

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

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**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 13, 2011**

**FORMFACTOR, INC.**

(Exact Name of Registrant as Specified in 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)

Registrant's telephone number, including area code: **(925) 290-4000**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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. below):

- 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))
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**Item 2.02. Results of Operations and Financial Condition.**

On December 13, 2011, FormFactor, Inc. ("FormFactor") issued a press release updating its revenue plan for the fiscal fourth quarter of 2011. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

**Item 8.01. Other Events.**

On December 13, 2011, FormFactor announced and gave notice to its stockholders that the 2012 Annual Meeting of Stockholders would be held on April 18, 2012. The announcement was included in the press release furnished as Exhibit 99.01 to this report and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
99.01	Press release dated December 13, 2011.

The information in this 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.

**SIGNATURES**

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.

FORMFACTOR, INC.

Date: December 13, 2011

By: /s/ Stuart L. Merkadeau

Name: Stuart L. Merkadeau

Title: Senior Vice President,  
General Counsel and Secretary

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.01	Press release dated December 13, 2011.

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**Investor Contact:**

Stan Finkelstein  
 Investor Relations  
 (925) 290-4321  
 ir@formfactor.com

**FormFactor, Inc. Updates Fourth Quarter Revenue Plan and Announces 2012 Annual Meeting of Stockholders**

**LIVERMORE, Calif. — December 13, 2011** — FormFactor, Inc. (Nasdaq: FORM) today announced that it expects revenue for fiscal fourth quarter 2011 to be between \$28 and \$31 million, lower than the company's previous revenue guidance of \$30 to \$34 million. The lower than expected revenue results are primarily due to the challenging DRAM pricing environment and softening demand for probe cards. The company anticipates that other guidance provided during its third quarter conference call will also be negatively impacted by the current industry environment.

"Industry conditions have further deteriorated over the course of the past two months resulting in slow demand for our products," said Tom St. Dennis, CEO. "Despite near term headwinds, we remain focused on our turnaround, positioning FormFactor for success once industry fundamentals improve."

A conference call to discuss the financial guidance will be held tomorrow, December 14, 2011 at 6:00 a.m. PST, or 9:00 a.m. EST. 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](http://www.formfactor.com). An audio replay of the conference call will also be made available approximately two hours after the conclusion of the call. The audio replay will remain available until December 16, 2011 at 9:00 p.m. PDT, and can be accessed by dialing (855) 859-2056 (domestic) or (404) 537-3406 (international) and entering confirmation code 35597738.

FormFactor also announced today that its 2012 Annual Meeting of Stockholders will be held at its principal executive offices located at 7005 Southfront Road, Livermore, California 94551 on Wednesday, April 18, 2012, at 3:00 P.M. Pacific Time.

About FormFactor:

Founded in 1993, FormFactor, Inc. (Nasdaq: FORM) is a 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](http://www.formfactor.com).

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

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 the market and industry environment, including demand for semiconductor devices, including DRAM devices; the rate at which semiconductor manufacturers adopt the company's Matrix platform products; and the company's ability to execute on its turnaround plan and effectively position itself for success once industry fundamentals improve. 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 fiscal year ended December 25, 2010, as filed with the SEC, and subsequent SEC filings including the company's quarterly reports on Form 10-Q for its first, second and third quarters of its fiscal 2011. 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.