
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 or Organization)**

13-3711155
**(I.R.S. Employer
Identification No.)**

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

Amended and Restated 2012 Equity Incentive Plan
(Full Title of the Plan)

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

Copy to:
Sarah K. Solum
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

(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
Non-accelerated filer (Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee(2)
Common Stock, \$0.001 par value	3,500,000(3)	\$28.89	\$101,115,000	\$13,124.73

(1) 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 Amended and Restated 2012 Equity Incentive 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.

(2) 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 June 16, 2020 as reported by the Nasdaq Global Market.

(3) Represents an increase in the number of the Registrant's shares reserved for issuance under the Amended and Restated 2012 Equity Incentive Plan of 3,500,000 shares, approved by the stockholders of the Registrant at the Registrant's 2020 annual meeting of stockholders.

EXPLANATORY NOTE

Pursuant to General Instruction E on Form S-8, this Registration Statement is being filed for the purpose of registering an additional 3,500,000 shares of common stock of FormFactor, Inc. (the “Registrant”) issuable pursuant to the Registrant’s Amended and Restated 2012 Equity Incentive Plan. 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 August 2, 2019 (File No. 333-232990), January 16, 2018 (File No. 333-222551), May 7, 2014 (File No. 333-195744), May 6, 2013 (File No. 333-188363), 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 Amended and Restated 2012 Equity Incentive Plan effective as of May 15, 2020.

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 28, 2019 filed with the Commission on February 21, 2020, which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) 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; and
- (c) 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 Davis Polk & Wardwell LLP.
23.1	Consent of Davis Polk & Wardwell 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	2012 Equity Incentive Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement filed with the Commission on April 3, 2020 (File No. 000-50307)).

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 23rd day of June, 2020.

FORMFACTOR, INC.

By: /s/ Jason Cohen
Name: Jason Cohen
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 Jason Cohen 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 <i>(Principal Executive Officer)</i>	<u>June 23, 2020</u>
Principal Financial Officer and Principal Accounting Officer:		
<u>/s/ Shai Shahar</u> Shai Shahar	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	<u>June 23, 2020</u>
<u>/s/ Thomas St. Dennis</u> Thomas St. Dennis	Chairperson of the Board of Directors	<u>June 23, 2020</u>
<u>/s/ Raymond A. Link</u> Raymond A. Link	Director	<u>June 23, 2020</u>

<u>/s/ Lothar Maier</u> Lothar Maier	Director	<u>June 23, 2020</u>
<u>/s/ Rebeca Obregon-Jimenez</u> Rebeca Obregon-Jimenez	Director	<u>June 23, 2020</u>
<u>/s/ Sheri Rhodes</u> Sheri Rhodes	Director	<u>June 23, 2020</u>
<u>/s/ Edward Rogas, Jr.</u> Edward Rogas, Jr.	Director	<u>June 23, 2020</u>
<u>/s/ Kelley Steven-Waiss</u> Kelley Steven-Waiss	Director	<u>June 23, 2020</u>

New York
Northern California
Washington DC
São Paulo
London

Paris
Madrid
Hong Kong
Beijing
Tokyo



Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025

650 752 2000 tel

June 23, 2020

FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551

Ladies and Gentlemen:

FormFactor, Inc., a Delaware corporation (the "**Company**"), is filing with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "**Registration Statement**") for the purpose of registering under the Securities Act of 1933, as amended (the "**Securities Act**"), an aggregate of 3,500,000 shares (the "**Shares**") of its common stock, par value \$0.001 per share of the Company, issuable pursuant to its Amended and Restated 2012 Equity Incentive Plan (the "**Plan**"), as described in the Registration Statement.

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion. In rendering the opinions expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plan upon receipt by the Company of the payment therefor, will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California, and the foregoing opinion is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement referred to above. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLLP



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

Consent of Independent Registered Public Accounting Firm

The Board of Directors
FormFactor, Inc.:

We consent to the use of our report dated February 21, 2020, with respect to the consolidated balance sheets of FormFactor, Inc. as of December 28, 2019 and December 29, 2018, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 28, 2019, and the related notes, and the effectiveness of internal control over financial reporting as of December 28, 2019, incorporated herein by reference.

Our report refers to a change in the method of accounting for leases in 2019 and a change in the method of accounting for revenue from contracts with customers in 2018 due to the adoption of new accounting standards.

Our report dated February 21, 2020, on the effectiveness of internal control over financial reporting as of December 28, 2019 contains an explanatory paragraph that states that the Company excluded from its assessment of the effectiveness of the Company's internal control over financial reporting an acquired entity's internal control over financial reporting and our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of this entity.

/s/ KPMG LLP

Portland, Oregon
June 23, 2020

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.
