



**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q/A  
Amendment No. 2**

(Mark one)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 27, 2004**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from        to**

**Commission file number: 000-50307**

**FormFactor, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**13-3711155**

*(I.R.S. Employer  
Identification No.)*

**7005 Southfront Road, Livermore, California 94551**

*(Address of principal executive offices, including zip code)*

**(925) 290-4000**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's common stock, par value \$0.001 per share, outstanding as of April 30, 2004 was 37,466,484 shares.

**FORMFACTOR, INC.**

**EXPLANATORY NOTE**

FormFactor is filing this Amendment No. 2 to its Quarterly Report on Form 10-Q for the three months ended March 27, 2004 filed on May 11, 2004 and amended on July 20, 2004 to amend and restate certain portions of that Form 10-Q/A filed with the Securities and Exchange Commission on July 20, 2004. This Amendment No. 2 presents net income (loss) available to common stockholders and restates FormFactor's calculation of basic and diluted net income (loss) available to common stockholders per share for the three month period ended March 29, 2003.

The restatement does not affect FormFactor's reported net income, or its balance sheet or cash flow statements for any period.

FormFactor did not previously reflect the impact of cumulative dividend rights and participating dividend rights of its redeemable convertible preferred stock in its calculation of net income (loss) available to common stockholders or in its calculation for either basic or diluted net income (loss) available to common stockholders per share, and has adjusted its calculations according to SFAS No. 128 "Earnings Per Share" and EITF Topic No. D-95, "Effect of Participating Convertible Securities on the Computation of Basic Earnings per Share".

The adjustment relates to cumulative dividend rights of FormFactor's redeemable, convertible preferred stock Series B – G and participating dividend rights of FormFactor's redeemable, convertible preferred stock Series A – G, which were issued in years prior to FormFactor's initial public offering in June 2003. Such dividend rights impact the calculation of net income (loss) available to common stockholders regardless of whether a dividend was declared or paid. The contractual cumulative dividend rights and the participating dividend rights need to be considered in the calculation of basic net income (loss) available to common stockholders per share. For the calculation of diluted net income (loss) available to common stockholders per share, the convertible securities are included using the if-converted method to the extent the effect is dilutive.

Please see Note 10 to the Notes to Consolidated Financial Statements contained in this Amendment No. 2 for further information regarding the revisions to FormFactor's financial results.

This Amendment No. 2 amends and restates the following items of the filing of the Registrant's Form 10-Q/A: (i) Part I, Item 1 — Unaudited Condensed Consolidated Financial Statements, (ii) Part I, Item 4 — Controls and Procedures and (iii) Part II, Item 6 — Exhibits.

All information in FormFactor's Quarterly Report on Form 10-Q/A for the three months ended March 27, 2004, as amended by this Amendment No. 2, speaks as of the date of the original filing of FormFactor's Form 10-Q for such period and does not reflect any subsequent information or events, except as expressly noted in Amendment No. 1 or this Amendment No. 2 and except for Exhibits 31.01, 31.02, and 32.01. References to "Annual Report," "Form 10-K" and "Form 10-K/A" in this Amendment No. 2 refer to FormFactor's Annual Report on Form 10-K for the fiscal year ended December 27, 2003, as amended. References to "Amendment No. 1 to FormFactor's Quarterly Report on Form 10-Q," "Quarterly Report" and "Form 10-Q" in this Amendment No. 2 refer to FormFactor's Quarterly Report on Form 10-Q for the three month period ended March 27, 2004, as amended.

All information contained in this Amendment No. 2 is subject to updating and supplementing as provided in FormFactor's reports, as amended, filed with the Securities and Exchange Commission subsequent to the date of the initial filing of FormFactor's Quarterly Report on Form 10-Q for the three months ended March 27, 2004.

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## PART I. FINANCIAL INFORMATION

Item 1. *Unaudited Condensed Consolidated Financial Statements*

## FORMFACTOR, INC.

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

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
Revenues	\$18,669	\$37,118
Cost of revenues	9,800	18,026
Stock-based compensation	138	155
Gross margin	8,731	18,937
Operating expenses:		
Research and development(1)	3,525	4,349
Selling, general and administrative(1)	4,013	5,874
Stock-based compensation	636	552
Total operating expenses	8,174	10,775
Operating income	557	8,162
Interest income	162	533
Interest expense	(14)	—
Other expense	(19)	(395)
	129	138
Income before income taxes	686	8,300
Provision for income taxes	(263)	(3,197)
Net income	423	5,103
Preferred stock dividend	(1,318)	—
Net income (loss) available to common stockholders	\$ (895)	\$ 5,103
Net income (loss) available to common stockholders per share:		
Basic	\$ (0.20)	\$ 0.14
Diluted	\$ (0.20)	\$ 0.13
Weighted-average number of shares used in per share calculations:		
Basic	4,504	37,083
Diluted	4,504	40,231
(1) Amounts exclude stock-based compensation expense, as follows:		
Research and development	220	164
Selling, general and administrative	416	388
Total	\$ 636	\$ 552

The accompanying notes are an integral part of these condensed consolidated financial statements.

## FORMFACTOR, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS  
(In thousands, except per share amounts)  
(Unaudited)

	December 27, 2003	March 27, 2004
	As restated	As restated
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 116,305	\$ 99,232
Marketable securities	62,965	82,520
Accounts receivable, net of allowance for doubtful accounts of \$103 in 2003 and 2004	19,698	26,375
Inventories, net	8,025	8,744
Deferred tax assets	2,825	2,773
Prepaid expenses and other current assets	2,744	2,756
	<hr/>	<hr/>
Total current assets	212,562	222,400
Restricted cash	2,550	2,550
Property and equipment, net	20,495	27,374
Deferred tax assets	1,202	1,202
Other assets	356	349
	<hr/>	<hr/>
Total assets	\$237,165	\$253,875
	<hr/>	<hr/>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 10,579	\$ 15,334
Accrued liabilities	10,134	8,794
Deferred revenue and customer advances	1,005	1,278
	<hr/>	<hr/>
Total current liabilities	21,718	25,406
Deferred revenue and customer advances	433	374
	<hr/>	<hr/>
Total liabilities	22,151	25,780
	<hr/>	<hr/>
Stockholders' equity:		
Common stock, \$0.001 par value	37	38
Additional paid-in capital	226,592	232,892
Notes receivable from stockholders	(661)	—
Deferred stock-based compensation, net	(7,902)	(6,958)
Accumulated other comprehensive income (loss)	(4)	68
Retained earnings (accumulated deficit)	(3,048)	2,055
	<hr/>	<hr/>
Total stockholders' equity	215,014	228,095
	<hr/>	<hr/>
Total liabilities and stockholders' equity	\$237,165	\$253,875
	<hr/>	<hr/>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**FORMFACTOR, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)  
(Unaudited)

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
<b>Cash flows from operating activities:</b>		
Net income	\$ 423	\$ 5,103
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	1,281	1,380
Stock-based compensation expense	774	707
Deferred tax assets	—	52
Tax benefit from employee stock option plans	—	2,524
Interest income from stockholders' notes receivable	(58)	—
Provision for doubtful accounts	(50)	—
Provision for excess and obsolete inventories	1,102	656
Loss on disposal of property and equipment	10	—
Changes in assets and liabilities:		
Accounts receivable	1,731	(6,678)
Inventories	(1,901)	(1,376)
Prepaid and other current assets	(356)	(3)
Accounts payable	(1,641)	(1,951)
Accrued liabilities	(2,504)	(1,366)
Deferred revenues	(157)	213
Net cash used in operating activities	(1,346)	(739)
<b>Cash flows from investing activities:</b>		
Acquisition of property and equipment	(960)	(1,560)
Purchase of marketable securities	(2,810)	(31,060)
Proceeds from maturities of marketable securities	6,030	11,597
Restricted cash	2,835	—
Other assets	10	—
Net cash provided by (used in) investing activities	5,105	(21,023)
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock, net	67	4,013
Repayment of notes receivable from stockholders	10	661
Repayment of notes payable	(125)	—
Net cash provided by (used in) financing activities	(48)	4,674
Effect of exchange rate changes on cash and cash equivalents	12	15
Net increase (decrease) in cash and cash equivalents	3,723	(17,073)
Cash and cash equivalents, beginning of the period	26,786	116,305
Cash and cash equivalents, end of the period	\$30,509	\$ 99,232
<b>Supplemental disclosure of significant non-cash investing activities:</b>		
Purchases of property and equipment through accounts payable and accrued liabilities	\$ —	\$ 6,700

The accompanying notes are an integral part of these condensed consolidated financial statements.

**FORMFACTOR, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
Three Months Ended March 27, 2004****Note 1 — Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of FormFactor, Inc. and its subsidiaries (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Accordingly, the interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 27, 2004 are not necessarily indicative of the results that may be expected for the year ending December 25, 2004, or for any other period. The balance sheet at December 27, 2003 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. These financial statements and notes should be read with the financial statements and notes thereto for the year ended December 27, 2003 included in the Company's annual report on Form 10-K/A Amendment No. 2 for the year ended December 27, 2003 filed with the Securities and Exchange Commission.

**Note 2 — Significant Accounting Policies**

The Company's significant accounting policies are disclosed in the Company's Annual Report on Form 10-K/A for the year ended December 27, 2003 filed with the Securities and Exchange Commission. The Company's significant accounting policies have not materially changed during the three months ended March 27, 2004.

**Note 3 — Inventories**

Inventories are stated at the lower of cost (principally standard cost which approximates actual cost on a first-in, first-out basis) or market value. Reserves for potentially excess and obsolete inventory are made based on inventory levels and future sales forecasts.

Inventories, net of reserves, consisted of the following (in thousands):

	December 27, 2003	March 27, 2004
Raw materials	\$3,128	\$3,915
Work-in-progress	4,628	4,829
Finished goods	269	—
	<u>\$8,025</u>	<u>\$8,744</u>

**Note 4 — Warranty**

The Company offers warranties on certain products and records a liability for the estimated future costs associated with customer claims, which is based upon historical experience and the Company's estimate of the level of future costs. Warranty costs are reflected in the income statement as a cost of revenues. A

## FORMFACTOR, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)

reconciliation of the changes in the Company's warranty liability for the three months ended March 27, 2004 follows (in thousands):

	Three Months Ended	
	March 29, 2003	March 27, 2004
Beginning balance	\$ 679	\$ 446
Reserve for warranties issued during the period	197	196
Settlements made during the period	(340)	(196)
Ending balance	\$ 536	\$ 446

Management believes that the accrual balance at March 27, 2004 is adequate to cover estimated future costs associated with warranty claims.

**Note 5 — Stock-Based Compensation**

The Company uses the intrinsic value method of Accounting Principles Board Opinion No. 25 ("APB No. 25"), "Accounting for Stock Issued to Employees," in accounting for its employee stock options, and presents disclosure of the pro forma information required under SFAS No. 123 ("SFAS No. 123"), "Accounting for Stock-Based Compensation" as amended by SFAS No. 148, "Accounting for Stock-Based Compensation — Transition and Disclosure." The Company uses the Black-Scholes option pricing model to compute its pro forma option expense.

Had compensation cost for the Company's stock option grants to employees been determined based on the fair values of the stock option at the date of grant consistent with the provisions of SFAS No. 123, the Company's net income and net income (loss) available to common stockholders per share would have been changed to the pro-forma amounts as follows:

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated (In thousands, except per share amounts)	As restated
Reported net income (See Note 10)	\$ 423	\$ 5,103
Add: Stock-based employee compensation expense included in reported net income available to common stockholders, net of tax	600	531
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of tax	(1,136)	(2,317)
Pro forma net income (loss)	\$ (113)	\$ 3,317
Net income (loss) available to common stockholders per share:		
Basic:		
As reported	\$ (0.20)	\$ 0.14
Pro forma	\$ (0.32)	\$ 0.09
Diluted:		
As reported	\$ (0.20)	\$ 0.13
Pro forma	\$ (0.32)	\$ 0.08



FORMFACTOR, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)

The Company has adopted the disclosure only provisions of SFAS No. 123. Prior to the Company's initial public offering, the Company calculated the fair value of each option on the date of grant using the minimum value method as prescribed by SFAS No. 123. Therefore, the pro forma net income (loss) and pro forma net income per share may not be representative for future periods. The weighted-average assumptions used are as follows:

	Stock Options Three Months Ended		ESPP Three Months Ended
	March 29, 2003	March 27, 2004	March 27, 2004
Dividend yield	—	—	—
Risk-free interest rate	3.03%	2.86%	0.89%
Expected life (in years)	5	5	0.5
Expected volatility	67%	67%	67%

The weighted-average per share grant date fair value of options granted during the three months ended March 29, 2003 and March 27, 2004 was \$5.80 and \$6.63, respectively. The weighted-average per share estimated fair value of purchase rights granted under the 2002 Employee Stock Purchase Plan was \$7.18 for the three months ended March 27, 2004.

**Note 6 — Net Income (Loss) per Share**

Basic net income (loss) available to common stockholders per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. The net income (loss) available to common stockholders is calculated by deducting the cumulative preferred stock dividends, if any, and dividends allocable to participating preferred stockholders, if any, from net income (loss) to determine the net income (loss) available to common stockholders.

Diluted net income (loss) available to common stockholders per share is computed giving effect to all potential dilutive common stock, including options, warrants, common stock subject to repurchase using the treasury stock method and all convertible securities using the if-converted method to the extent the effect is dilutive.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net income (loss) available to common stockholders per share follows:

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
	(In thousands)	
<b>Basic net income (loss) per share (see Note 10)</b>		
Numerator:		
Net income (loss) available to common stockholders	\$ (895)	\$ 5,103
Denominator:		
Weighted-average common stock outstanding	4,684	37,232
Less weighted-average shares subject to repurchase	(180)	(149)
Weighted-average shares used in computing basic net income (loss) per share	4,504	37,083
<b>Dilutive net income (loss) per share</b>		
Numerator:		
Net income (loss) available to common stockholders	\$ (895)	\$ 5,103
Denominator:		
Weighted-average shares used in computing basic net income (loss) per share	4,504	37,083
Add stock options, warrants and common stock subject to repurchase	—	3,148
Weighted-average shares used in computing diluted net income (loss) per share	4,504	40,231

## FORMFACTOR, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)

The following options to purchase common stock, warrants and convertible preferred stock were excluded from the computation of diluted net income (loss) per share as they had an antidilutive effect:

	March 29, 2003	March 27, 2004
	(In thousands)	
Options to purchase common stock	5,675	1,112
Warrants	119	—
Convertible preferred stock	23,003	—

**Note 7 — Commitments and Contingencies*****Legal Proceedings***

From time to time, the Company may be subject to legal proceedings and claims in the ordinary course of business. As of the date of filing this quarterly report, the Company was not involved in any material legal proceedings, other than as set forth below.

On February 24, 2004, the Company filed in the Seoul Southern District Court, located in Seoul, South Korea, two separate complaints against Phicom Corporation, a Korean corporation, alleging infringement of a total of four Korean patents issued to the Company. One Complaint alleges that Phicom is infringing the Company's Korean Patent Nos. 252,457, entitled "Method of Fabricating Interconnections Using Cantilever Elements and Sacrificial Substrates," and 324,064, entitled "Contact Tip Structures for Microelectronic Interconnection Elements and Methods of Making Same." The other Complaint alleges Phicom is infringing the Company's Korean Patent Nos. 278,342, entitled "Method of Altering the Orientation of Probe Elements in a Probe Card Assembly," and 399,210, entitled "Probe Card Assembly." Both of the Complaints seek injunctive relief. The court actions are a part of the Company's ongoing efforts to protect the intellectual property embodied in its proprietary technology, including its MicroSpring interconnect technology. The Company has been advised that in March 2004, Phicom filed in the Korean Intellectual Property Office invalidity actions challenging the validity of each of the Company's four patents at issue. The Company could incur material expenses in these litigations.

**Indemnification Obligations**

The Company from time to time in the ordinary course of its business enters into contractual arrangements with third parties that include indemnification obligations. Under these contractual arrangements, the Company has agreed to defend, indemnify and hold the third party harmless from and against certain losses. These arrangements may limit the time within which an indemnification claim can be made, the type of the claim and the total amount that the Company can be required to pay in connection with the indemnification obligation. In addition, the Company has entered into indemnification agreements with its directors and officers, and the Company's bylaws contain indemnification obligations in favor of the Company's directors, officers and agents. It is not possible to determine or reasonably estimate the maximum potential amount of future payments under these indemnification obligations due to the varying terms of such obligations, the history of prior indemnification claims and the unique facts and circumstances involved in each particular contractual arrangement and in each potential future claim for indemnification. The Company has not had any requests for indemnification under these arrangements. The Company has not recorded any liabilities for these indemnification arrangements on the Company's condensed consolidated balance sheet as of March 27, 2004.

## FORMFACTOR, INC.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) — (Continued)

## Note 8 — Stockholders' Equity

*Comprehensive Income (Loss)*

Comprehensive income (loss) includes foreign currency translation adjustments and unrealized gains (losses) on marketable securities, the impact of which has been excluded from net income and reflected as components of equity.

Components of accumulated other comprehensive income were as follows:

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
	(In thousands)	
Net income	\$423	\$5,103
Change in unrealized gain on marketable securities	47	92
Foreign currency translation adjustments	(51)	(20)
Comprehensive income	\$419	\$5,175

Components of accumulated comprehensive income (loss) were as follows:

	December 27, 2003	March 27, 2004
	(In thousands)	
Unrealized gain on marketable securities	\$ 47	\$139
Cumulative translation adjustments	(51)	(71)
Accumulated other comprehensive income (loss)	\$ (4)	\$ 68

## Note 9 — Derivative Financial Instruments

The Company purchases forward exchange contracts to hedge certain existing foreign currency denominated accounts receivable. These hedges do not qualify for hedge accounting treatment per the provisions of Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Company recognizes gains or losses from the fluctuation in foreign exchange rates and the valuation of these hedge contracts in other expense. The Company does not use derivative financial instruments for trading or speculative purposes.

As of March 27, 2004, the Company had six forward exchange contracts outstanding, allowing the Company to sell 1.4 billion Yen for \$12.7 million with contract rates ranging from 106.21 Yen to 112.06 Yen per U.S. dollar. These contracts are due between April and July 2004.

**Note 10 – Restatement of Financial Statements**

The Company is restating its financial results for the three month period ended March 29, 2003 to reflect an adjustment to its calculation of basic and diluted net income (loss) available to common stockholders per share.

The restatement does not affect the Company’s reported net income, or its balance sheet or cash flow statements for any period.

The Company did not previously reflect the impact of cumulative dividend rights and participating dividend rights of its redeemable convertible preferred stock in its calculation for either basic or diluted net income (loss) available to common stockholders per share and has adjusted its calculations according to SFAS No. 128 “Earnings Per Share” and EITF Topic No. D-95, “Effect of Participating Convertible Securities on the Computation of Basic Earnings per Share”.

The adjustment relates to cumulative dividend rights of the Company’s redeemable, convertible preferred stock Series B – G and participating dividend rights of the Company’s redeemable, convertible preferred stock Series A – G, which were issued in years prior to the Company’s initial public offering in June 2003. Such dividend rights impact the calculation of basic and diluted net income (loss) available to common stockholders per share regardless of whether a dividend was declared or paid. The contractual cumulative dividend rights and the participating dividend rights need to be considered in the calculation of basic net income (loss) available to common stockholders per share. For the calculation of diluted net income (loss) available to common stockholders per share, the convertible securities are included using the if-converted method to the extent the effect is dilutive. In conjunction with this restatement, the Company has also revised its pro forma net income (loss) calculation and the related per share amount disclosures under SFAS No. 123 “Accounting for Stock-based Compensation” to reflect changes to the net income (loss) available to common stockholders and to correct the amounts presented for the stock-based compensation pro forma adjustments for all periods (the net effect of the change in the pro forma adjustments was to decrease the pro forma net income for the three months ended March 29, 2003 and March 27, 2004, by \$728,000 and \$1,378,000 respectively).

	Three Months Ended	
	March 29, 2003	March 29, 2003
	As reported <sup>(1)</sup>	As restated
Net income	\$ 423	\$ 423
Preferred stock dividend	—	(1,318)
Net income available to common stockholders	\$ 423	\$ (895)
Net income (loss) available to common stockholders per share:		
Basic	\$ 0.09	\$ (0.20)
Diluted	\$ 0.01	\$ (0.20)
Weighted-average number of shares used in per share calculations		
Basic	4,539	4,504
Diluted	29,070	4,504

1) Amounts were previously restated in Amendment 1 to the Company’s Form 10-Q filed on July 20, 2004 to reflect adjustments to the amortization schedule of deferred stock-based compensation and the related income taxes for the three months ended March 29, 2003 resulting in a decrease in net income of \$276,000 and \$0.01 to diluted earnings per share.

**Note 11 — Recent Accounting Pronouncements**

In December 2003, the FASB issued a revised FASB Interpretation No. 46 (“FIN 46R”), “Consolidation of Variable Interest Entities, an interpretation of ARB No. 51.” The FASB published the revision to clarify and amend some of the original provisions of FIN 46, which was issued in January 2003, and to exempt certain entities from its requirements. A variable interest entity (“VIE”) refers to an entity subject to consolidation according to the provisions of this Interpretation. FIN 46R applies to entities whose equity investment at risk is insufficient to finance that entity’s activities without receiving additional subordinated financial support provided by any parties, including equity holders, or where the equity investors (if any) do not have a controlling financial interest. FIN 46R provides that if an entity is the primary beneficiary of a VIE, the assets, liabilities, and results of operations of the VIE should be consolidated in the entity’s financial statements. In addition, FIN 46R requires that both the primary beneficiary and all other enterprises with a significant variable interest in a VIE provide additional disclosures. The provisions of FIN 46R are effective for the Company’s fiscal 2004 first quarter. The adoption of FIN46R did not have a material impact on the Company’s financial position or on its results of operations.

## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, FormFactor's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by this quarterly report on Form 10-Q, of the effectiveness of FormFactor's "disclosure controls and procedures" as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer initially concluded that as of March 27, 2004, FormFactor's disclosure controls and procedures were effective for ensuring that information required to be disclosed in the reports that FormFactor files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

In the light of two restatements of previously issued financial statements, as described below, FormFactor's management, including its Chief Executive Officer, its Chief Financial Officer and its newly appointed President, as well as its Audit Committee, have concluded that a material weakness in internal control over financial reporting exists. Because of the importance of internal control over financial reporting to the effectiveness of a company's disclosure controls and procedures, FormFactor's management has concluded that its disclosure controls and procedures are not currently effective. To address the deficiency, FormFactor has taken and expects to take the steps described below.

### **Internal Control over Financial Reporting**

Pursuant to the Public Company Accounting Oversight Board's Auditing Standard No. 2, *An Audit of Internal Control Over Financial Reporting Performed in Conjunction With an Audit of Financial Statements*, effective June 17, 2004, a restatement is by definition a "significant deficiency" in a company's internal control over financial reporting and is a strong indicator that a material weakness in internal control over financial reporting exists. Amendment No. 1 to FormFactor's Annual Report on Form 10-K restated its financial results for fiscal years 2001, 2002 and 2003 to reflect a change in the amortization schedule of deferred stock based compensation recorded in connection with its June 2003 initial public offering and to reflect a portion of its stock-based compensation amortization in cost of revenues. Amendment No. 2 to FormFactor's Annual Report on Form 10-K presents net income (loss) available to common stockholders and restates its basic and diluted net income (loss) available to common stockholders per share for fiscal years 1999 through 2003 and its pro forma net income (loss) calculation and the related per share amount disclosures under SFAS No. 123 "Accounting for Stock-based Compensation", but does not affect FormFactor's reported net income, or its balance sheet or cash flow statements for any period.

Under applicable rules, management may not conclude that a company's internal control over financial reporting is effective if a material weakness exists. Given the nature of the two restatements, FormFactor believes that the material weakness relates to insufficient personnel resources and technical accounting expertise within its accounting function. FormFactor believes that it has already taken substantial steps toward remediation of this material weakness and is taking additional steps to cure the weakness. Prior to discovering the error giving rise to the second restatement, FormFactor had hired an internal audit director, a new tax director and an additional accounting manager. Since the promotion of Mr. Jens Meyerhoff from Chief Financial Officer to Chief Operating Officer in April of 2004, FormFactor has actively sought and continues to seek to hire a new Chief Financial Officer and to hire additional personnel in its accounting department in a challenging job market for such skills. FormFactor believes that these steps should adequately address the identified material weakness in control over financial reporting.

### **Section 404 Assessment**

Section 404 of the Sarbanes-Oxley Act requires management's annual review and evaluation of our internal controls, and an attestation of the effectiveness of these controls by our independent registered public accountants beginning with our Form 10-K for the fiscal year ending on December 25, 2004. We are dedicating significant resources, including management time and effort, and incurring substantial costs in connection with our ongoing Section 404 assessment. We are currently documenting and testing our internal controls and considering whether any improvements are necessary for maintaining an effective control environment at our company. The evaluation of our internal controls is being conducted under the direction of our senior management in consultation with independent third party consulting firms. In addition, our management is regularly discussing the results of our testing and any proposed improvements to our control environment with our Audit Committee. We expect to assess our controls and procedures on a regular basis. We will continue to work to improve our controls and procedures, and to educate and train our employees on our existing controls and procedures in connection with our efforts to maintain an effective controls infrastructure at our company. Despite the mobilization of significant resources for our Section 404 assessment, we, however, cannot provide any assurance that we will timely complete the evaluation of our internal controls or that, even if we do complete the evaluation of our internal controls, we do so in time to permit our independent registered public accountants to test our controls and timely complete their attestation procedures of our controls in a manner that will allow us to comply with applicable SEC rules and regulations by the filing deadline for our Form 10-K for fiscal year 2004.

### **Limitations on Effectiveness of Controls**

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. The design of any control system is based, in part, upon the benefits of the control system relative to its costs. Control systems can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. In addition, over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

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**Item 6. Exhibits**

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
31.01	Certification of Chief Executive Officer pursuant to 15U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.02	Certification of Chief Financial Officer pursuant to 15U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.01*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X

\* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

**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 thereunto duly authorized.

FORMFACTOR, INC.

By:

/s/ JENS MEYERHOFF

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Jens Meyerhoff  
Chief Operating Officer and  
Chief Financial Officer  
*(Principal Financial Officer and  
Duly Authorized Officer)*

November 30, 2004

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>			<b>Filed Herewith</b>
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CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 15 U.S.C. SECTION 7241, AS  
ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Igor Y. Khandros, certify that:

1. I have reviewed the quarterly report on Form 10-Q/A of FormFactor, Inc., a Delaware corporation, for the period ended March 27, 2004, as filed with the Securities and Exchange Commission;
2. Based on my knowledge, the quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in the quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the quarterly report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in the quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the quarterly report based on such evaluation; and
  - (c) Disclosed in the quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 30, 2004

/s/ Igor Y. Khandros

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Igor Y. Khandros  
Chief Executive Officer



CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 15 U.S.C. SECTION 7241,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jens Meyerhoff, certify that:

1. I have reviewed the quarterly report on Form 10-Q/A of FormFactor, Inc., a Delaware corporation, for the period ended March 27, 2004, as filed with the Securities and Exchange Commission;
2. Based on my knowledge, the quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in the quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the quarterly report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in the quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the quarterly report based on such evaluation; and
  - (c) Disclosed in the quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 30, 2004

/s/ Jens Meyerhoff

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Jens Meyerhoff  
Chief Financial Officer

The following certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q/A of FormFactor, Inc., a Delaware corporation, for the period ended March 27, 2004, as filed with the Securities and Exchange Commission, each of the undersigned officers of FormFactor, Inc. certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his respective knowledge:

- (1) the quarterly report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the quarterly report fairly presents, in all material respects, the financial condition and results of operations of FormFactor, Inc. for the periods presented therein.

Date: November 30, 2004

/s/ Igor Y. Khandros

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Igor Y. Khandros  
Chief Executive Officer

Date: November 30, 2004

/s/ Jens Meyerhoff

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Jens Meyerhoff  
Chief Financial Officer

A signed original of the above certification has been provided to FormFactor, Inc. and will be retained by FormFactor, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.