

**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): **April 29, 2008**

**FORMFACTOR, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-50307**  
(Commission  
File Number)

**13-3711155**  
(IRS Employer  
Identification No.)

**7005 Southfront Road, Livermore, CA**  
(Address of principal executive offices)

**94551**  
(Zip Code)

**(925) 290-4000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (See General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On April 29, 2008, FormFactor, Inc. issued a press release announcing its financial results for the first quarter ended March 29, 2008. 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.**

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
99.01	Press release dated April 29, 2008.

The information in this current 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 and 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.

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**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.

Date: April 29, 2008

FORMFACTOR, INC.

By: /s/ JEAN B. VERNET

Jean B. Vernet  
Chief Financial Officer

3

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
99.01	Press release dated April 29, 2008.

4

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## News Release

### Contacts:

FormFactor, Inc.  
David Viera  
Corporate Communications  
(925) 290-4681  
dviera@FormFactor.com

Investor Relations  
Michael Magaro  
(925) 290-4949  
IR@FormFactor.com

### FormFactor, Inc. Announces First Quarter 2008 Financial Results

*Quarterly revenues of \$65.7 million, down 36% year over year; Net loss for the quarter includes execution impact of global cost reduction plan*

**LIVERMORE, Calif. — April 29, 2008** — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the first quarter of fiscal 2008, ended March 29, 2008. Quarterly revenues were \$65.7 million, down 45.5% from \$120.5 million in the fourth quarter of fiscal 2007, and down 35.8% from \$102.3 million in the first quarter of fiscal 2007.

Net loss for the first quarter of fiscal 2008 was \$18.0 million or (\$0.37) per share on a diluted basis, which included \$4.5 million or \$0.09 per share of stock-based compensation, net of tax. This compares to net income for the fourth quarter of fiscal 2007 of \$14.4 million or \$0.29 per share on a diluted basis, including \$4.3 million or \$0.09 per share of stock-based compensation, net of tax. Net income for the first quarter of fiscal 2007 was \$15.2 million or \$0.31 per share on a diluted basis, which included \$4.8 million or \$0.10 per share of stock-based compensation, net of tax. First quarter of fiscal 2008 results also include approximately \$5.3 million in restructuring costs related to our global cost reduction plan implemented during the quarter.

“As we reported earlier this month, current weakness in the DRAM market has impacted our business, as customers have been dramatically delaying test capacity expansions and pushing out technology transitions,” stated Mario Ruscev, President of FormFactor. “FormFactor is taking appropriate measures to better align operations and expenses with the current market environment, while continuing our strategic investments in R&D to maintain our technology leadership and position us for the future.”

The company has posted its revenue breakdown by region and market segment on the Investors section of its website at [www.formfactor.com](http://www.formfactor.com). FormFactor will conduct a conference call at 1:30 p.m. PDT, or 4:30 p.m. EDT, today. The public is invited to listen to a live web cast of FormFactor’s conference call on the Investors section of the company’s website at [www.formfactor.com](http://www.formfactor.com). An audio replay of the conference call will also be made available approximately two hours after the conclusion of the call. The audio replay will remain available until May 1, 2008 at 6:30 p.m. PDT and can be accessed by dialing (888) 286-8010 or (617) 801-6888 and entering confirmation code 40225130.

### About FormFactor:

Founded in 1993, FormFactor, Inc. (Nasdaq: FORM) is the leader in advanced wafer probe cards, which are used by semiconductor manufacturers to electrically test integrated circuits, or ICs. The company’s wafer sort, burn-in and device performance testing products move IC testing upstream from post-packaging to the wafer level, enabling semiconductor manufacturers to lower their overall production costs, improve yields, and bring next-generation devices to market. FormFactor is headquartered in Livermore, California with operations in Europe, Asia and North America. For more information, visit the company’s website at [www.formfactor.com](http://www.formfactor.com).

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FormFactor and the FormFactor logo are registered trademarks of FormFactor, Inc. All other product, trademark, company or service names mentioned herein are the property of their respective owners.

**FORWARD-LOOKING STATEMENTS.** Statements in this press release that are not strictly historical in nature are forward-looking statements within the meaning of the federal securities laws, including statements regarding business momentum, demand for our products and future growth. These forward-looking statements are based on current information and expectations that are inherently subject to change and involve a number of risks and uncertainties. Actual events or results might differ materially from those in any forward-looking statement due to various factors, including, but not limited to: the demand for certain semiconductor devices, including DRAM devices; the rate at which semiconductor manufacturers implement manufacturing capability changes, make the transition to smaller nanometer technology nodes and implement tooling cycles; and the company’s ability to bring operations and expenses in line with the current market environment, to continue strategic investments in R&D to maintain its technology leadership and position itself for the future, to develop and deliver innovative technologies, to enforce its intellectual property rights, and to execute measures for increasing productivity and supporting growth. Additional information concerning factors that could cause actual events or results to differ materially from those in any forward-looking statement is contained in the company’s Form 10-K for the fiscal year ended December 29, 2007, filed with the Securities and Exchange Commission (“SEC”), and subsequent SEC filings. Copies of the company’s SEC filings are available at <http://investors.formfactor.com/edgar.cfm>. The company assumes no obligation to update the information in this press release, to revise any forward-looking statements or to update the reasons actual results could differ materially from those anticipated in forward-looking statements.

**(In thousands, except per share data)**  
**(Unaudited)**

	<b>Three Months Ended</b>	
	<b>March 29, 2008</b>	<b>March 31, 2007</b>
Revenues	\$ 65,703	\$ 102,271
Cost of revenues	53,131	47,988
Gross margin	<u>12,572</u>	<u>54,283</u>
Operating expenses:		
Research and development	16,388	14,102
Selling, general and administrative	22,658	22,928
Restructuring	5,320	—
Total operating expenses	<u>44,366</u>	<u>37,030</u>
Operating income (loss)	(31,794)	17,253
Interest income	4,875	5,444
Other income (expense)	793	(119)
	<u>5,668</u>	<u>5,325</u>
Income (loss) before income taxes	(26,126)	22,578
(Provision) benefit for income taxes	8,165	(7,367)
Net income (loss)	<u>\$ (17,961)</u>	<u>\$ 15,211</u>
Net income (loss) per share:		
Basic	<u>\$ (0.37)</u>	<u>\$ 0.32</u>
Diluted	<u>\$ (0.37)</u>	<u>\$ 0.31</u>
Weighted-average number of shares used in per share calculations:		
Basic	<u>48,743</u>	<u>47,384</u>
Diluted	<u>48,743</u>	<u>49,060</u>

**FORMFACTOR, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except per share data)**  
**(Unaudited)**

	<b>March 29, 2008</b>	<b>December 29, 2007</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 400,634	\$ 315,232
Marketable securities	155,083	254,814
Accounts receivable, net	57,214	69,486
Inventories	26,610	29,309
Deferred tax assets	18,121	17,995
Refundable income taxes	9,207	2,043
Prepaid expenses and other current assets	12,359	13,461
Total current assets	<u>679,228</u>	<u>702,340</u>
Restricted cash	2,250	2,250
Property and equipment, net	126,222	130,882
Deferred tax assets	11,709	10,038
Other assets	9,780	9,812
Total assets	<u>\$ 829,189</u>	<u>\$ 855,322</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 34,188	\$ 42,893
Accrued liabilities	21,650	30,029
Income tax payable	100	1,328
Deferred rent	460	462
Deferred revenue and customer advances	5,674	5,535

Total current liabilities	62,072	80,247
Long term tax payable	12,658	12,248
Deferred rent and other long term liabilities	5,973	5,877
Total liabilities	<u>80,703</u>	<u>98,372</u>
Stockholders' equity:		
Common stock, \$0.001 par value	49	49
Additional paid in capital	582,534	573,553
Accumulated other comprehensive loss	1,445	929
Retained earnings	164,458	182,419
Total stockholders' equity	<u>748,486</u>	<u>756,950</u>
Total liabilities and stockholders' equity	<u>\$ 829,189</u>	<u>\$ 855,322</u>

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