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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**AMENDMENT NO. 2**

**TO**  
**FORM S-1**  
**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

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**FORMFACTOR, INC.**

(Exact name of Registrant as specified in its charter)

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

**3825**  
(Primary standard industrial  
classification code number)

**13-3711155**  
(I.R.S. employer  
identification no.)

**FormFactor, Inc.**

**2140 Research Drive**  
**Livermore, California 94550**  
**(925) 294-4300**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Jens Meyerhoff**

**Chief Financial Officer and Senior Vice President of Operations**

**FormFactor, Inc.**  
**2140 Research Drive**  
**Livermore, California 94550**  
**(925) 294-4300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Gordon K. Davidson, Esq.**  
**Mark A. Leahy, Esq.**  
**Jeffrey R. Vetter, Esq.**  
**Fenwick & West LLP**  
**Silicon Valley Center**  
**801 California Street**  
**Mountain View, California 94041**  
**(650) 988-8500**

**Gregory M. Gallo, Esq.**  
**Peter M. Astiz, Esq.**  
**Gray Cary Ware & Freidenrich LLP**  
**2000 University Avenue**  
**East Palo Alto, California 94303**  
**(650) 833-2000**

**Approximate date of commencement of proposed sale to the public:**

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.  \_\_\_\_\_

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act of 1933, please check the following box.  \_\_\_\_\_

\_\_\_\_\_

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay the effective date of this Registration Statement until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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## EXPLANATORY NOTE

The purpose of this Amendment No. 2 is solely to file certain exhibits to this Registration Statement as set forth below in Item 16(a) of Part II.

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 16. Exhibits and Financial Statement Schedules.

(a) The following exhibits are filed herewith:

Exhibit Number	Exhibit Title
1.01*	Form of Underwriting Agreement.
3.01*	Amended and Restated Certificate of Incorporation of the Registrant as filed with the Delaware Secretary of State on June 17, 2003.
3.02*	Amended and Restated Bylaws of the Registrant.
4.01(1)	Specimen Common Stock Certificate.
4.02(1)	Sixth Amended and Restated Rights Agreement by and among the Registrant and certain stockholders of the Registrant dated July 13, 2001.
4.03(1)	Stockholders Agreement by and among the Registrant, Dr. Igor Y. Khandros, Susan Bloch and Richard Hoffman dated February 9, 1994.
4.04(1)	Stockholders Agreement by and among the Registrant, Dr. Igor Y. Khandros, Susan Bloch and Milton Ohring dated April 11, 1994.
4.05(1)	Stockholders Agreement by and among the Registrant, Dr. Igor Y. Khandros, Susan Bloch and Benjamin Eldridge dated August 12, 1994.
4.06(1)	Stockholders Agreement by and among the Registrant, Dr. Igor Y. Khandros, Susan Bloch and Charles Baxley, P.C. dated September 8, 1994.
5.01	Opinion of Fenwick & West LLP.
10.01(1)	Form of Indemnity Agreement.
10.02(1)	1995 Stock Plan, and form of option grant.
10.03(1)	1996 Stock Option Plan, and form of option grant.
10.04(1)	Incentive Option Plan, and form of option grant.
10.05(1)	Management Incentive Option Plan, and form of option grant.
10.06(1)	2002 Equity Incentive Plan, and forms of option grant.
10.07(1)	2002 Employee Stock Purchase Plan.
10.08(2)	Key Management Bonus Plan (2003).
10.09(3)	Sales Incentive Plan (first half 2003).
10.10*†	Sales Incentive Plan (second half 2003).
10.11(1)	Employment Offer Letter dated October 29, 1998 to Yoshikazu Hatsukano.
10.12(1)	Lease by and between Paul E. Iacono and the Registrant dated June 26, 1995.
10.12.1(1)	First Option to Extend Lease Term by and between Paul E. Iacono and the Registrant dated October 4, 2002 for the Lease between the parties dated June 26, 1995.
10.13(1)	Lease by and between Paul E. Iacono and the Registrant dated April 12, 1996.
10.13.1(1)	First Option to Extend Lease Term by and between Paul E. Iacono and the Registrant dated October 4, 2002 for the Lease between the parties dated April 12, 1996.

**Exhibit  
Number****Exhibit Title**

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10.14(1)	Lease by and between Paul E. Iacono and the Registrant dated November 20, 1996.
10.14.1(1)	First Option to Extend Lease Term by and between Paul E. Iacono and the Registrant dated October 4, 2002 for the Lease between the parties dated November 20, 1996.
10.15(1)	Lease by and between Paul E. Iacono and the Registrant dated April 24, 1997.
10.15.1(1)	First Option to Extend Lease Term by and between Paul E. Iacono and the Registrant dated October 4, 2002 for the Lease between the parties dated April 24, 1997.
10.16(1)	Lease by and between Richard K. and Pamela K. Corbett, Robert and Cheryl Rumberger, Connie Duke and the Registrant dated March 12, 1998.
10.16.1(1)	First Amendment to Standard Industrial/ Single Tenant Lease — Net by and between Richard K. Corbett and Pamela K. Corbett, Robert Rumberger and Cheryl Rumberger, and the Registrant dated April 30, 2003.
10.17(1)	Lease by and between L One and the Registrant dated March 25, 1998.
10.18(1)	Pacific Corporate Center Lease by and between Greenville Investors, L.P. and the Registrant dated May 3, 2001.
10.18.1(1)	First Amendment to Pacific Corporate Center Lease by and between Greenville Investors, L.P. and the Registrant dated January 31, 2003.
10.19(1)	Pacific Corporate Center Lease by and between Greenville Investors, L.P. and the Registrant dated May 3, 2001.
10.19.1(1)	First Amendment to Pacific Corporate Center Lease by and between Greenville Investors, L.P. and the Registrant dated January 31, 2003.
10.20(1)	Pacific Corporate Center Lease by and between Greenville Investors, L.P. and the Registrant dated May 3, 2001.
10.20.1(1)	First Amendment to Pacific Corporate Center Lease by and between Greenville Investors, L.P. and the Registrant dated January 31, 2003.
10.21(4)	Third Amended and Restated Loan and Security Agreement by and between Comerica Bank — California and the Registrant dated February 21, 2003.
10.22(1)	Basic Purchase Agreement by and among Infineon Technologies Aktiengesellschaft, Whiteoak Semiconductor Partnership, Promos Technologies Inc. and the Registrant dated July 9, 1999.
10.22.1(1)	Letter Agreement by and between Infineon Technologies Aktiengesellschaft and the Registrant dated July 19, 2002.
10.22.2*	Letter Agreement by and between Infineon Technologies Aktiengesellschaft and the Registrant dated July 1, 2003.
10.23(1)	Authorized International Distributor Agreement by and between Spirox Corporation and the Registrant dated June 1, 2000.
10.23.1*†	Amendment No. 1 to Authorized International Distributor Agreement by and between Spirox Corporation and the Registrant dated July 1, 2003.
10.24(1)	Probecard Purchase Agreement by and between Samsung Electronics Industries Co., Ltd. and the Registrant dated November 22, 2000.
10.24.1(1)	Agreement by and between Samsung Electronics Industries Co., Ltd. and the Registrant dated October 31, 2001, Agreement by and between Samsung Electronics Industries Co., Ltd. and the Registrant dated January 10, 2002, and Agreement by and between Samsung Electronics Industries Co., Ltd. and the Registrant dated January 22, 2003.

Exhibit Number	Exhibit Title
10.25(1)	Intel Corporation Purchase Agreement — Capital Equipment and Services by and between Intel Corporation and the Registrant dated January 8, 2001, and as amended on January 22, 2001, on March 1, 2001, and on April 1, 2001.
10.25.1(1)	Amendment to Intel Corporation Purchase Agreement by and between Intel Corporation and the Registrant dated May 22, 2002.
10.25.2*†	Amendment to Intel Corporation Purchase Agreement by and between Intel Corporation and the Registrant dated June 30, 2002.
10.26(5)	Production and Development Materials and Services Purchase Agreement by and between Harbor Electronics and the Registrant dated April 17, 2002.
10.27(6)	Production and Development Materials and Services Purchase Agreement by and between NTK Technologies and the Registrant dated June 25, 2002.
21.01(1)	List of Subsidiaries of Registrant.
23.01	Consent of Fenwick & West LLP (See Exhibit 5.01).
23.02*	Consent of independent accountants.
24.01*	Power of Attorney (see page II-9 of the original filing of this Registration Statement.)

- (1) Incorporated by reference to the exhibit of the same number in the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Securities and Exchange Commission on June 11, 2003.
- (2) Incorporated by reference to Exhibit 10.08.1 of the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Securities and Exchange Commission on June 11, 2003.
- (3) Incorporated by reference to Exhibit 10.08.4 of the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Securities and Exchange Commission on June 11, 2003.
- (4) Incorporated by reference to Exhibit 10.29 of the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Securities and Exchange Commission on June 11, 2003.
- (5) Incorporated by reference to Exhibit 10.27 of the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Securities and Exchange Commission on June 11, 2003.
- (6) Incorporated by reference to Exhibit 10.28 of the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Securities and Exchange Commission on June 11, 2003.

\* Previously filed.

† Confidential treatment has been granted for portions of this exhibit. These portions have been omitted from this Registration Statement and have been filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Livermore, State of California, on this 4th day of November, 2003.

FORMFACTOR, INC.

By: /s/ STUART L. MERKADEAU

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Stuart L. Merkadeau  
*Senior Vice President, General Counsel  
and Secretary*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<b>Principal Executive Officer:</b>		
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Dr. Igor Y. Khandros	President, Chief Executive Officer and Director	November 4, 2003
<b>Principal Financial Officer:</b>		
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Jens Meyerhoff	Senior Vice President of Operations and Chief Financial Officer	November 4, 2003
<b>Principal Accounting Officer:</b>		
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Michael M. Ludwig	Vice President of Human Resources and Finance, and Controller	November 4, 2003

Name	Title	Date
<b>Additional Directors:</b>		
* _____ Joseph R. Bronson	Director	November 4, 2003
* _____ Dr. Thomas J. Campbell	Director	November 4, 2003
* _____ Dr. William H. Davidow	Director	November 4, 2003
* _____ G. Carl Everett, Jr.	Director	November 4, 2003
* _____ James A. Prestridge	Director	November 4, 2003
*By: /s/ STUART L. MERKADEAU _____ Stuart L. Merkadeau <i>Attorney-in-Fact</i> November 4, 2003		



## EXHIBIT INDEX

**Exhibit  
Number**

**Exhibit Title**

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5.01  
23.01

Opinion of Fenwick & West LLP.  
Consent of Fenwick & West LLP (See Exhibit 5.01).

[FENWICK & WEST LETTERHEAD]

November 3, 2003

FormFactor, Inc.  
2140 Research Drive  
Livermore, California 94550

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (Registration Number 333-109815) filed on October 20, 2003, as amended by Amendment No. 1 filed on October 27, 2003 and Amendment No. 2 to be filed on or about the date hereof, by FormFactor, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") (as amended from time to time, the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of up to 5,750,000 shares of the Company's Common Stock, par value \$0.001 per share (the "Stock"), 3,500,134 of which will be sold by certain selling stockholders (the "Selling Stockholders"). Of the 3,500,134 shares of Stock that will be sold by the Selling Stockholders through the Registration Statement, 3,472,505 shares are presently issued and outstanding (the "Issued Stock") and 27,629 shares will be issued upon the exercise by certain Selling Stockholders of their stock option agreements with the Company (the "Option Stock").

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) the Company's Amended and Restated Certificate of Incorporation, filed with the Delaware Secretary of State on June 17, 2003.
- (2) the Company's Amended and Restated Bylaws, certified by the Company's Secretary on June 20, 2003.
- (3) the Registration Statement, together with the exhibits filed as a part thereof or incorporated therein by reference.
- (4) the Prospectus prepared in connection with the Registration Statement.
- (5) the minutes of meetings and actions by written consent of the stockholders and the Board of Directors of the Company that are contained in the Company's minute books that are in our possession.

- (6) the stock records for the Company that the Company has provided to us (consisting of a certificate from the Company's transfer agent verifying the number of the Company's issued and outstanding shares of capital stock as of October 30, 2003 and a list of option and warrant holders respecting the Company's capital stock and of any rights to purchase capital stock that was prepared by the Company and dated October 30, 2003 verifying the number of such issued and outstanding securities).
- (7) the stock purchase or stock option exercise agreements under which the Selling Stockholders acquired the Issued Stock to be sold by them, and the stock option agreements and related stock option plans under which the Selling Stockholders obtained options to purchase the Option Stock to be sold by them, as described in the Registration Statement.
- (8) the Letter of Transmittal and Custody Agreement, the Irrevocable Power of Attorney and the Stock Power signed by each of the Selling Stockholders in connection with the sale of Stock described in the Registration Statement.
- (9) a Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "Management Certificate").
- (10) the form of Underwriting Agreement to be entered into by and among the Company, the Selling Stockholders and the several underwriters party thereto, which is attached as Exhibit 1.01 to the Registration Statement.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document entered into by the Selling Stockholders and the due authorization, execution and delivery of all such documents by the Selling Stockholders where due authorization, execution and delivery are prerequisites to the effectiveness thereof. We have also assumed that the certificates representing the Stock to be issued and sold by the Company, and the certificates representing the Option Stock to be issued by the Company and to be sold by certain Selling Stockholders, will be, when issued, properly signed by authorized officers of the Company or their agents.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, the State of

California, and the Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that, at or prior to the time of the delivery of any shares of Stock, the Registration Statement will have been declared effective under the Securities Act of 1933, as amended, that the registration will apply to such shares of Stock and will not have been modified or rescinded.

Based upon the foregoing, it is our opinion that (i) the 2,249,866 shares of Stock to be issued and sold by the Company, when issued, sold and delivered, in the manner and for the consideration stated in the Registration Statement and the Prospectus and in accordance with the resolutions regarding the public offering price, the underwriting discounts and commissions, and other matters dependent upon the public offering price to be adopted by the Pricing Committee of the Company's Board of Directors, will be validly issued, fully paid and nonassessable, (ii) the 27,629 shares of Option Stock to be sold by certain Selling Stockholders, when issued, sold and delivered by the Company upon the exercise of stock options, in the manner and for the consideration stated in the applicable stock option plan of the Company and the stock option agreements with respect to such shares, will be validly issued, fully paid and nonassessable, and (iii) the 3,472,505 shares of Issued Stock to be sold by certain Selling Stockholders are validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ MARK A. LEAHY

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Mark A. Leahy, a Partner