
**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)

000-50307

(Commission File Number)

13-3711155

(IRS Employer Identification No.)

**7005 Southfront Road
Livermore, CA**

(Address of Principal Executive Offices)

94551

(Zip Code)

Equity Incentive Plan
(Full Title of the Plan)

**Michael M. Ludwig
Chief Financial Officer
FormFactor, Inc.**

**7005 Southfront Road
Livermore, California 94551
(925) 290-4000**

(Name, Address and Telephone Number of Agent for Service)

Copy to:

**Mike De Angelis
Weintraub Tobin Chediak Coleman Grodin Law Corporation
400 Capitol Mall, 11th Floor
Sacramento, CA 95814
(916) 558-6164**

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

Large Accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share, to be issued under the Equity Incentive Plan	5,375 (2) \$	6.00 (3) \$	32,250 \$	4.16
Total	5,375		\$ 32,250 \$	4.16

- (1) This Registration Statement shall cover any additional shares of Common Stock which become issuable under the Registrant's Equity Incentive Plan, as amended and restated April 18, 2012, by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Represents 5,375 shares that were previously registered for offer and sale under the Registrant's 1996 Stock Option Plan and Incentive Option Plan on the Registrant's Form S-8 Registration Statement (Registration No. 333-106043), which were deregistered by the Registrant through the filing of Post-Effective Amendment No. 6 to Form S-8 Registration Statement (Registration No. 333-106043) and are available for grant under the Equity Incentive Plan pursuant to such plan's terms.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, and based upon the average of the high and low sales prices of the Registrant's Common Stock as reported by the Nasdaq Global Market on May 2, 2014.

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") are incorporated herein by reference.

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 28, 2013 filed on March 7, 2014 pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Registrant document referred to in (a) above; and
- (c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed on June 6, 2003 pursuant to the Exchange Act.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents. 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 subsequently filed document which also is 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the Delaware General Corporation Law are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act of 1933, as amended (the "Securities Act").

As permitted by the Delaware General Corporation Law, the Registrant's certificate of incorporation includes a provision that eliminates the personal liability of its directors for monetary damages for breach of fiduciary duty as a director, except for liability:

- for any breach of the director's duty of loyalty to the Registrant or its stockholders;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law; or
- for any transaction from which the director derived an improper personal benefit.

As permitted by the Delaware General Corporation Law, the Registrant's bylaws provide that:

- the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions where indemnification is not permitted by applicable law;
- the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to certain limited exceptions; and
- the rights conferred in the bylaws are not exclusive.

In addition, the Registrant has entered into indemnity agreements with each of its directors and certain of its officers. The indemnification agreements provide indemnification to such directors and officers under certain circumstances for expenses and liabilities incurred in connection with actions or proceedings brought against them by reason of the fact that they are or were agents of the Registrant.

The Registrant has obtained directors' and officers' insurance to cover its directors and officers for certain liabilities.

The Registrant has entered into agreements with certain of its stockholders, including Benjamin N. Eldridge, an officer of the Registrant, pursuant to which the stockholders have piggyback registration rights with respect to certain of their shares. If a stockholder agrees to participate in a piggyback registration, the Registrant has agreed to indemnify the stockholder against all claims, losses, damages and liabilities regarding any material misstatement or omission by the Registrant in the registration-related documents, and any violation of the Securities Act by the Registrant in connection with the registration, subject to certain limitations.

Item 7. Exemption from Registration Claimed.

Not Applicable. **Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit Title</u>
3.01(1)	Amended and Restated Certificate of Incorporation of the Registrant as filed with the Delaware Secretary of State on June 17, 2003.
3.02(2)	Amended and Restated Bylaws of the Registrant.
4.01(3)	Specimen Common Stock Certificate.
5.01	Opinion of Weintraub Tobin Chediak Coleman Grodin Law Corporation.
23.01	Consent of Weintraub Tobin Chediak Coleman Grodin Law Corporation (included in Exhibit 5.01).
23.02	Consent of Independent Registered Public Accounting Firm - KPMG LLP.
23.03	Consent of Independent Registered Public Accounting Firm - PricewaterhouseCoopers LLP.
24.01	Power of Attorney (included on signature page of this Registration Statement).
99.01(4)	Equity Incentive Plan, as amended and restated April 18, 2012, and forms of plan agreements.

- (1) Incorporated by reference to the exhibit of the same number in the Registrant's Form S-1 Registration Statement (Registration No. 333-109815), declared effective by the Commission on November 4, 2003.
- (2) Incorporated by reference to the exhibit of the same number in the Registrant's Current Report on Form 8-K filed with the Commission on May 25, 2005.
- (3) Incorporated by reference to the exhibit of the same number in the Registrant's Form S-1 Registration Statement (Registration No. 333-86738), declared effective by the Commission on June 11, 2003.
- (4) Incorporated by reference to Exhibit 10.09 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 29, 2012 filed with the Commission on March 13, 2013.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to the information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished

to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under "Item 6— Indemnification of Directors and Officers" above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 6th day of May, 2014.

FORMFACTOR, INC.

By: /s/ Stuart L. Merkadeau

Name: Stuart L Merkadeau

Title: Senior Vice President, General Counsel and
Secretary

POWER OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Michael M. Ludwig and Stuart L. Merkadeau 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>
<u>/s/ Thomas St. Dennis</u> Thomas St. Dennis	Chief Executive Officer (Principal Executive Officer) and Director	May 6, 2014
<u>/s/ Michael M. Ludwig</u> Michael M. Ludwig	Chief Executive Officer (Principal Executive Officer and Principal Accounting Office)	May 6, 2014
<u>/s/ G. Carl Everett, Jr.</u> G. Carl Everett, Jr	Director	May 6, 2014
<u>/s/ Richard DeLateur</u> Richard DeLateur	Director	May 6, 2014
<u>/s/ Lothar Maier</u> Lothar Maier	Director	May 6, 2014
<u>/s/ Edward Rogas, Jr.</u> Edward Rogas, Jr.	Director	May 6, 2014
<u>/s/ Michael W. Zellner</u> Michael W. Zellner	Director	May 6, 2014

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Formfactor Inc.:

We consent to use of our report dated March 7, 2014, with respect to the consolidated balance sheet of FormFactor, Inc. and subsidiaries as of December 28, 2013, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for the year ended December 28, 2013, and the effectiveness of internal control over financial reporting as of December 28, 2013, incorporated herein by reference.

/s/ KPMG LLP
Santa Clara, California
May 6, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of FormFactor, Inc. of our report dated March 13, 2013 relating to the financial statements, which appears in FormFactor, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 28, 2013.

/s/ PricewaterhouseCoopers LLP
San Jose, California
May 6, 2014

May 6, 2014

FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by FormFactor, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on or about May 6, 2014, in connection with the registration under the Securities Act of 1933, as amended, of 5,375 shares (the "Shares") of the Company's Common Stock pursuant to the Company's Equity Incentive Plan (the "Plan"). This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In rendering this opinion, we have examined such documents, certificates and records as we have deemed appropriate for purposes of this letter.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters, without having independently verified such factual matters; however, we are not aware of any facts that would cause us to believe that the opinion expressed herein is not accurate.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein with concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, of the State of California and of the Delaware General Corporation Law, the Delaware constitution and reported judicial decisions relating thereto.

In connection with our opinion expressed below, we have assumed that, at or before the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Securities Act, that the registration will apply to such Shares and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such Shares.

Based on the foregoing, it is our opinion that the Shares that may be issued and sold by the Company upon the exercise of options or other awards granted or to be granted under the Plan, when issued, sold and delivered in accordance with the Plan and applicable stock option and purchase agreements entered or to be entered into thereunder, and in the manner and for the consideration stated in the Registration Statement and the relevant prospectus included therein, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion is intended solely for your use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

/s/ Weintraub Tobin Chediak Coleman Grodin Law Corporation

WEINTRAUB TOBIN CHEDIAK COLEMAN GRODIN LAW CORPORATION