

**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): **December 17, 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))

Item 7.01. Regulation FD Disclosure.

On December 17, 2008, FormFactor, Inc. issued a press release updating its guidance for the fourth quarter of fiscal 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.

Exhibit Number	Exhibit Title or Description
99.01	Press release dated December 17, 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.

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: December 17, 2008

FORMFACTOR, INC.

By: /s/ JEAN B. VERNET

Jean B. Vernet
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Exhibit Title or Description
99.01	Press release dated December 17, 2008.

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News Release

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FormFactor, Inc. Updates Fourth Quarter Revenue Guidance

LIVERMORE, Calif. — December 17, 2008 — FormFactor, Inc. (Nasdaq: FORM) today announced that it expects revenue and earnings per share for fiscal fourth quarter 2008 to be below the financial guidance previously provided on October 28, 2008. The company now expects revenue to be between \$37 to \$41 million, lower than the previous expectation of \$48 to \$55 million, and earnings per share, operating expenses and gross margins to be below the guidance previously communicated.

The lower than expected results are due primarily to increased weakness among memory customers. This weakness has resulted in a decrease in design activity and a delay in technology transitions, which are negatively impacting FormFactor's revenue and profitability.

"We have been experiencing very difficult conditions in the memory market over the past several quarters and have been taking appropriate actions to reduce our cost structure while still investing in our technology for the future," said Mario Ruscev, CEO. "Unfortunately, conditions have worsened over the last few weeks, which require us to revise our expectations and re-evaluate the alignment of our operating plans and structure with business conditions."

The company plans to release its financial results for its fourth quarter on January 28, 2009, and will provide more details at that time.

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.

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 anticipated results, market conditions, expectations and operating plans. 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 actual results for the fourth quarter as compared to the guidance contained in this release, our ability to reduce costs while continuing to develop future products, the demand for semiconductor devices, especially memory devices, and the timing and extent of a semiconductor industry recovery. 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 SEC filings, including the Form 10-K for the fiscal year ended December 29, 2007 and the Form 10-Qs for the first three quarters of 2008. 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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