## **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 28, 2020

# **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)		<b>94551</b> (Zip Code)
Registrant's te	elephone number, including area code:	(925) 290-4000
(Former Nan	<b>Not Applicable</b> ne or Former Address, if Changed Sin	ice Last Report)
Check the appropriate box below if the Form 8-K filing is into (see General Instruction A.2. below):	ended to simultaneously satisfy the fil	ing obligation of the registrant under any of the following provisions
$\square$ Written communications pursuant to Rule 425 under the	e Securities Act (17 CFR 230.425)	
☐ Soliciting material pursuant to Rule 14a-12 under the Ex	xchange Act (17 CFR 240.14a-12)	
$\square$ Pre-commencement communications pursuant to Rule 1	.4d-2(b) under the Exchange Act (17	CFR 240.14d-2(b))
$\square$ Pre-commencement communications pursuant to Rule 1	3e-4(c) under the Exchange Act (17 C	CFR 240.13e-4(c))
Securities registered pursuant to Section12(b) of the Act:  Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value	FORM	Nasdaq Global Market
Indicate by check mark whether the registrant is an emerging 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this o		405 of the Securities Act of 1933(§230.405 of this chapter) or Rule
☐ If an emerging growth company, indicate by check mark revised financial accounting standards provided pursuant to Sectio		the extended transition period for complying with any new or

#### Item 2.02. Results of Operations and Financial Condition.

On October 28, 2020, FormFactor, Inc. ("FormFactor") issued a press release announcing its financial results for the third quarter of fiscal 2020 that ended on September 26, 2020. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed herewith and this list is intended to constitute the exhibit index.

Exhibit Number Description				
99.01	Press release dated October 28, 2020			

The information in this report and the accompanying exhibit shall not be incorporated by reference into any filing of FormFactor with the Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. The information in this report, including the accompanying exhibit, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a) (2) of the Securities Act of 1933, as amended.

#### **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 hereunto duly authorized.

FORMFACTOR, INC.

Date: October 28, 2020 By: /s/ SHAI SHAHAR

Name: Shai Shahar

Title: Chief Financial Officer



### Investor Contact:

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

#### FORMFACTOR, INC. REPORTS 2020 THIRD QUARTER RESULTS

Company Delivers Q3 Revenue and Gross Margin at High End of Outlook Range, Expects Continued Momentum in Q4; Acquires High Precision Devices, Inc., Expanding Cryogenic Thermal Control and Test Expertise

**LIVERMORE**, **Calif.** — **October 28, 2020** — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the third quarter of fiscal 2020 ended September 26, 2020. Quarterly revenues were \$178.0 million, an increase of 12.8% compared to \$157.8 million in the second quarter of fiscal 2020, an increase of 26.6% from \$140.6 million in the third quarter of fiscal 2019.

- · Revenue at high end of outlook range, close to Company record; Non-GAAP EPS above outlook range
- · Demonstrated diversified revenue profile, with four semiconductor industry leaders comprising ten-percent customers
- · Continued to add production capacity and increase factory output to meet sustained strong demand

"Our third quarter results demonstrate FormFactor's continuing progress, as we scale to meet customers' robust demand for our products," said Mike Slessor, CEO of FormFactor, Inc. "Despite the challenges posed by COVID-19, we steadily improved the efficiency of both our internal operations and external supply chain, allowing us to deliver results nearly matching our all-time-record fourth quarter of 2019."

The Company also announced that it acquired High Precision Devices, Inc. (HPD) shortly after the end of the third quarter. Based in Boulder, Colorado, HPD brings world-class cryogenic thermal control and test expertise that augment FormFactor's existing capabilities and products. The ability to control and manage testing from near absolute zero to hundreds of degrees centigrade is a differentiating capability in semiconductor testing, and HPD expands FormFactor's leading portfolio of engineering system test and measurement capabilities.

"We are pleased to welcome to HPD's team to FormFactor and are excited about adding their expertise, technologies, and products in cryogenic test and measurement, an area that is evolving rapidly with revolutionary applications like quantum computing" said Dr. Mike Slessor, CEO of FormFactor.

#### **Third Quarter Highlights**

On a GAAP basis, net income for the third quarter of fiscal 2020 was \$22.9 million, or \$0.29 per fully-diluted share, compared to net income for the second quarter of fiscal 2020 of \$20.5 million, or \$0.26 per fully-diluted share, and net income for the third quarter of fiscal 2019 of \$8.3 million, or \$0.11 per fully-diluted share. Gross margin for the third quarter of 2020 was 43.1%, compared with 41.9% in the second quarter of 2020, and 39.3% in the third quarter of 2019.

On a non-GAAP basis, net income for the third quarter of fiscal 2020 was \$30.7 million, or \$0.39 per fully-diluted share, compared to net income for the second quarter of fiscal 2020 of \$25.8 million, or \$0.33 per fully-diluted share, and net income for the third quarter of fiscal 2019 of \$17.3 million, or \$0.22 per fully-diluted share. On a non-GAAP basis, gross margin for the third quarter of 2020 was 46.7%, compared with 45.8% in the second quarter of 2020, and 43.5% in the third quarter of 2019.

A reconciliation of GAAP to non-GAAP measures is provided in the schedules included below.

Free cash flow for the third quarter of fiscal 2020 was \$37.2 million, compared to free cash flow for the second quarter of fiscal 2020 of \$18.6 million, and free cash flow for the third quarter of 2019 of \$25.6 million. A reconciliation of net cash provided by operating activities to free cash flow is provided in the schedules included below.

#### **Stock Repurchase Program**

The Company's Board of directors has authorized a \$50.0 million share repurchase program to help offset dilution from share issuances related to stock-based compensation. The Company intends to purchase share in the open market. The share repurchase program will expire on October 28, 2022.

#### Outlook

Dr. Slessor added, "As reflected in our fourth-quarter outlook, we anticipate remaining on our current positive trajectory for a strong finish to 2020."

For the fourth quarter ending December 26, 2020, FormFactor is providing the following outlook\*:

	GAAP	Reconciling Items**	Non-GAAP
Revenue	\$178 million to \$190 million	_	\$178 million to \$190 million
Gross Margin	40% to 43%	\$7 million	44% to 47%
Net income per diluted share	\$0.19 to \$0.27	\$0.16	\$0.35 to \$0.43

<sup>\*</sup>This outlook assumes consistent foreign currency rates.

We posted our revenue breakdown by geographic region, by market segment and with customers with greater than 10% of total revenue on the Investor Relations section of our website at www.formfactor.com. We will conduct a conference call at 1:25 p.m. PDT, or 4:25 p.m. EDT, today.

The public is invited to listen to a live webcast of FormFactor's conference call on the Investor Relations section of our web site at www.formfactor.com. A telephone replay of the conference call will be available approximately two hours after the conclusion of the call. The telephone replay will be available through November 4, 6:30 p.m. Pacific Time, and can be accessed by dialing (855) 859-2056 (domestic) or (404) 537-3406 (international) and entering confirmation code 4879487. Additionally, the replay will be available on the Investor Relations section of our website, www.formfactor.com.

#### **Use of Non-GAAP Financial Information:**

To supplement our condensed consolidated financial results prepared under generally accepted accounting principles, or GAAP, we disclose certain non-GAAP measures of non-GAAP net income, non-GAAP earnings per fully-diluted share, non-GAAP gross margin, non-GAAP operating expenses and non-GAAP operating income, that are adjusted from the nearest GAAP financial measure to exclude certain costs, expenses, gains and losses. Reconciliations of the adjustments to GAAP results for the three and nine months ended September 26, 2020 and for outlook provided before, as well as for the comparable periods of fiscal 2019, are provided below, and on the Investor Relations section of our website at www.formfactor.com. Information regarding the ways in which management uses non-GAAP financial information to evaluate its business, management's reasons for using this non-GAAP financial information, and limitations associated with the use of non-GAAP financial information, is included under "About our Non-GAAP Financial Measures" following the tables below.

#### About FormFactor:

FormFactor, Inc. (Nasdaq:FORM), is a leading provider of essential test and measurement technologies along the full IC life cycle - from characterization, modeling, reliability, and design de-bug, to qualification and production test. Semiconductor companies rely upon FormFactor's products and services to accelerate profitability by optimizing device performance and advancing yield knowledge. The Company serves customers through its network of facilities in Asia, Europe, and North America. For more information, visit the Company's website at www.formfactor.com.

<sup>\*\*</sup>Reconciling items are stock-based compensation, restructuring charges, acquisition related expenses and amortization of intangibles.

#### Forward-looking Statements:

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the federal securities laws, including with respect to the Company's future financial and operating results, the Company's plans, strategies and objectives for future operations. These statements are based on management's current expectations and beliefs as of the date hereof, and are subject to a number of risks and uncertainties, many of which are beyond the Company's control, that could cause actual results to differ materially from those described in the forward-looking statements. These forwardlooking statements include, but are not limited to statements regarding future financial and operating results, customer demand, conditions in the semiconductor industry, and growth opportunities, and other statements regarding the Company's business. Forward-looking statements may contain words such as "may," "might," "will," "expect," "plan," "anticipate," and "continue," the negative or plural of these words and similar expressions, and include the assumptions that underlie such statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: changes in demand for the Company's products; customer-specific demand; the speed of customer implementation of new technologies; industry seasonality; risks to the Company's realization of benefits from acquisitions and investments in capacity; changes macro-economic environments; events affecting global and regional economic conditions and stability such as Brexit, infectious diseases and pandemics (such as the current COVID-19 pandemic), military conflicts, political volatility and similar factors, operating separately or in combination; and other factors, including those set forth in the Company's most current annual report on Form 10-K, quarterly reports on Form 10-Q and other filings by the Company with the U.S. Securities and Exchange Commission. We are operating in an environment with especially substantial uncertainties arising from the COVID-19 pandemic, including with respect to its current and future impact on our operations, workforce, manufacturing capacity, customer demand, supply chain, macroeconomic environment and other important aspects of our business. In addition, there are increasingly restrictive export regulations being adopted in the U.S., including recently published amendments to export regulations that may substantially restrict or condition our sales in China with considerable uncertainty regarding the ultimate interpretation and implementation of these rules. No assurances can be given that any of the events anticipated by the forward-looking statements within this press release will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of the Company, Unless required by law, the Company is under no obligation (and expressly disclaims any such obligation) to update or revise its forward-looking statements whether as a result of new information, future events, or otherwise.

## FORMFACTOR, INC. CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share amounts)
(Unaudited)

		Three Mo	Nine Months Ended				
	S	September 26, 2020		September 26, 2020		September 28, 2019	
Revenues	\$	177,996	\$ 140,604	\$ 496,573	\$	410,835	
Cost of revenues		101,247	85,286	286,267		247,644	
Gross profit		76,749	55,318	210,306		163,191	
Operating expenses:							
Research and development		22,878	20,096	65,064		59,893	
Selling, general and administrative		31,834	25,887	82,282		77,354	
Total operating expenses		54,712	45,983	147,346		137,247	
Operating income		22,037	9,335	62,960		25,944	
Interest income		249	724	1,310		1,988	
Interest expense		(193)	(422)	(682)	)	(1,539)	
Other income, net		299	226	141		223	
Income before income taxes		22,392	9,863	63,729		26,616	
Provision (benefit) for income taxes		(499)	1,584	4,479		5,906	
Net income	\$	22,891	\$ 8,279	\$ 59,250	\$	20,710	
Net income per share:							
Basic	\$	0.30	\$ 0.11	\$ 0.78	\$	0.28	
Diluted	\$	0.29	\$ 0.11	\$ 0.75	\$	0.27	
Weighted-average number of shares used in per share calculations:							
Basic		77,029	75,280	76,436	_	74,749	
Diluted		78,809	77,291	78,534	_	76,763	

## FORMFACTOR, INC. NON-GAAP FINANCIAL MEASURE RECONCILIATIONS

(In thousands, except per share amounts) (Unaudited)

		(Chauc	uttuj							
	Three Months Ended					Nine Months Ended				
	Se	ptember 26, 2020	S	eptember 28, 2019	June 27, 2020		September 26, 2020	S	eptember 28, 2019	
GAAP Gross Profit	\$	76,749	\$	55,318	\$ 66,167	\$	210,306	\$	163,191	
Adjustments:										
Amortization of intangibles and inventory fair value adjustment due to acquisition		5,495		4,707	5,174		16,419		14,137	
Stock-based compensation		962		1,117	901		2,800		3,031	
Restructuring charges		_		_	 _		_		258	
Non-GAAP Gross Profit	\$	83,206	\$	61,142	\$ 72,242	\$	229,525	\$	180,617	
GAAP Gross Margin		43.1 %	, )	39.3 %	41.9 %		42.4 %		39.7 %	
Adjustments:										
Amortization of intangibles and inventory fair value adjustment due to acquisition		3.1 %	)	3.3 %	3.3 %		3.3 %		3.4 %	
Stock-based compensation		0.5 %	, )	0.9 %	0.6 %		0.6 %		0.7 %	
Restructuring charges		— %	)	— %	— %		— %		0.1 %	
Non-GAAP Gross Margin		46.7 %	<u> </u>	43.5 %	45.8 %		46.3 %		43.9 %	
GAAP operating expenses	\$	54,712	\$	45,983	\$ 43,674	\$	147,346	\$	137,247	
Adjustments:		,		,	,		,		Í	
Amortization of intangibles and inventory fair value adjustment due to acquisition		(1,547)		(1,372)	(1,528)		(4,588)		(6,111)	
Stock-based compensation		(4,547)		(5,387)	(4,741)		(13,974)		(14,057)	
Restructuring charges		_		(22)	_		_		(199)	
Gain on contingent consideration		71		_	3,700		3,771		_	
Acquisition related expenses		(334)		(247)	 		(369)		(247)	
Non-GAAP operating expenses	\$	48,355	\$	38,955	\$ 41,105	\$	132,186	\$	116,633	
GAAP operating income	\$	22,037	\$	9,335	\$ 22,493	\$	62,960	\$	25,944	
Adjustments:										
Amortization of intangibles and inventory fair value adjustment due to acquisition		7,042		6,079	6,702		21,007		20,248	
Stock-based compensation		5,509		6,504	5,642		16,774		17,088	
Restructuring charges		_		22	_		_		457	
Gain on contingent consideration		(71)		_	(3,700)		(3,771)		_	
Acquisition related expenses		334		247	 		369		247	
Non-GAAP operating income	\$	34,851	\$	22,187	\$ 31,137	\$	97,339	\$	63,984	

## FORMFACTOR, INC. NON-GAAP FINANCIAL MEASURE RECONCILIATIONS

(In thousands, except per share amounts) (Unaudited)

	(Chadante	α,								
Three Months Ended						<b>Nine Months Ended</b>				
Se	ptember 26, 2020		September 28, 2019		June 27, 2020		September 26, 2020	5	September 28, 2019	
\$	22,891	\$	8,279	\$	20,469	\$	59,250	\$	20,710	
	7,042		6,079		6,702		21,007		20,248	
	5,509		6,504		5,642		16,774		17,088	
	_		22		_		_		457	
	(71)		_		(3,700)		(3,771)			
	334		247		_		369		247	
	(4,970)		(3,812)		(3,265)		(10,994)		(10,137)	
\$	30,735	\$	17,319	\$	25,848	\$	82,635	\$	48,613	
\$	0.40	\$	0.23	\$	0.34	\$	1.08	\$	0.65	
\$	0.39	\$	0.22	\$	0.33	\$	1.05	\$	0.63	
		\$ 22,891  7,042 5,509  (71) 334 (4,970) \$ 30,735	\$ 22,891 \$ 7,042 5,509 - (71) 334 (4,970) \$ 30,735 \$ \$	Three Months Ender September 28, 2019           September 26, 2019         September 28, 2019           \$ 22,891         \$ 8,279           7,042         6,079           5,509         6,504           —         22           (71)         —           334         247           (4,970)         (3,812)           \$ 30,735         \$ 17,319           \$ 0.40         \$ 0.23	Three Months Ended-         September 26, 2020       September 28, 2019         \$ 22,891       \$ 8,279       \$         7,042       6,079       6,504	Three Months Ended           September 26, 2020         September 28, 2019         June 27, 2020           \$ 22,891         \$ 8,279         \$ 20,469           7,042         6,079         6,702           5,509         6,504         5,642           —         22         —           (71)         —         (3,700)           334         247         —           (4,970)         (3,812)         (3,265)           \$ 30,735         \$ 17,319         \$ 25,848           \$ 0.40         \$ 0.23         \$ 0.34	Three Months Ended           September 26, 2020         September 28, 2019         June 27, 2020           \$ 22,891         \$ 8,279         \$ 20,469         \$           7,042         6,079         6,702         6,702         6,504         5,642         6,642         6,642         6,642         6,642         6,642         6,642         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702         6,702	Three Months Ended         Nine Months Ended           September 26, 2020         September 28, 2019         June 27, 2020         September 26, 2020           \$ 22,891         \$ 8,279         \$ 20,469         \$ 59,250           7,042         6,079         6,702         21,007           5,509         6,504         5,642         16,774           —         22         —         —           (71)         —         (3,700)         (3,771)           334         247         —         369           (4,970)         (3,812)         (3,265)         (10,994)           \$ 30,735         \$ 17,319         \$ 25,848         \$ 82,635           \$ 0.40         \$ 0.23         \$ 0.34         \$ 1.08	September 26,   September 28,   June 27,   2020   September 26,   2019   September 27,   2020   September 28,   2020   September 28,   2020   September 26,   September 28,   September 28,	

# FORMFACTOR, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands) (Unaudited)

	Nine Months Ended		
	ember 26, 2020	Sep	tember 28, 2019
Cash flows from operating activities:	 		
Net income	\$ 59,250	\$	20,710
Selected adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	14,491		12,644
Amortization	20,249		20,248
Stock-based compensation expense	16,774		17,088
Provision for excess and obsolete inventories	9,763		8,046
Gain on contingent consideration	(3,771)		_
Other activity impacting operating cash flows	 7,453		4,642
Net cash provided by operating activities	124,209		83,378
Cash flows from investing activities:			
Acquisition of property, plant and equipment	(41,887)		(14,242)
Acquisition of business, net of cash acquired	(34,999)		_
Proceeds (purchases) of marketable securities, net	20,609		(25,898)
Other activity impacting investing cash flows	82		93
Net cash used in investing activities	 (56,195)		(40,047)
Cash flows from financing activities:			
Proceeds from issuances of common stock	9,588		7,672
Proceeds from term loan debt	18,000		_
Payment of term loan debt issuance costs	(78)		_
Tax withholdings related to net share settlements of equity awards	(15,382)		(7,898)
Principal repayments on term loans	(41,098)		(18,750)
Net cash used in financing activities	(28,970)		(18,976)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	1,262		(161)
Net increase in cash, cash equivalents and restricted cash	 40,306		24,194
Cash, cash equivalents and restricted cash, beginning of period	147,937		100,546
Cash, cash equivalents and restricted cash, end of period	\$ 188,243	\$	124,740

# FORMFACTOR, INC. RECONCILIATION OF CASH PROVIDED BY OPERATING ACTIVITIES TO FREE CASH FLOW (In thousands) (Unaudited)

	Three Months Ended					Nine Months Ended				
		ıber 26, 120		September 28, 2019		June 27, 2020	Se	eptember 26, 2020		September 28, 2019
Net cash provided by operating activities	\$	41,762	\$	28,002	\$	43,108	\$	124,209	\$	83,378
Adjustments:										
Cash paid for interest		210		350		182		683		1,128
Acquisition related payments in working capital		334		_		_		369		_
Capital expenditures		(5,144)		(2,782)		(24,693)		(41,887)		(14,242)
Free cash flow	\$	37,162	\$	25,570	\$	18,597	\$	83,374	\$	70,264

# FORMFACTOR, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands)

(In thousands) (Unaudited)

(Onaudited)		eptember 26, 2020	Γ	ecember 28, 2019	
ASSETS	_				
Current assets:					
Cash and cash equivalents	\$	185,368	\$	144,545	
Marketable securities		56,100		76,327	
Accounts receivable, net of allowance for doubtful accounts of \$222 and \$222		96,946		97,868	
Inventories, net		94,616		83,258	
Restricted cash		1,477		1,981	
Prepaid expenses and other current assets		21,687		15,064	
Total current assets		456,194		419,043	
Restricted cash		1,398		1,411	
Operating lease, right-of-use-assets		29,320		31,420	
Property, plant and equipment, net of accumulated depreciation		97,528		58,747	
Goodwill		220,757		199,196	
Intangibles, net		37,937		57,610	
Deferred tax assets		71,464		71,252	
Other assets		1,009		1,203	
Total assets	\$	915,607	\$	839,882	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:				10.011	
Accounts payable	\$		\$	40,914	
Accrued liabilities		44,026		36,439	
Current portion of term loans, net of unamortized issuance costs		9,120		42,846	
Deferred revenue		13,670		9,810	
Operating lease liabilities		6,555		6,551	
Total current liabilities		136,274		136,560	
Term loans, less current portion, net of unamortized issuance costs		26,874		15,639	
Deferred tax liabilities		5,682		6,986	
Long-term operating lease liabilities		26,794		29,088	
Other liabilities		5,841		10,612	
Total liabilities		201,465		198,885	
Stockholders' equity:					
Common stock, \$0.001 par value:					
250,000,000 shares authorized; 77,383,494 and 75,764,990 shares issued and outstanding		78		76	
Additional paid-in capital		896,576		885,821	
Accumulated other comprehensive income (loss)		2,479		(659)	
Accumulated deficit		(184,991)		(244,241)	
Total stockholders' equity		714,142		640,997	
Total liabilities and stockholders' equity	\$	915,607	\$	839,882	

#### About our Non-GAAP Financial Measures:

We believe that the presentation of non-GAAP net income, non-GAAP earnings per fully-diluted share, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income and free cash flow provides supplemental information that is important to understanding financial and business trends and other factors relating to our financial condition and results of operations. Non-GAAP net income, non-GAAP earnings per fully-diluted share, non-GAAP gross margin, non-GAAP operating expenses, and non-GAAP operating income are among the primary indicators used by management as a basis for planning and forecasting future periods, and by management and our board of directors to determine whether our operating performance has met certain targets and thresholds. Management uses non-GAAP net income, non-GAAP earnings per fully-diluted share, non-GAAP gross margin, non-GAAP operating expenses, and non-GAAP operating income when evaluating operating performance because it believes that the exclusion of the items indicated herein, for which the amounts or timing may vary significantly depending upon our activities and other factors, facilitates comparability of our operating performance from period to period. We use free cash flow to conduct and evaluate our business as an additional way of viewing our liquidity that, when viewed with our GAAP results, provides a more complete understanding of factors and trends affecting our cash flows. Many investors also prefer to track free cash flow, as opposed to only GAAP earnings. Free cash flow has limitations due to the fact that it does not represent the residual cash flow available for discretionary expenditures, and therefore it is important to view free cash flow as a complement to our entire consolidated statements of cash flows. We have chosen to provide this non-GAAP information to investors so they can analyze our operating results closer to the way that management does, and use this information in their assessment of our business and the valuation of our company. We compute non-GAAP net income, non-GAAP fully-diluted earnings per share, non-GAAP gross margin, non-GAAP operating expenses, non-GAAP operating income, by adjusting GAAP net income, GAAP earnings per fully-diluted share, non-GAAP gross margin, non-GAAP operating expenses, and non-GAAP operating income to remove the impact of certain items and the tax effect, if applicable, of those adjustments. These non-GAAP measures are not in accordance with, or an alternative to, GAAP and may be materially different from other non-GAAP measures, including similarly titled non-GAAP measures used by other companies. The presentation of this additional information should not be considered in isolation from, as a substitute for, or superior to, net income, earnings per fully-diluted share, gross margin, operating expenses, or operating income in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect certain items that may have a material impact upon our reported financial results. We may expect to continue to incur expenses of a nature similar to the non-GAAP adjustments described above, and exclusion of these items from our non-GAAP net income, non-GAAP earnings per fully-diluted share, non-GAAP gross margin, non-GAAP operating expenses, and non-GAAP operating income should not be construed as an inference that these costs are unusual, infrequent or non-recurring. For more information on the non-GAAP adjustments, please see the table captioned "Non-GAAP Financial Measure Reconciliations" and "Reconciliation of Cash Provided By Operating Activities to Free Cash Flow" included in this press release.

Source: FormFactor, Inc.

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