

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>Shahar Shai</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>CFO, SVP Global Finance</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/19/2021</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)	(City)	(State)	(Zip)			
<u>LIVERMORE CA 94551</u>						

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			
<u>Common Stock</u>	<u>07/19/2021</u>		<u>M</u>		<u>54,646</u> ⁽¹⁾⁽²⁾	<u>A</u>	<u>\$0</u>	<u>68,536</u>	<u>D</u>	
<u>Common Stock</u>	<u>07/19/2021</u>		<u>F</u>		<u>29,498</u>	<u>D</u>	<u>\$33.96</u>	<u>39,038</u>	<u>D</u>	

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
<u>Performance Shares</u>	<u>\$0.0</u>	<u>07/19/2021</u>		<u>A</u>		<u>54,646</u>		<u>(1)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>54,646</u>	<u>\$0</u>	<u>54,646</u>	<u>D</u>	
<u>Performance Shares</u>	<u>\$0.0</u>	<u>07/19/2021</u>		<u>M</u>		<u>54,646</u>		<u>(1)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>54,646</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- The Performance-based RSUs will become vested as to 100% of the total number of PRSUs earned based on results of the performance goal July 1, 2018 - June 30, 2021 on the date the Performance conditions are determined to be satisfied.
- The Performance-Based Restricted Stock Units released were settled in shares of common stock and were immediately cancelled upon settlement.
- If the reporting person's employment is terminated for any reason before an applicable Vesting Date, all Performance-Based Restricted Stock Units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding equity vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.

Remarks:

Jason Cohen, attorney-in-fact 07/19/2021
for Shahar Shai

** 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.