FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

D.C. 20549 OMB APPROVAL

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| | | |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | | | UI | Secti | 011 30(11) | or trie | investment C | Julipally A | JU 1940 | | | | | | | | |
|--|---|--|--|---------|--|---|--------------|-----------|--|-------------------|---|---|---|------------------------|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>SLESSOR MIKE</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol FORMFACTOR INC FORM | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| | | | | | 1- | | | | | | | | X | Directo | r | | 10% Ov | vner | |
| (Last) | t) (First) (Middle) | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | X | Officer below) | (give title | | Other (s below) | pecify | |
| 7005 SOUTHFRONT ROAD | | | | | 07/ | 07/20/2017 | | | | | | | CEO | | | | | | |
| (Street) | | | | | 4. 1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| LIVERMORE CA 94551 | | | | | | | | | | | | X Form filed by One Reporting Person | | | | | | | |
| (City) (State) (Zip) | | | - | | | | | | | | | Form filed by More than One Reporting Person | | | | | | | |
| | | Tab | le I - Nor | n-Deriv | vativ | e Se | curities | s Ac | quired, D | isposed | of, or Be | enefici | ally | Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | Execution Date | | Date, | Code (Ins | on Dispos | | | 4 and Securitie Benefici Owned F | | s ally following | Form (D) or | orm: Direct)) or Indirect) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | Code V | Amour | t (A) (D) | Pric | :e | Reported Transact (Instr. 3 a | tion(s) | | | | | |
| | | - | | | | | | | uired, Dis | | | | | Owned | | | | | |
| 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 | Date, | 4. Transaction Code (Instr 8) | | 5. Number of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4) | | 8. Price of Derivative Security | | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | Ownersh Form: y Direct (D or Indirec (I) (Instr. | Ownership | Beneficial Ownership ct (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expiratio Date | n Title | Amou or Numb of Share | er | | | | | | |
| Restricted Stock Units | \$0.0 | 07/20/2017 | | | A | | 52,000 | | (1) | (1) | Common | 52,00 | 00 | \$0 | 52,000 |) | D | | |

Explanation of Responses:

1. The Restricted Stock Units vest in three annual installments on each July 20 of 2018, 2019, and 2020 and will be settled into shares of common stocks on or following the vesting dates.

Remarks:

<u>By: /s/Jason Cohen, Attorney-</u> <u>in-Fact For: Mike Slessor</u> <u>07/20/2017</u>

** 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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jason Cohen, Stan Finkelstein and Michael M. Ludwig, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and (or) director of FormFactor, Inc. (the "Company"), Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 and timely file such form (including amendments thereto) with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue Statement or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4 or 5 (including amendments thereto) and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of September, 2015.

/s/Mike Slessor