

**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): **January 25, 2010**

FORMFACTOR, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-50307
(Commission
File Number)

13-3711155
(IRS Employer
Identification No.)

7005 Southfront Road, Livermore, California
(Address of principal executive offices)

94551
(Zip Code)

(925) 290-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (See General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On January 28, 2010, FormFactor, Inc. issued a press release announcing its financial results for the fourth quarter ended December 26, 2009 and fiscal 2009. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles ("GAAP"), the press release contains non-GAAP financial measures. Specifically, the press release includes non-GAAP net loss and non-GAAP net loss per share. The company excluded the following items from one or more of its published non-GAAP measures: deferred tax valuation allowance, stock-based compensation expenses, restructuring charges and impairment charges. By publishing the non-GAAP measures, the company's management intends to provide investors with additional information to further analyze the company's performance, core results and underlying trends. FormFactor's management evaluates results and makes operating decisions using both GAAP and non-GAAP measures included in the press release. Non-GAAP results are not prepared in accordance with GAAP, and non-GAAP information should be considered a supplement to, and not a substitute for, financial statements prepared in accordance with GAAP. Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures to their most directly comparable GAAP measures included in the press release and on the Investors section of the company's website located at www.formfactor.com.

Item 5.02. Election of Director.

The Board of Directors of FormFactor, Inc. appointed Dr. Chenming Hu to the Governance Committee of the company's Board of Directors effective as of January 25, 2010. Dr. Hu, currently the TSMC Distinguished Chair Professor of Microelectronics in Electrical Engineering and Computer Sciences at the University of California, Berkeley, was elected to the FormFactor Board of Directors effective as of December 10, 2009.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Exhibit Title or Description
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The information in Items 2.02 and 9.01 of this current report and the accompanying exhibit shall not be incorporated by reference into any filing of FormFactor with the Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. The information in Items 2.02 and 9.01 of this current report and the accompanying exhibit shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

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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.

Date: January 28, 2010

FORMFACTOR, INC.

By: /s/ JEAN B. VERNET
Jean B. Vernet
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.01	Press Release dated January 28, 2010

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News Release

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FormFactor, Inc. Reports Fourth Quarter and Annual Results

LIVERMORE, Calif. — January 28, 2010— FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the fourth quarter of fiscal 2009, that ended on December 26, 2009. Quarterly revenues were \$33.0 million, down 24.6% from \$43.8 million in the third quarter of fiscal 2009, and down 17.3% from \$39.9 million in the fourth quarter of fiscal 2008.

For fiscal 2009, FormFactor posted revenue of \$135.3 million, down 35.6% from \$210.2 million in fiscal 2008.

Net loss for the fourth quarter of fiscal 2009 was \$28.0 million or \$(0.56) per share, compared to a net loss for the third quarter of fiscal 2009 of \$23.9 million or \$(0.48) per share and a net loss for the fourth quarter of fiscal 2008 of \$30.0 million or \$(0.61) per share. Net loss for fiscal 2009 was \$155.7 million or \$(3.15) per share, compared to a net loss for fiscal 2008 of \$80.6 million or \$(1.65) per share.

On a non-GAAP basis, net loss for the fourth quarter of fiscal 2009 was \$22.8 million or \$(0.46) per share, compared to a net loss for the third quarter of fiscal 2009 of \$19.4 million or \$(0.39) per share and a net loss for the fourth quarter of fiscal 2008 of \$23.6 million or \$(0.48) per share. On a non-GAAP basis, net loss for fiscal 2009 was \$88.6 million or \$(1.79) per share, compared to a net loss for fiscal 2008 of \$57.0 million or \$(1.17) per share. A reconciliation of GAAP to non-GAAP net loss and net loss per share is provided in the schedules included below.

“Although our Q4 results reflect delays in the timing of our customers’ technology transitions, tooling cycles and volume plans, exiting the quarter, we are encouraged by the uptake in interest and orders we experienced from a broader customer base,” said Mario Ruscev, CEO of FormFactor. “In 2009, in addition to delivering new technologies for our existing products, which helped us expand our share and customer reach, we also launched our next generation DRAM and Flash memory wafer probe cards incorporating our new product architectures. We are pleased by the customer reception of our new products, and we believe that these new technologies and products are critical to meeting customers’ reduced lead times and enabling FormFactor’s growth and expansion into markets we have not fully addressed. Although the timing of the recovery is still uncertain, we remain confident that we will return to growth in 2010.”

The company has posted its revenue breakdown by region and market segment and GAAP to non-GAAP reconciliation information on the Investors section of its website at www.formfactor.com. FormFactor will conduct a conference call at 1:30 p.m. PST, or 4:30 p.m. EST, today. The public is invited to listen to a live web cast of FormFactor’s conference call on the Investors section of the company’s website at www.formfactor.com. A telephone replay of the conference call will be available approximately two hours after the conclusion of the call. The telephone replay will be available through February 1, 2010, 9:00 p.m. Pacific Standard Time, and can be accessed by dialing 888-203-1112 (domestic) or 719-457-0820 (international) and entering confirmation code 1210545.

About FormFactor:

Founded in 1993, FormFactor, Inc. (Nasdaq: FORM) is the leader in advanced wafer probe cards, which are used by semiconductor manufacturers to electrically test integrated circuits, or ICs. The company’s wafer sort, burn-in and device performance testing products move IC testing upstream from post-packaging to the wafer level, enabling semiconductor manufacturers to lower their overall production costs, improve yields, and bring next-generation devices to market. FormFactor is headquartered in Livermore, California with operations in Europe, Asia and North America. For more information, visit the company’s website at www.formfactor.com.

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

Forward-looking Statements

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 operations, business outlook, demand for our products and future growth. 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: changes in the market environment, including the demand for certain semiconductor devices, including DRAM and Flash memory devices; the company’s ability to align its operating plans and structure with the current business environment to improve its operating efficiency; the company’s ability to develop innovative testing technologies, to timely deliver and qualify new products that meet its customers’ reduced lead times, testing requirements and lower their overall cost of test, and that enable the company to grow and expand into markets it has not fully addressed; and the timing of customers’ technology transitions, tooling cycles and volume ramps and their effect on the company’s future growth. 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 Form 10-K for the annual period ended December 27, 2008 and the company’s filings on Form 10-Q for the quarterly periods in its fiscal 2009 as filed with the Securities and Exchange Commission (“SEC”), and subsequent SEC filings. Copies of the company’s SEC filings 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.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended		Twelve Months Ended	
	December 26, 2009	December 27, 2008	December 26, 2009	December 27, 2008
Revenues	\$ 32,995	\$ 39,889	\$ 135,335	\$ 210,189
Cost of revenues	35,797	39,300	135,804	173,926
Gross profit (loss)	(2,802)	589	(469)	36,263
Operating expenses:				
Research and development	15,686	16,221	57,509	65,509
Selling, general and administrative	16,489	26,170	78,428	95,208
Restructuring charges	837	473	8,780	9,157
Impairment of long-lived assets	—	4,400	—	4,400
Total operating expenses	33,012	47,264	144,717	174,274
Operating loss	(35,814)	(46,675)	(145,186)	(138,011)
Interest income, net	711	1,638	3,282	12,446
Other income (expense), net	385	249	(535)	653
Loss before income taxes	(34,718)	(44,788)	(142,439)	(124,912)
Provision for (benefit from) income taxes	(6,755)	(14,828)	13,214	(44,291)
Net loss	\$ (27,963)	\$ (29,960)	\$ (155,653)	\$ (80,621)
Net loss per share:				
Basic and Diluted	\$ (0.56)	\$ (0.61)	\$ (3.15)	\$ (1.65)
Weighted-average number of shares used in per share calculations:				
Basic and Diluted	49,755	49,061	49,483	48,905
Reconciliation of Non-GAAP Net loss:				
	Three Months Ended		Twelve Months Ended	
	December 26, 2009	December 27, 2008	December 26, 2009	December 27, 2008
GAAP Net loss	\$ (27,963)	\$ (29,960)	\$ (155,653)	\$ (80,621)
Deferred tax valuation allowance	—	—	44,683	—
Stock-based compensation related to option modification, net of related income-tax impact *	39	—	1,616	—
Stock-based compensation, net of related income-tax impact *	4,325	3,326	14,926	15,265
Restructuring charges, net of related income-tax impact	787	292	5,805	5,653
Impairment of long-lived assets, net of related income-tax impact	—	2,717	—	2,717
Non-GAAP Net loss	\$ (22,812)	\$ (23,625)	\$ (88,623)	\$ (56,987)
Non-GAAP Net loss per share:				
Basic and Diluted	\$ (0.46)	\$ (0.48)	\$ (1.79)	\$ (1.17)
Weighted-average number of shares used in per share calculations:				
Basic and Diluted	49,755	49,061	49,483	48,905

* There was no related income tax impact to stock-based compensation in the third and fourth quarters of fiscal 2009 as a result of the valuation allowance recorded after the second quarter.

FORMFACTOR, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)
(Unaudited)

	December 26, 2009	December 27, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 122,043	\$ 337,926
Marketable securities	327,192	184,968
Accounts receivable, net	29,412	34,127
Inventories	25,548	18,788
Deferred tax assets, net	3,296	23,039
Refundable income taxes	26,774	29,413
Prepaid expenses and other current assets	12,346	14,702
Total current assets	<u>546,611</u>	<u>642,963</u>
Restricted cash	680	680
Property and equipment, net	97,758	113,813
Deferred tax assets, net	68	20,580
Other assets	8,717	7,674
Total assets	<u>\$ 653,834</u>	<u>\$ 785,710</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 29,250	\$ 33,214
Accrued liabilities	22,948	25,693
Income taxes payable	481	1,904
Deferred revenue	10,856	4,946
Deferred rent	469	452
Total current liabilities	<u>64,004</u>	<u>66,209</u>
Long-term income taxes payable	6,423	7,732
Deferred rent and other liabilities	5,626	5,705
Total liabilities	<u>76,053</u>	<u>79,646</u>
Stockholders' equity		
Common stock, \$0.001 par value	50	49
Additional paid-in capital	630,333	602,295
Accumulated other comprehensive income	1,253	1,922
Accumulated deficit	(53,855)	101,798
Total stockholders' equity	<u>577,781</u>	<u>706,064</u>
Total liabilities and stockholders' equity	<u>\$ 653,834</u>	<u>\$ 785,710</u>