

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>Shahar Shai</b>			2. Issuer Name and Ticker or Trading Symbol <b>FORMFACTOR INC [ FORM ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CFO, SVP Global Finance</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/01/2023</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
7005 SOUTHFRONT RD.			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	94551					

**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			
Common Stock	08/01/2023		M		5,050 <sup>(1)</sup>	A	\$0	77,950	D	
Common Stock	08/01/2023		F		1,747 <sup>(2)</sup>	D	\$37.16	76,203	D	
Common Stock	08/02/2023		M		4,888 <sup>(3)</sup>	A	\$0	81,091	D	
Common Stock	08/02/2023		F		1,691 <sup>(2)</sup>	D	\$36.02	79,772 <sup>(4)</sup>	D	

**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
Restricted Stock Units	\$0.0	08/01/2023		M		5,050		(5)	(6)	Common Stock	5,050	\$0	10,098	D	
Restricted Stock Units	\$0.0	08/02/2023		M		4,888		(7)	(6)	Common Stock	4,888	\$0	4,889	D	

**Explanation of Responses:**

- The Restricted Stock Units vest in three annual installments on each August 2 of 2021, 2022, and 2023 and will be settled into shares of common stocks on or following the vesting dates.
- Represents the number of shares withheld upon vesting of restricted stock units to cover tax withholding obligations.
- The Restricted Stock Units vest in three annual installments on each August 2 of 2022, 2023, and 2024 and will be settled into shares of common stocks on or following the vesting dates.
- Total includes an additional 372 shares acquired via an ESPP purchase on 7/31/2023.
- This represents a restricted stock unit award granted on 08/01/22 that vests annually over three years from grant date.
- If the reporting person's employment is terminated for any reason before an applicable Vesting Date, all restricted stock units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding equity vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.
- The Restricted Stock Units vest in three annual installments on each August 2 2022, 2023, and 2024 and will be settled into shares of common stock on or following the vesting dates.

**Remarks:**

Stan Finkelstein, attorney-in-  
fact for Shai Shaihar 08/03/2023

\*\* 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.