

**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): **August 31, 2012**

FORMFACTOR, INC.

(Exact Name of Registrant as Specified in 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**

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. below):

- 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 Definite Agreement.

On August 31, 2012, FormFactor, Inc. ("FormFactor"), ELM Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of FormFactor ("Merger Subsidiary"), Astria Semiconductor Holdings, Inc. ("Astria"), a Delaware corporation and the parent of Micro-Probe Incorporated, a California corporation, and a representative of the equityholders of Astria (the "Equityholder Representative") entered in an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Merger Subsidiary will be merged with and into Astria (the "Merger"), with Astria surviving as a wholly-owned subsidiary of FormFactor. FormFactor will pay approximately \$100 million in cash (the "Cash Consideration") and \$16.75 million in common stock of FormFactor (the "Stock Consideration") to acquire Astria. The Cash Consideration will be subject to downward adjustment as provided in the Merger Agreement based upon the amount of Astria's transaction expenses, long-term debt and net working capital at the closing of the Merger. A portion of the Cash Consideration will be placed in escrow and paid to FormFactor or Astria equityholders based on any claims for indemnification by FormFactor during the escrow period.

Astria's board of directors has unanimously approved the Merger and a number of Astria's shareholders sufficient to approve the Merger have executed voting agreements to vote in favor of the Merger. FormFactor intends to request a qualification permit and a fairness hearing from the California Department of Corporations in order to rely on the exemption from registration afforded by Section 3(a)(10) of the Securities Act of 1933 (the "Securities Act") for the issuance of the Stock Consideration. According to the terms of the Merger Agreement, if FormFactor fails to receive such permit, FormFactor may elect to register the Stock Consideration under the Securities Act or pay cash in lieu of the Stock Consideration.

The Merger is expected to close in the first half of FormFactor's fiscal quarter ending December 29, 2012 and is subject to customary regulatory approvals and closing conditions, including the expiration or termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The consummation of the Merger is not subject to any financing condition. In connection with the Merger, the parties have agreed to enter into a settlement agreement with respect to the pending lawsuit between FormFactor and Micro-Probe Incorporated, which lawsuit is more fully described in FormFactor's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and its Quarterly Reports on Form 10-Q filed in 2012. The settlement agreement will continue to apply even if the Merger Agreement is terminated before the Merger is consummated.

The representations, warranties and covenants contained in the Merger Agreement were made only for the purposes of the Merger Agreement, were made as of specific dates, were made solely for the benefit of the parties to the Merger Agreement and may not have been intended to be statements of fact but, rather, as a method of allocating risk and governing the contractual rights and relationships among the parties to the Merger Agreement. In addition, such representations, warranties and covenants may have been qualified by certain disclosures not reflected in the text of the Merger Agreement and may apply standards of materiality and other qualifications and limitations in a way that is different from what may be viewed as material by FormFactor's stockholders. None of FormFactor's stockholders or any other third parties should rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or conditions of FormFactor, Astria, Merger Subsidiary or any of their respective subsidiaries or affiliates.

The above description of the Merger Agreement is not complete and is qualified in its entirety by the full text of the Merger Agreement, a copy of which will be filed as an exhibit to FormFactor's Quarterly Report on Form 10-Q for the period ended September 29, 2012.

Item 8.01. Other Events.

On September 3, 2012, FormFactor issued a press release regarding the Merger, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.01 and incorporated by reference herein.

Cautionary Note Regarding Forward Looking Statements

This report includes forward-looking statements regarding the Merger and related transactions that are not historical or current facts and deal with potential future circumstances and developments, including statements regarding

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whether and when the transactions contemplated by the Merger Agreement will be consummated. Forward-looking statements are qualified by the inherent risk and uncertainties surrounding future expectations generally and may materially differ from actual future experience. Risks and uncertainties that could affect forward-looking statements include: the result of the review of the proposed transaction by regulatory agencies, satisfaction of various other conditions to the closing of the transaction contemplated by the Merger Agreement and the risks that are described in FormFactor's reports filed with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and its Quarterly Report on Form 10-Q for the period ended June 30, 2012. This report speaks only as of its date and FormFactor disclaims any duty to update the information herein other than as required by applicable law or regulation.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.01	Press release dated September 3, 2012.

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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: September 5, 2012

By: /s/ Stuart L. Merkadeau
Name: Stuart L. Merkadeau
Title: Senior Vice President,
General Counsel and Secretary

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EXHIBIT INDEX

Exhibit Number	Description
99.01	Press release dated September 3, 2012.

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News Release

Investor Contact:

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FormFactor Agrees to Acquire MicroProbe *Combination Will Create Industry's Leading Advanced Probe Card Supplier*

LIVERMORE, Calif. — September 3, 2012 — FormFactor, Inc. (Nasdaq: FORM) today announced that it has signed a merger agreement with Astria Semiconductor Holdings, Inc., the parent company of MicroProbe, Inc., a leading provider of advanced SOC wafer test solutions. Under the terms of the merger agreement, FormFactor will acquire MicroProbe for \$100 million in cash and \$16.8 million in stock, subject to customary adjustments. The merger is subject to customary conditions and is expected to close in the first half of FormFactor's fiscal quarter ending December 29, 2012.

Headquartered in California, MicroProbe generated \$87.3 million in revenue in its fiscal year ended December 31, 2011, growing 46% year-over-year and delivering a non-GAAP EBITDA margin of approximately 20%. MicroProbe and its affiliated companies have approximately 360 employees worldwide.

After the merger the combined company expects to realize the following significant benefits:

- FormFactor will be the industry leading supplier to the high growth advanced SOC probe card market;
- Improved and immediately accretive financial performance beginning in the first quarter of 2013;
- Technology leadership across the Memory and SOC advanced probe card markets.

"This merger is a transformational event for FormFactor and I look forward to working with Mike Slessor and the MicroProbe team to create the leading probe card company in the semiconductor industry," said Tom St. Dennis, CEO of FormFactor. "FormFactor and MicroProbe customers will benefit since the combined company will have the technology and resources to address semiconductor test requirements across the entire advanced probe card space."

"I'm very excited about the combination of MicroProbe and FormFactor" said Mike Slessor, Chief Executive Officer of MicroProbe. "This merger enables our world-class teams to accelerate innovation in wafer test across our customer base and provides compelling opportunities for our combined employees."

"I am delighted to welcome the MicroProbe team and their outstanding technology to FormFactor." said Carl Everett, Chairman of the Board of FormFactor. "Together, we are in the position to focus on delivering leading wafer probe technology solutions to meet the needs and

roadmaps of logic and memory semiconductor device manufacturers'."

Post-closing, Mike Slessor will become a senior vice president and executive officer of the combined companies.

FormFactor, Inc. will conduct a conference call to discuss this transaction on Tuesday, September 4, 2012, at 6:00 am PDT. 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. 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 September 06, 2012 at 9:00 p.m. PDT, and can be accessed by dialing (855) 859-2056 (domestic) or (404) 537-3406 (international) and entering confirmation code 26434718.

The company has also posted a presentation reflecting this transaction on the Investors section of its website at www.formfactor.com

About FormFactor:

Founded in 1993, FormFactor, Inc. (Nasdaq: FORM) is a 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.

About MicroProbe

MicroProbe provides advanced wafer test solutions to global semiconductor manufacturers. The company's probe card technologies and products lower the overall cost of test by delivering higher yield and throughput, and better quality die. Headquartered in California, MicroProbe maintains a network of manufacturing, sales and support operations worldwide. The company is privately held with investors that include Flywheel Ventures, Intel Capital and Gemini Investors. For more information about MicroProbe, please visit the company website at www.microprobe.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 anticipated results, market conditions, expectations and operating plans. 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: our ability to consummate the acquisition of Astria Semiconductor Holdings; our ability to successfully integrate and realize the anticipated benefits of the acquisition; risk relating to the company's ability to successfully commercialize new products; risks around customers' engagement with the newly combined entities; risks of the company's ability to meet customers' test

roadmaps; risks of the Company's ability achieve and sustain higher levels of revenue, higher gross margins and reduced operating expenses; uncertainties relating to technological approaches; risks associated with manufacturing and product development; personnel retention; and changes in the market environment. 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 fiscal year ended December 31, 2011, as filed with the SEC, and subsequent SEC filings, including the company's Quarterly Reports on Forms 10-Q. 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.

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