GAAP Financial Information

To supplement its consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP) in the press release, FormFactor, Inc. used non-GAAP measures of earnings per share, which were adjusted from results based on GAAP assuming FormFactor's initial public offering and follow-on public offering had occurred at the beginning of fiscal year 2003. The adjustment assumes the conversion to common stock of all redeemable convertible preferred stock, and the issuance of FormFactor's common stock in its initial public offering and follow-on public offering. FormFactor believes the pro forma earnings per share presentation represents a meaningful alternative basis for the comparison of its current results to results during fiscal periods occurring prior to FormFactor's initial public offering. The presentation of this additional information is not meant to be considered in isolation or as a substitute for results prepared in accordance with accounting principles generally accepted in the United States. The non-GAAP financial measures included in our press release have been reconciled to the nearest GAAP financial measure as is required under SEC rules regarding the use of non-GAAP financial measures.

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**SIGNATURE**

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: April 22, 2004

By: /s/ Jens Meyerhoff

Jens Meyerhoff, Chief Financial Officer  
and Senior Vice President of Operations

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
99.01	Press Release dated April 22, 2004.

**News Release****Contacts:**

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Senior Vice President of Operations  
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FOR IMMEDIATE RELEASE

**FormFactor, Inc. Announces 2004 First Quarter Financial Results**

*Quarterly Revenues of \$37.1 million, up 18% sequentially and up 99% year over year*

**LIVERMORE, CA — April 22, 2004** - FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the first quarter of fiscal year 2004, ended March 27, 2004. Quarterly revenues were \$37.1 million, up 18% from \$31.5 million in the fourth quarter of fiscal year 2003, and up 99% from \$18.7 million for the first quarter of fiscal year 2003.

Operating income for the first quarter of fiscal year 2004 was 22.8% of revenues, up from 18.5% for the fourth quarter of fiscal year 2003, and up from 5.3% for the first quarter of fiscal year 2003.

Net income for the first quarter of fiscal year 2004 was \$5.2 million or \$0.13 per share on a fully diluted basis, compared to \$4.1 million or \$0.10 per share on a pro forma fully diluted basis for the fourth quarter of fiscal year 2003, and \$0.7 million or \$0.02 per share on a pro forma fully diluted basis for the first quarter of fiscal year 2003.

Pro forma earnings per share have been adjusted for the three months ended December 27, 2003 and the three months ended March 29, 2003, assuming the Company's initial public offering and follow-on public offering had occurred at the beginning of fiscal year 2003. The pro forma earnings per share reflect the conversion of all redeemable convertible preferred stock of the Company to common stock, and the issuance of the Company's common stock in its initial public offering and follow-on public offering. The Company believes the pro forma earnings per share presentation represents a meaningful alternative basis for the comparison of its current results to results during fiscal periods occurring prior to the Company's initial public offering.

On a GAAP fully diluted basis, net income for the fourth quarter of fiscal year 2003 was \$4.1 million or \$0.10 per share and \$5.2 million or \$0.13 per share for the first quarter of fiscal year 2004.

Bookings of \$50.0 million for the first quarter of fiscal year 2004 increased 34.3% from \$37.3 million for the fourth quarter of fiscal year 2003 and were up 186.8% from \$17.4 million for the first quarter of fiscal year 2003.

Igor Khandros, President and CEO of FormFactor stated, "We are encouraged by the strength of the semiconductor industry cycle. During the first quarter of 2004 we continued to build on the strong demand in the DRAM industry that emerged during the fourth quarter of 2003. This demand was driven by significant technology transitions, including the ramp of 110 nanometer-based designs, and the emerging ramp of DDRII devices. We saw increasing demand for our Flash market wafer probe cards as the transition to high parallelism wafer test gains momentum in both NAND and NOR Flash applications. In the first quarter of 2004 we also saw indications that the continuing 300mm expansion across DRAM, Flash and flip chip logic device manufacturers should accelerate demand for our wafer probe cards as manufacturers drive toward improved wafer test efficiency."

The Company has posted its revenue breakdown by region and market on the investor relations section of its website at [www.formfactor.com](http://www.formfactor.com). FormFactor will conduct a conference call at 1:30 p.m. PDT, or 4:30 p.m. EDT, today. The public is invited to listen to a live web cast of FormFactor's conference call on the investor relations section of the Company's website at [www.formfactor.com](http://www.formfactor.com). A replay of the web cast will be available approximately two hours after the conclusion of the call. An audio replay of the conference call will also be made available approximately two hours after the conclusion of the call. The audio replay will remain available until April 27, 2004 at 9:00 p.m. PDT and can be accessed by dialing (888) 203-1112 or (719) 457-0820 and entering confirmation code 553407.

**About FormFactor:**

FormFactor, Inc. (Nasdaq: FORM) is an industry leader in the design, development, manufacture, sale and support of precision, high-performance advanced semiconductor wafer probe cards. The Company's products are based on its proprietary technology, including its MicroSpring interconnect technology and proprietary design processes, which enables FormFactor to produce wafer probe cards for test applications that require reliability, speed, precision and signal integrity. FormFactor is headquartered in Livermore, California. For more information, visit the Company's Web site at [www.formfactor.com](http://www.formfactor.com).

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FormFactor and MicroSpring are registered trademarks of FormFactor, Inc. All other product, trademark, company or service names mentioned herein are the property of their respective owners.

Statements in this press release that are not strictly historical in nature are forward-looking statements within the meaning of the federal securities laws, including statements regarding business momentum, future growth and the performance of our products. These forward-looking statements are based on current information and expectations that are inherently subject to change and involve a number of risks and uncertainties. Actual events or results might differ materially from those in any forward-looking statement due to various factors, including, but not limited to: the demand for certain semiconductor devices; the rate at which semiconductor manufacturers make the transition to 110 and 90 nanometer technology nodes and to 300mm fabrication facilities; the performance and market acceptance of the Company's new products or technologies; the implementation of volume production of the Company's new products; changes in semiconductor manufacturers' test strategies, equipments or processes; the Company's ability to add manufacturing capacity; and the Company's relationships with customers and companies that manufacture semiconductor test equipment. Additional information concerning factors that could cause actual events or results to differ materially from those in any forward-looking statement is contained in the Company's annual report on Form 10-K for the year ended December 27, 2003, filed with the Securities and Exchange Commission ("SEC"). Copies of filings made by the Company with the SEC are available at <http://investors.formfactor.com/edgar.cfm>. The Company assumes no obligation to update the information in

this press release, to revise any forward-looking statements or to update the reasons actual results could differ materially from those anticipated in forward-looking statements.

**FORMFACTOR, INC.**  
**PRO FORMA vs. GAAP EARNINGS PER SHARE**  
**(in thousands, except per share data)**

A reconciliation of the denominator used in calculating pro forma fully diluted earnings per share is as follows:

	Three Months Ended	
	March 29, 2003	December 27, 2003
	(Unaudited)	
Net income	\$ 699	\$ 4,068
Weighted-average shares outstanding, diluted	29,266	39,460
Adjustment to reflect the IPO and follow-on offering shares as if they had been outstanding since the beginning of 2003	8,755	939
Pro forma weighted-average shares outstanding, diluted	38,021	40,399
<b>Net income per share diluted as reported</b>	<b>\$ 0.02</b>	<b>\$ 0.10</b>
<b>Net income per share diluted pro forma</b>	<b>\$ 0.02</b>	<b>\$ 0.10</b>

**FORMFACTOR, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

	Three Months Ended	
	March 29, 2003	March 27, 2004
<b>(In thousands, except per share data)</b>		
Revenues	\$18,669	\$37,118
Cost of revenues	9,800	18,026
<b>Gross margin</b>	<b>8,869</b>	<b>19,092</b>
Operating expenses:		
Research and development	3,525	4,349
Selling, general and administrative	4,013	5,874
Stock-based compensation	333	409
<b>Total operating expenses</b>	<b>7,871</b>	<b>10,632</b>
Operating income	998	8,460
Interest income	162	533
Interest expense	(14)	—
Other expense	(19)	(395)
	129	138
Income before income taxes	1,127	8,598
Provision for income taxes	(428)	(3,422)
<b>Net income</b>	<b>\$ 699</b>	<b>\$ 5,176</b>
Net income per share:		
Basic	\$ 0.15	\$ 0.14
Diluted	\$ 0.02	\$ 0.13
Weighted-average number of shares used in per share calculations:		
Basic	4,539	37,083
Diluted	29,266	40,042

**FORMFACTOR, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share data)

	December 27, 2003	March 27, 2004
		(Unaudited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 116,305	\$ 99,232
Marketable securities	62,965	82,520
Accounts receivable, net of allowance for doubtful accounts of \$103 in 2003 and \$103 in 2004	19,698	26,375
Inventories, net	8,025	8,744
Deferred tax assets	2,575	2,523
Prepaid expenses and other current assets	2,744	2,756
	212,312	222,150
Restricted cash	2,550	2,550
Property and equipment, net	20,495	27,374
Deferred tax assets	398	398
Other assets	356	349
	\$ 236,111	\$ 252,821
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 10,579	\$ 15,334
Accrued liabilities	10,147	9,032
Deferred revenue and customer advances	1,005	1,278
	21,731	25,644
Deferred revenue and customer advances	433	374
	22,164	26,018
Commitments and contingencies:		
Stockholders' equity		
Common stock, \$0.001 par value	37	38
Additional paid-in capital	226,630	232,950
Notes receivable from stockholders	(661)	—
Deferred stock-based compensation, net	(11,249)	(10,623)
Accumulated other comprehensive income (loss)	(4)	68
Retained earnings (accumulated deficit)	(806)	4,370
	213,947	226,803
Total liabilities and stockholders' equity	\$ 236,111	\$ 252,821