

**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): **July 27, 2010**

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.)

705 Southfront Road
Livermore, California
(Address of principal executive offices)

94551
(Zip Code)

Registrant's telephone number, including area code: **(925) 290-4000**

N/A

(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:

- 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))

Item 2.02 Results of Operations and Financial Condition.

On July 27, 2010, FormFactor, Inc. issued a press release announcing its financial results for the second quarter ended June 26, 2010. 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

Exhibit Number	Title and Description
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99.01	Press Release dated July 27, 2010
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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.

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.
(Registrant)

Date: July 27, 2010

By: /s/ Richard DeLateur
Richard DeLateur
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Title and Description</u>
99.01	Press Release dated July 27, 2010

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News Release

Investor Contact:

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FormFactor, Inc. Reports Second Quarter Results

LIVERMORE, Calif. — July 27, 2010 — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the second quarter of fiscal 2010, which ended on June 26, 2010. Quarterly revenues were \$57.6 million, up 45.1% from \$39.7 million in the first quarter of fiscal 2010, and up 84.6% from \$31.2 million in the second quarter of fiscal 2009.

Net loss for the second quarter of fiscal 2010 was \$33.9 million or \$(0.68) per fully-diluted share, compared to a net loss for the first quarter of fiscal 2010 of \$38.2 million or \$(0.77) per fully-diluted share and a net loss for the second quarter of fiscal 2009 of \$65.8 million or \$(1.33) per fully-diluted share. On a Non-GAAP basis, net loss for the second quarter of fiscal 2010 was \$27.5 million or \$(0.55) per fully-diluted share, compared to a net loss for the first quarter of fiscal 2010 of \$29.4 million or \$(0.59) per fully-diluted share and a net loss for the second quarter of fiscal 2009 of \$16.3 million or \$(0.33) per fully-diluted share.

The second quarter of fiscal 2010 includes a pre-tax restructuring charge of \$5.8 million, or \$(0.12) per fully diluted share, for severance benefits and the impairment of certain long-lived assets. The restructuring charge is part of an overall cost reduction plan that includes a workforce reduction announced on June 16, 2010. Offsetting this charge is a benefit of \$3.3 million, or \$0.07 per fully diluted share, for the rescission of severance arrangements previously provided to certain Livermore manufacturing personnel in Q1 2010. The rescission was also a part of the overall cost reduction plan and reflects the company's decision to discontinue plans for Korea manufacturing operations and slow its transition of certain manufacturing operations to Singapore.

Separate from these restructuring charges, the company also recorded an expense of \$0.6 million, or \$(0.01) per fully diluted share, for severance agreements, including stock option modifications, with former executives.

“The increased demand for semiconductors has contributed to sequential quarterly revenue growth for our company,” said Carl Everett, CEO of FormFactor. “We remain focused on improving our operating efficiency and returning to profitability. To do this, we continue to make adjustments to our company and products that will best serve our customers’ needs.”

The company has posted its revenue breakdown by region and market on the Investors section of its website at 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. 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 July 29th, 2010 at 9:00 p.m. PDT, and can be accessed by dialing (800) 642-1687 (domestic) or (706) 645-9291 (international) and entering confirmation code 86662040.

Non-GAAP Financial Measures:

This press release highlights the company's financial results on both a GAAP and a non-GAAP basis. The GAAP results include certain charges that are excluded from non-GAAP results. By publishing the non-GAAP measures, management intends to provide investors with additional information to further analyze the company's performance, core results and underlying trends. FormFactor's management evaluates results and makes operating decisions using both GAAP and non-GAAP measures included in this press release. Non-GAAP results are not prepared in accordance with GAAP, and non-GAAP information should be considered a supplement to, and not a substitute for, financial statements prepared in accordance with GAAP. Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures to their most directly comparable GAAP measures attached to this press release.

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.

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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: changes in the

market environment, including the demand for DRAM and Flash memory devices and certain other semiconductor devices and the status and momentum of transitions to DDRIII and to smaller technology nodes; the company's ability to implement on a timely and efficient basis a cost reduction plan, including reductions in workforce and discontinuing of manufacturing activities in Korea, the company's ability to ramp its manufacturing activities and transition certain manufacturing activities to Singapore on an efficient and timely basis, the company's ability to improve operating efficiency and return to profitability, and to timely deliver new products that meet its customer's testing requirements and lower their overall cost of test. 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 26, 2009, as 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.

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FORMFACTOR, INC.

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

	Three Months Ended		Six Months Ended	
	June 26, 2010	June 27, 2009	June 26, 2010	June 27, 2009
Revenues	\$ 57,640	\$ 31,198	\$ 97,306	\$ 58,567
Cost of revenues	54,709	32,524	96,703	63,572
Gross profit (loss)	2,931	(1,326)	603	(5,005)
Operating expenses:				
Research and development	15,997	13,938	31,088	28,047
Selling, general and administrative	18,725	18,263	36,592	44,574
Restructuring charges	2,513	264	6,063	7,943
Total operating expenses	37,235	32,465	73,743	80,564
Operating loss	(34,304)	(33,791)	(73,140)	(85,569)
Interest income, net	722	762	1,497	1,877
Other income (expense), net	(82)	(89)	35	(505)
Loss before income taxes	(33,664)	(33,118)	(71,608)	(84,197)
Provision for (benefit from) income taxes	200	32,728	440	19,592
Net loss	\$ (33,864)	\$ (65,846)	\$ (72,048)	\$ (103,789)
Net loss per share:				
Basic and Diluted	\$ (0.68)	\$ (1.33)	\$ (1.44)	\$ (2.11)

Weighted-average number of shares used in per share calculations:

Basic and Diluted	50,084	49,394	49,989	49,297
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Reconciliation of Non-GAAP Net loss:

	Three Months Ended		Six Months Ended	
	June 26, 2010	June 27, 2009	June 26, 2010	June 27, 2009
GAAP Net loss	\$ (33,864)	\$ (65,846)	\$ (72,048)	\$ (103,789)
Deferred tax valuation allowance	—	44,683	—	44,683
Stock-based compensation, net of related income-tax impact*	3,894	4,722	9,152	7,755
Restructuring charges, net of related income-tax impact*	2,513	167	6,063	5,018
Non-GAAP Net loss	\$ (27,457)	\$ (16,274)	\$ (56,833)	\$ (46,334)
Non-GAAP Net loss per share:				
Basic and Diluted	\$ (0.55)	\$ (0.33)	\$ (1.14)	\$ (0.94)

Weighted-average number of shares used in per share calculations:

Basic and Diluted	50,084	49,394	49,989	49,297
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* There was no related income tax impact to stock-based compensation and restructuring charges in the second quarter of fiscal 2010 as a result of the valuation allowance recorded.

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

	June 26, 2010	December 26, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 89,076	\$ 122,043
Marketable securities	308,685	327,192
Accounts receivable, net	44,105	29,412
Inventories	35,792	25,548
Deferred tax assets, net	3,321	3,296
Refundable income taxes	425	26,774
Prepaid expenses and other current assets	14,130	12,346
Total current assets	<u>495,534</u>	<u>546,611</u>
Restricted cash	680	680
Property and equipment, net	96,904	97,758
Deferred tax assets, net	2,299	2,202
Other assets	8,027	8,717
Total assets	<u>\$ 603,444</u>	<u>\$ 655,968</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 32,095	\$ 29,250
Accrued liabilities	32,002	23,417
Income taxes payable	272	481
Deferred revenue	8,648	10,856
Total current liabilities	<u>73,017</u>	<u>64,004</u>
Long-term income taxes payable	6,423	6,423
Deferred rent and other liabilities	4,984	5,626
Deferred tax liability	2,134	2,134
Total liabilities	<u>86,558</u>	<u>78,187</u>
Stockholders' equity		
Common stock, \$0.001 par value	51	50
Additional paid-in capital	641,164	630,333
Accumulated other comprehensive income	1,574	1,253
Accumulated deficit	(125,903)	(53,855)
Total stockholders' equity	<u>516,886</u>	<u>577,781</u>
Total liabilities and stockholders' equity	<u>\$ 603,444</u>	<u>\$ 655,968</u>