

**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): **April 8, 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 2.02. Results of Operations and Financial Condition.

On April 8, 2008, FormFactor, Inc. issued a press release revising its first quarter guidance for the first quarter ended March 29, 2008. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

Item 2.05. Costs Associated with Exit or Disposal Activities.

On April 8, 2008, FormFactor, Inc. announced its commitment to implement a global cost reduction plan that will include reducing its global workforce by about 12%, with the reductions primarily coming from the company's North America operations. The plan also includes the consolidation of a facility in Livermore, California. The plan is designed to restructure the company to better align with the market environment. A substantial portion of the activities comprising the cost reduction plan are expected to be completed by the end of the second quarter of fiscal 2008 with the remaining activities to be completed in the third quarter of fiscal 2008. FormFactor expects to record charges in the range of \$3.5 to \$4.5 million related to the cost reduction plan, which includes approximately \$500,000 associated with the facility consolidation. FormFactor will record the charges in the second and third quarters of fiscal 2008 when the particular activities comprising the plan are completed. A substantial portion of the charges associated with the cost reduction plan are expected to result in future cash expenditures.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Exhibit Title or Description
99.01	Press release dated April 8, 2008.

The information in this current report and the accompanying exhibit, other than Item 2.05, 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, other than Item

2.05, 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.

SIGNATURE

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: April 9, 2008

FORMFACTOR, INC.

By: /s/ JEAN B. VERNET
 Jean B. Vernet
 Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.01	Press release dated April 8, 2008.



News Release

Contact:

FormFactor, Inc.
 Michael Magaro
 Investor Relations
 (925) 290-4949
 IR@FormFactor.com

FormFactor, Inc. Revises First Quarter Guidance and Announces Cost Reduction Plan

LIVERMORE, Calif. — April 08, 2008 — FormFactor, Inc. (Nasdaq: FORM) today revised its guidance for the first fiscal quarter, ended March 29, 2008. Based on a preliminary review, the company now expects first quarter revenue to be in the range of \$65 million to \$66 million, compared to its previous guidance of \$70 to \$80 million. The company expects its non-GAAP operating margin will be worse than the 6% to 19% previously forecast and that its GAAP loss per share will be greater than its previous forecast of \$0.15 to \$0.25 per share. First quarter results will reflect restructuring charges associated with the company's ongoing cost reduction plan. Bookings for the first fiscal quarter were approximately \$66 million.

The lower than expected revenue is due primarily to the deterioration of the DRAM market throughout the first quarter. Depressed memory device prices are causing customers to delay test capacity expansions and technology transitions, and to take additional actions to reduce costs, all of which impact the company's business. The company believes these conditions that impact revenue will continue to exist at least through the first half of 2008. The guidance contained in this release is based on preliminary information and is subject to change.

In addition, the company also announced a global cost reduction plan. As part of the plan the company will reduce its global workforce by about 12%, with the reductions primarily coming from the company's North America operations. The company expects to incur \$3.5 - \$4.5 million in charges related to the plan, which will be recorded in the second quarter of fiscal 2008.

The company plans to release its financial results for its first quarter on April 29, 2008 and will provide more details on its first quarter performance 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.

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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 business momentum, demand for our products and future growth. 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 first quarter as compared to the guidance contained in this release; changes in the market environment, including DRAM; the demand for certain semiconductor devices; the company's ability to execute its cost reduction plan, to develop innovative testing technologies, to timely deliver and qualify new products that meet its customers' testing requirements and to implement and execute measures for enabling efficiencies and supporting growth. 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 year ended December 29, 2007, filed with the Securities and Exchange Commission ("SEC"), and subsequent SEC filings. 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.
