

**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 26, 2006**

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))

Item 2.02. Results of Operations and Financial Condition.

On April 26, 2006, FormFactor, Inc. issued a press release announcing its financial results for the first quarter ended April 1, 2006. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

| Exhibit Number | Exhibit Title or Description |
|----------------|-------------------------------------|
| 99.1 | Press release dated April 26, 2006. |

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, 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.

Date: April 26, 2006

FORMFACTOR, INC.

By: /s/ RONALD C. FOSTER
Ronald C. Foster
Chief Financial Officer

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EXHIBIT INDEX

**Exhibit
Number**

Exhibit Title or Description

99.1

Press release dated April 26, 2006.

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News Release

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FOR IMMEDIATE RELEASE

FormFactor, Inc. Announces 2006 First Quarter Financial Results

Record quarterly revenues of \$81.3 million; Net income up 119% year over year.

LIVERMORE, CA — April 26, 2006 — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the first quarter of fiscal 2006. Quarterly revenues were a record \$81.3 million, up 13% from \$71.8 million in the fourth quarter of fiscal 2005, and up 60% from \$50.9 million for the first quarter of fiscal 2005.

“Following 34% revenue growth in 2005, we achieved record revenues based on solid operating performance as we successfully ramped our industry-leading MEMS facility”, said Joseph Bronson, President of FormFactor.

Net income for the first quarter of fiscal 2006 was \$10.8 million or \$0.25 per share on a fully diluted basis, which included \$2.5 million or \$0.05 of incremental FAS 123 (R) stock option expense net of tax. This compares to \$10.5 million or \$0.25 per share on a fully diluted basis for the fourth quarter of fiscal year 2005, and \$4.9 million or \$0.12 per share on a fully diluted basis for the first quarter of fiscal year 2005, both of which exclude incremental stock-based compensation from the adoption of FAS 123 (R). The effective tax rate for the first quarter of fiscal 2006 was 35.9% compared to 29.1% for the fourth quarter of fiscal 2005 impacting net income by \$1.1 million or \$0.03 per fully diluted share.

Bookings of \$95.9 million for the first quarter of fiscal 2006 also set a company record, with an increase of 17% from \$82.2 million for the fourth quarter of fiscal 2005 and an increase of 89% from \$50.9 million for the first quarter of fiscal 2005.

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Cash, cash equivalents, restricted cash and marketable securities increased by \$188 million to \$402 million at the end of April 1, 2006 reflecting \$182 million of net cash proceeds from our follow-on offering executed in March 2006 and \$8.7 million of net cash proceeds from operations and other sources.

“Growing demand for the Company’s leading-edge advanced technology products continued this quarter. Our innovation continues to drive a strong product pipeline expanding our leadership position across multiple markets,” said CEO Igor Khandros.

The Company has posted its revenue breakdown by region and market segment 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 be made available approximately two hours after the conclusion of the call. The audio replay will remain available until April 28, 2006 at 6:30 p.m. PDT and can be accessed by dialing (888) 286-8010 or (617) 801-6888 and entering confirmation code 80994195.

About FormFactor:

FormFactor, Inc. (Nasdaq: FORM) is an industry leader in the design, development, manufacture, sale and support of precision, high-performance advanced semiconductor wafer probe cards. The Company’s products are based on its proprietary technologies, including its MicroSpring interconnect technology and design processes, which enable FormFactor to produce wafer probe cards for test applications that require reliability, speed, precision and signal integrity. FormFactor is headquartered in Livermore, California. For more information, visit the Company’s website at www.formfactor.com.

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

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, operations, performance of 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; the rate at which semiconductor manufacturers implement manufacturing capability changes, make the transition to smaller nanometer technology nodes and implement tooling cycles; the Company’s ability to add manufacturing capacity, ramp production volume and expand globally; the Company’s ability to develop and deliver innovative technologies, and to enforce its intellectual property rights; and the Company’s ability to implement processes and structures to support 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 period ended December 31, 2005, filed with the Securities and Exchange Commission ("SEC"), and other SEC filings. Copies of SEC filings made by the Company 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.

FORMFACTOR, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

| | Three Months Ended | |
|--|---------------------------|-----------------------|
| | April 1, 2006 | March 26, 2005 |
| <i>(in thousands, except per share data)</i> | | |
| Revenues | \$ 81,330 | \$ 50,965 |
| Cost of revenues | 40,500 | 28,835 |
| Gross margin | 40,830 | 22,130 |
| Operating expenses: | | |
| Research and development | 9,776 | 5,879 |
| Selling, general and administrative | 15,748 | 9,595 |
| Total operating expenses | 25,524 | 15,474 |
| Operating income | 15,306 | 6,656 |
| Interest income | 1,822 | 816 |
| Other income (expense), net | (341) | 87 |
| | 1,481 | 903 |
| Income before income taxes | 16,787 | 7,559 |
| Provision for income taxes | 6,019 | 2,648 |
| Net income | \$ 10,768 | \$ 4,911 |
| Net income per share: | | |
| Basic | \$ 0.26 | \$ 0.13 |
| Diluted | \$ 0.25 | \$ 0.12 |
| Weighted-average number of shares used in per share calculations: | | |
| Basic | 41,593 | 39,018 |
| Diluted | 43,473 | 41,197 |

FORMFACTOR, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(Unaudited)

| | April 1, 2006 | December 31, 2005 |
|---|--------------------------|------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 223,576 | \$ 31,217 |
| Marketable securities | 176,546 | 180,391 |
| Accounts receivable, net of allowance for doubtful accounts of \$74 as of April 1, 2006 and December 31, 2005 | 49,944 | 43,967 |

| | | |
|---|-------------------|-------------------|
| Inventories | 21,098 | 18,404 |
| Deferred tax assets | 11,339 | 11,396 |
| Prepaid expenses and other current assets | 8,493 | 7,169 |
| Total current assets | 490,996 | 292,544 |
| Restricted cash | 2,250 | 2,250 |
| Property and equipment, net | 84,728 | 81,588 |
| Deferred tax assets | 5,521 | 4,518 |
| Other assets | 868 | 461 |
| Total assets | <u>\$ 584,363</u> | <u>\$ 381,361</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

| | | |
|---|-------------------|-------------------|
| Current liabilities | | |
| Accounts payable | \$ 23,205 | \$ 26,369 |
| Accrued liabilities | 15,710 | 20,467 |
| Income tax payable | 12,544 | 9,697 |
| Deferred rent | 313 | 313 |
| Deferred revenue and customer advances | 4,562 | 3,588 |
| Total current liabilities | 56,334 | 60,434 |
| Deferred rent and other long term liabilities | 3,668 | 3,138 |
| Total liabilities | 60,002 | 63,572 |
| Stockholders' equity | | |
| Common stock, \$0.001 par value | 46 | 40 |
| Additional paid in capital | 461,915 | 268,291 |
| Deferred stock-based compensation | — | (2,495) |
| Accumulated other comprehensive loss | (680) | (359) |
| Retained earnings | 63,080 | 52,312 |
| Total stockholders' equity | 524,361 | 317,789 |
| Total liabilities and stockholders' equity | <u>\$ 584,363</u> | <u>\$ 381,361</u> |