

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

FORMFACTOR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

13-3711155
(IRS Employer Identification No.)

**7005 Southfront Road
Livermore, California 94551
(925) 290-4000**
(Address of Principal Executive Offices)

Employee Stock Purchase Plan
(Full Title of the Plan)

**Christy Robertson
General Counsel and Secretary
FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551
(925) 290-4000**

**Copy to:
Steven J. Boender
Stoel Rives LLP
760 SW Ninth Ave, Suite 3000
Portland, Oregon 97205**
(Name, address and telephone number, including area code, of agents for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

Pursuant to General Instruction E on Form S-8, this Registration Statement is being filed for the purpose of registering an additional 2,500,000 shares of common stock of FormFactor, Inc. (the "Registrant") issuable pursuant to the Registrant's amended and restated Employee Stock Purchase Plan, effective as of May 19, 2023 and incorporated by reference hereto. These additional shares of common stock are securities of the same class and relate to the same employee benefit plan (as amended from time to time) as other securities for which registration statements on Form S-8 have been filed with the Securities and Exchange Commission on July 30, 2018 ([File No. 333-226432](#)), May 15, 2012 ([File No. 333-181450](#)), February 21, 2012 ([File No. 333-179589](#)), February 17, 2011 ([File No. 333-172318](#)), February 24, 2010 ([File No. 333-165058](#)), February 27, 2009 ([File No. 333-157610](#)), February 27, 2008 ([File No. 333-149411](#)), December 20, 2007 ([File No. 333-148198](#)), December 1, 2006 ([File No. 333-139074](#)), June 17, 2005 ([File No. 333-125918](#)), May 4, 2004 ([File No. 333-115137](#)) and June 12, 2003 ([File No. 333-106043](#)), the contents of which are hereby incorporated by reference. These additional shares of common stock have become reserved for issuance as a result of the amendment and restatement of the Registrant's Employee Stock Purchase Plan effective as of May 19, 2023.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") under the Securities Act or the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the Commission on February 24, 2023, which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed;

(a) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant document referred to in (a) above (which for the avoidance of doubt shall except any portion of any current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions); and

(b) The description of the Registrant's Common Stock which is contained in the Registrant's Exchange Act Registration Statement on Form 8-A filed with the Commission on June 6, 2003 (Exchange Act File No. 000-50307), including any amendments or supplements thereto.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to any filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
5.1	Opinion of Stoel Rives LLP
23.1	Consent of Stoel Rives LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.1	Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement filed with the Commission on April 4, 2023 (File No. 000-50307)).
107.1	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Livermore, State of California, on this 8th day of August, 2023.

FORMFACTOR, INC.

By: /s/ Christy Robertson
Name: Christy Robertson
Title: General Counsel and Secretary

POWER OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Shai Shahar and Christy Robertson and each of them, his/her true and lawful attorneys-in-fact and agents with full power of substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes to this Registration Statement as such attorneys-in-fact and agents so acting deem appropriate, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done with respect to this Registration Statement, including amendments, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his/her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer: <u>/s/ Michael D. Slessor</u> Michael D. Slessor	Chief Executive Officer and Director (Principal Executive Officer)	<u>August 8, 2023</u>
Principal Financial Officer and Principal Accounting Officer: <u>/s/ Shai Shahar</u> Shai Shahar	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	<u>August 8, 2023</u>
<u>/s/ Thomas St. Dennis</u> Thomas St. Dennis	Chairperson of the Board of Directors	<u>August 8, 2023</u>
<u>/s/ Lothar Maier</u> Lothar Maier	Director	<u>August 8, 2023</u>
<u>/s/ Rebeca Obregon-Jimenez</u> Rebeca Obregon-Jimenez	Director	<u>August 8, 2023</u>
<u>/s/ Sheri Rhodes</u> Sheri Rhodes	Director	<u>August 8, 2023</u>
<u>/s/ Kelley Steven-Waiss</u> Kelley Steven-Waiss	Director	<u>August 8, 2023</u>
<u>/s/ Jorge Titinger</u> Jorge Titinger	Director	<u>August 8, 2023</u>
<u>/s/ Brian White</u> Brian White	Director	<u>August 8, 2023</u>

CALCULATION OF REGISTRATION FEE

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

FORMFACTOR, INC.

(Exact Name of Registrant as Specified in Its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee ⁽²⁾
Equity	Common stock, par value \$0.001	Other	2,500,000 ⁽³⁾	\$34.26	\$85,650,000	\$110.00 per \$1,000,000	\$9,438.63
Total Offering Amounts							\$9,438.63
Total Fee Offsets⁽⁴⁾							—
Net Fee Due							\$9,438.63

- Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's common stock that become issuable under the Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant's common stock, as applicable.
- Calculated solely for purposes of calculating the amount of the registration fee under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's Common Stock on August 7, 2023 as reported by the Nasdaq Global Market.
- Represents an increase in the number of the Registrant's shares reserved for issuance under the Employee Stock Purchase Plan of 2,500,000 shares, approved by the stockholders of the Registrant at the Registrant's 2023 Annual Meeting of stockholders.
- The Registrant does not have any fee offsets.



760 SW Ninth Avenue, Suite 3000
Portland, OR 97205

August 8, 2023

FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551

We have acted as counsel for FormFactor, Inc. (the “Company”) in connection with the filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended, covering 2,500,000 shares of Common Stock (the “Shares”) issuable in connection with the FormFactor, Inc. Employee Stock Purchase Plan (the “Plan”). We have reviewed the corporate actions of the Company in connection with this matter and have examined those documents, corporate records, and other instruments we deemed necessary for the purposes of this opinion.

Based on the foregoing, it is our opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the state of Delaware; and
2. The Shares have been duly authorized and, when issued pursuant to the Plan and in accordance with the resolutions adopted by the Board of Directors of the Company, will be legally issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ STOEL RIVES LLP
STOEL RIVES LLP



KPMG LLP
Suite 3800
1300 South West Fifth Avenue
Portland, OR 97201

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 24, 2023, with respect to the consolidated financial statements of FormFactor, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG, LLP
Portland, Oregon
August 8, 2023