

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rhodes Sheri</u>			2. Issuer Name and Ticker or Trading Symbol <u>FORMFACTOR INC [FORM]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>7005 SOUTHFRONT RD.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>LIVERMORE CA</u>	<u>94551</u>						
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2021		M		7,098	A	\$0	9,107	D	
Common Stock	05/18/2021 ⁽¹⁾		S		3,549	D	\$34.5034 ⁽²⁾	5,558	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.0	05/17/2021		M			7,098	(3)	(4)	Common Stock	7,098	\$0	0	D	
Restricted Stock Units	\$0.0	05/14/2021		A			3,792	(5)	(4)	Common Stock	3,792	\$0	3,792	D	

Explanation of Responses:

- This transaction was effected pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- Price represents the weighted average sale price, \$34.5034, for the transaction reported. Price range of shares sold is \$34.27 through \$34.73. Reporting person undertakes to provide upon request by the SEC staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Restricted Stock Units vest and became exercisable in 12 equal monthly installments with the vesting dates beginning on June 15, 2020 and ending on May 15, 2021. Settlements of vested units into common stock will occur on the earlier of May 15, 2021 or the date the reporting person ceases to provide service to the Issuer, and thereafter on the first market trading day if the applicable date is not a market trading day.
- If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in our Equity Grant Policy for Outside Directors and any other agreements between the reporting person and Issuer, regarding award vesting and exercisability.
- Restricted Stock Units Vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 14, 2021 and ending on May 14, 2022. Settlements of vested units into common stock will occur on the earlier of May 14, 2022 or the date the reporting person ceases to provide service to the Issuer, and thereafter on the first market trading day if the applicable date is not a market trading day.

Remarks:

By: Jason Cohen, Attorney-in-Fact For: Sheri Rhodes 05/18/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.