

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): **October 16, 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 2.01. Completion of Acquisition or Disposition of Assets.

On October 16, 2012, FormFactor, Inc. ("FormFactor") completed the acquisition (the "Merger") of Astria Semiconductor Holdings, Inc. ("Astria"), a Delaware corporation and the parent of Micro-Probe Incorporated ("Micro-Probe"), a California corporation. The Merger was completed pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated August 31, 2012, between FormFactor, Astria, ELM Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of FormFactor ("Merger Subsidiary"), and a representative of the equityholders of Astria (the "Equityholder Representative"). Astria survived the Merger as a wholly-owned subsidiary of FormFactor. The Merger Agreement was previously announced by FormFactor in its Current Report on Form 8-K filed on September 5, 2012.

The purchase price for Astria was approximately \$99.5 million in cash and 3,020,944 shares of FormFactor common stock. A portion of the purchase price was placed in escrow and will be paid to FormFactor or to Astria equityholders based on any claims for indemnification by FormFactor during the escrow period. The cash consideration is subject to adjustment for the final determination of Astria's closing working capital, as described in the Merger Agreement.

Additional information and details of the Merger Agreement were previously disclosed in Item 1.01 of its Current Report on Form 8-K filed on September 5, 2012, which is incorporated by reference herein. The foregoing description of the Merger Agreement and the transactions contemplated thereby are qualified in their entirety by reference to the Merger Agreement, a copy of which is incorporated herein by reference.

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 3.02. Unregistered Sales of Equity Securities.

As described in Item 2.01 of this Current Report on Form 8-K, on October 16, 2012, FormFactor issued 3,020,944 shares of FormFactor's common stock, par value \$0.001 per share, to holders of Astria's outstanding securities as consideration in the Merger. The shares were issued in reliance on the exemption afforded by Section 3(a)(10) of the Securities Act of 1933 (the "Securities Act"), following the qualification of the issuance of the shares by the California Corporations Commissioner on October 10, 2012 under Section 25142 of the California Corporations Code.

Item 8.01. Other Events.

In connection with the closing of the Merger, on October 16, 2012, FormFactor, Micro-Probe, Astria and a Micro-Probe officer who was a former FormFactor employee (collectively, the "Parties") entered into a Confidential Settlement Agreement and the Parties and certain other entities entered into a Confidential Release Agreement to resolve the lawsuit pending in the United States District Court for the Northern District of California, case no. 4:10-cv-03095-PJH (the "Action"), in which FormFactor had asserted patent infringement and unfair competition claims against Micro-Probe and trade secret misappropriation and breach of confidence claims against Micro-Probe and the former FormFactor employee.

On October 17, 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.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

This Current Report on Form 8-K will be supplemented by amendment to provide the required financial statements of Astria not later than 71 days after the date that this Current Report on Form 8-K was required to be filed.

(b) Pro forma financial information.

This Current Report on Form 8-K will be supplemented by amendment to provide the required pro forma financial information not later than 71 days after the date that this Current Report on Form 8-K was required to be filed.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.01	Press release dated October 17, 2012

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: October 17, 2012

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.01	Press release dated October 17, 2012.



News Release

Investor Contact:

Stan Finkelstein
Investor Relations
(925) 290-4321
ir@formfactor.com

FormFactor, Inc. Completes Acquisition of MicroProbe Inc.

LIVERMORE, Calif. — October 17, 2012 — FormFactor, Inc. (Nasdaq: FORM) today announced that it has completed its acquisition of Astria Semiconductor Holdings, Inc. and its wholly owned subsidiary MicroProbe Inc., a leading provider of advanced wafer test solutions to non-memory semiconductor manufacturers. The acquisition creates a leader in advanced wafer probe cards across both the memory and SOC segments and significantly expands the company's addressable markets.

"This transaction is an important strategic step for FormFactor," said Carl Everett, Chairman of FormFactor's Board of Directors. "The combination of two wafer test industry leaders well positions us to address complex and demanding semiconductor test requirements and customer roadmaps."

"I welcome Mike Slessor and the MicroProbe team to FormFactor," said Tom St. Dennis, CEO of FormFactor. "Our world-class teams in the memory and SOC segments enable us to deliver an unparalleled product portfolio and service and support across an expanded customer base".

MicroProbe will operate as a separate business unit within FormFactor. Mike Slessor, CEO of MicroProbe, will continue to lead the MicroProbe business unit and Jarek Kister, CTO of MicroProbe, will continue to direct product and technology development at the MicroProbe business unit.

Needham & Company acted as exclusive financial advisor and Davis Polk & Wardwell LLP as legal counsel to FormFactor. Morgan Stanley acted as exclusive financial advisor and DLA Piper LLP as legal counsel to Astria Semiconductor Holdings.

About FormFactor:

FormFactor, Inc. (Nasdaq: FORM) is a leader in advanced wafer test solutions. The company's advanced wafer probe cards enable semiconductor manufacturers to lower their overall production costs, improve yields, and bring next-generation devices to market. FormFactor's acquisition of MicroProbe creates the leading wafer test solution provider for both memory and non-memory semiconductor manufacturers. 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 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 successfully integrate and realize the anticipated benefits of the Astria Semiconductor Holdings 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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