

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): **November 17, 2004**

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, CA
(Address of Principal Executive Offices)

94551
(Zip Code)

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

N/A
(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On November 17, 2004, FormFactor, Inc. (the “Company”) executed a letter agreement with Joseph R. Bronson, which provides for his employment as President of the Company, effective as of November 17, 2004. The letter agreement provides that Mr. Bronson will be paid a salary of \$300,000 per year, is eligible to receive a bonus with target at 100% of base salary and certain equity awards. Additionally, pursuant to the letter agreement, Mr. Bronson is being paid a sign-on bonus of \$20,000 and is given a housing allowance of \$3,000 per month. Pursuant to the letter agreement, Mr. Bronson was granted, as of November 17, 2004, options to purchase 200,000 shares of the Company stock with an exercise price of \$26.02 per share which vest over 4 years, with 25% vesting on November 17, 2005, and the remainder vesting monthly over the following 3 years. Also, pursuant to the letter agreement, Mr. Bronson was granted, as of November 17, 2004, restricted stock units which represent the right to receive 38,432 shares of Company stock upon vesting. The restricted stock units vest in four equal installments on January 1 of each of 2006, 2007, 2008 and 2009.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The Company has notified NASDAQ that due to the appointment of Joseph R. Bronson as President of the Company and his resignation from the audit committee of the Company’s board of directors consistent with SEC rules and regulations and NASDAQ “director independence” requirements, the Company is beginning a search for an additional independent director, who will be a “financial expert”, to serve on its audit committee. The Company intends to identify a qualified independent director within NASDAQ’s applicable grace period to ensure that it continues to be in compliance with Rule 4350(d) of the NASDAQ Marketplace Rules regarding the composition of the audit committee.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On November 17, 2004, the Company announced the appointment of Joseph R. Bronson as President, joining Chief Executive Officer Igor Khandros in the newly formed “Office of the CEO.” Mr. Bronson has served as a director of the Company and chairman of its audit committee since April 2002. Mr. Bronson served on the compensation committee from April 2002 through October 22, 2004. Mr. Bronson will remain a director of the Company but is resigning his position on the audit committee. The Company is beginning a search for an additional independent director, who will be a “financial expert”, to serve on its audit committee.

Mr. Bronson, 56, previously served as Executive Vice President of Applied Materials, Inc., a manufacturer of semiconductor wafer fabrication equipment, from December 2000 to November 2004, and as a member of the Office of the President and the Chief Financial Officer of Applied Materials from January 1998 to November 2004. Mr. Bronson also served as a Senior Vice President and as the Chief Administrative Officer of Applied Materials from January 1998 to December 2000 and as Group Vice President of Applied Materials from April 1994 to January 1998. Mr. Bronson serves on the Board of Directors of one publicly traded company, Jacobs Engineering Group Inc., in addition to FormFactor. Mr. Bronson is a Certified Public Accountant and holds a B.S. in accounting from Fairfield University and a M.B.A. from the University of Connecticut.

Since January 1, 2003, Mr. Bronson has received \$37,000 and options to purchase 12,500 shares for his services as a director.

In connection with Mr. Bronson’s appointment as the Company’s President, Igor Khandros has resigned from the role of President effective November 17, 2004. Dr. Khandros remains the Company’s Chief Executive Officer, as well as a member of the Board of Directors, and will share responsibility with Mr. Bronson in the Office of the CEO.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press release announcing the appointment of Joseph R. Bronson as President

SIGNATURES

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: November 18, 2004

By: /s/ Jens Meyerhoff
Name: Jens Meyerhoff
Title: Chief Operating Officer and Chief Financial
Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release announcing the appointment of Joseph R. Bronson as President

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

FormFactor, Inc.
Jens Meyerhoff
Chief Financial Officer and
Chief Operating Officer
(925) 456-3911

Sapphire Investor Relations, LLC
Erica Mannion
Investor Relations
(415) 399-9345

FOR IMMEDIATE RELEASE**FormFactor Announces “Office of the CEO”; Names Joseph Bronson as President**

LIVERMORE, CA — November 18, 2004 — FormFactor, Inc. (Nasdaq: FORM) today announced the appointment of Joe Bronson as president, joining CEO, Igor Khandros in the newly formed “Office of the CEO”. Bronson is a former Executive Vice President and Chief Financial Officer of Applied Materials, Inc. and has been a member of FormFactor’s Board of Directors since 2002. CEO, Igor Khandros, who will hand off the president role to Bronson, commented “We have a great opportunity to scale FormFactor into a major leader in the semiconductor industry. Joe’s leadership qualities and general management experience will be tremendous assets as we chart and execute our growth strategy.”

Bronson has held significant leadership positions at Applied Materials, Inc. the world’s largest manufacturer of semiconductor equipment, for the past 20 years. He served as Executive Vice President since December 2000, and a member of the Office of the President and its Chief Financial Officer since January 1998. In addition to his role as Chief Financial Officer, Bronson managed the company’s global quality function, information technology infrastructure, global facilities and real estate, security and environmental health and safety systems. He has held a number of general management positions, including responsibility for the etch products group, global manufacturing, and ion implantation systems.

“As a member of the executive management team at Applied Materials, I participated in the growth of a great global enterprise — helping take the company from \$100 million in 1984 to the multi-billion dollar enterprise it is today. The opportunities that FormFactor has are significant, and I am looking forward to applying my experiences to help continue building a great enterprise.” commented Bronson.

As members of the “Office of the CEO” (OCEO), Khandros and Bronson will share responsibility for different aspects of FormFactor’s business. As CEO, Khandros will be primarily responsible for the company’s overall growth strategy, including new products and R&D, as well as business development and incubation of new activities. Bronson will be primarily responsible for business execution, financial performance, business infrastructure and processes, and organizational development.

Bill Davidow, FormFactor's Chairman of the Board, commented: "The creation of the OCEO, combined with the appointment of Joe Bronson as President, is a significant strategic step to realize FormFactor's potential as a leading technology company, with the potential to achieve significant global leadership in the industry."

Bronson will remain on the Company's Board of Directors, but will step down from the Audit Committee consistent with SEC rules and regulations and Nasdaq "director independence" requirements. The current responsibilities of the senior executive team will be as before. Jens Meyerhoff will continue his role as the COO and CFO, Ben Eldridge as the CTO and SVP of Development, Yoshikazu Hatsukano as the SVP of Asia-Pacific Operations, Hank Feir as VP of Human Resources, and Stuart Merkadeau as SVP, General Counsel and Secretary. They will all report to the OCEO.

FormFactor will conduct a conference call at 2:00 p.m. PST, or 5:00 p.m. EST, today. The reserved participants dial in number for the United States and Canada is (877) 378-0519 or for international participants (706) 679-0855. The passcode and conference ID is 2332260. 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. 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 November 23, 2004 at 9:00 p.m. PST and can be accessed by dialing (800) 642-1687 or (706) 645-9291 and entering confirmation code 2332260.

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 technologies, including its MicroSpring interconnect technology and proprietary design processes, which enable 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.

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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 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: the demand for certain semiconductor devices; changes in semiconductor manufacturers' test strategies toward wafer-level test, test budgets, equipments or processes; 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 Form 10-Q for the period ending September 25, 2004, filed with the Securities and Exchange Commission ("SEC"), and subsequent filings. 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.