

**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 25, 2007**

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 25, 2007, FormFactor, Inc. issued a press release announcing its financial results for the first quarter ended March 31, 2007. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.01	Press release dated April 25, 2007.

The information in this current 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.

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 25, 2007

FORMFACTOR, INC.

By: /s/ RONALD C. FOSTER

Ronald C. Foster
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.01	Press release dated April 25, 2007.

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News Release

Contacts:

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FormFactor Announces First Quarter 2007 Financial Results

Record quarterly revenues of \$102.3 million, up 26% year over year.

LIVERMORE, Calif. — April 25, 2007— FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the first quarter of fiscal 2007. Quarterly revenues were a record \$102.3 million, up 26% from \$81.3 million in the first quarter of fiscal 2006, and up 4% from \$98.7 million in the fourth quarter of fiscal 2006.

Net income for the first quarter of fiscal 2007 was \$14.8 million or \$0.30 per share on a fully diluted basis, which included \$5.2 million or \$0.11 per share of stock-based compensation expense, net of tax. This compares to \$18.9 million or \$0.39 per share on a fully diluted basis for the fourth quarter of fiscal 2006, which included \$4.8 million or \$0.10 per share of stock-based compensation expense, net of tax. Net income for the first quarter of fiscal 2006 was \$10.8 million or \$0.25 per share on a fully diluted basis, which included \$2.8 million or \$0.06 per share of stock-based compensation expense, net of tax.

“We had yet another record quarter, as our customers are accelerating their transition to new technology nodes. This trend and our business momentum reaffirm FormFactor’s opportunities in 2007 and beyond,” said Igor Khandros, CEO of FormFactor.

The company has posted its revenue breakdown by region and market segment on the Investors section of its website at www.formfactor.com. FormFactor will conduct a conference call at 1:30 p.m. PDT, or 4:30 p.m. EDT, today. 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. 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 through April 27, 2007 at 9:00 p.m. PDT and can be accessed by dialing (888) 286-8010 (domestic) or (617) 801-6888 (international) and entering confirmation code 40225130.

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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Forward-Looking Statement:

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: the demand for certain semiconductor devices; the rate at which semiconductor manufacturers implement manufacturing capability changes and make the transition to smaller nanometer technology nodes; the company’s ability to execute on its global manufacturing roadmap; the company’s ability to develop and deliver innovative technologies; and the company’s ability to implement and execute processes and structures for increasing productivity 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 fiscal period ended December 30, 2006 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.

FORMFACTOR, INC.
CONSOLIDATED STATEMENTS OF INCOME
 (in thousands, except per share data)
 (Unaudited)

Three Months Ended

	March 31, 2007	April 1, 2006
Revenues	\$ 102,271	\$ 81,330
Cost of revenues	48,567	40,500
Gross margin	<u>53,704</u>	<u>40,830</u>
Operating expenses:		
Research and development	14,102	9,776
Selling, general and administrative	22,928	15,748
Total operating expenses	<u>37,030</u>	<u>25,524</u>
Operating income	16,674	15,306
Interest income	5,444	1,822
Other income (expense), net	<u>(119)</u>	<u>(341)</u>
	5,325	1,481
Income before income taxes	21,999	16,787
Provision for income taxes	<u>7,167</u>	<u>6,019</u>
Net income	<u>\$ 14,832</u>	<u>\$ 10,768</u>
Net income per share:		
Basic	<u>\$ 0.31</u>	<u>\$ 0.26</u>
Diluted	<u>\$ 0.30</u>	<u>\$ 0.25</u>
Weighted-average number of shares used in per share calculations:		
Basic	<u>47,384</u>	<u>41,593</u>
Diluted	<u>49,060</u>	<u>43,473</u>

FORMFACTOR, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(Unaudited)

	March 31, 2007	December 30, 2006
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 277,782	\$ 284,131
Marketable securities	227,782	208,263
Accounts receivable, net	73,280	54,571
Inventories	27,463	24,778
Deferred tax assets	12,500	12,500
Prepaid expenses and other current assets	12,360	12,138
Total current assets	<u>631,167</u>	<u>596,381</u>
Restricted cash	2,250	2,250
Property and equipment, net	103,767	94,064
Deferred tax assets	5,660	4,689
Other assets	1,478	945
Total assets	<u>\$ 744,322</u>	<u>\$ 698,329</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 38,162	\$ 31,273
Accrued liabilities	19,379	28,334
Income tax payable	279	8,264
Deferred rent	447	448
Deferred revenue and customer advances	8,485	7,273
Total current liabilities	<u>66,752</u>	<u>75,592</u>
Long term tax payable	9,780	—
Deferred rent and other long term liabilities	5,176	5,125
Total liabilities	<u>81,708</u>	<u>80,717</u>
Stockholders' equity		
Common stock, \$0.001 par value	48	47

Additional paid in capital	534,778	504,709
Accumulated other comprehensive loss	(144)	(244)
Retained earnings	127,932	113,100
Total stockholders' equity	<u>662,614</u>	<u>617,612</u>
Total liabilities and stockholders' equity	<u>\$ 744,322</u>	<u>\$ 698,329</u>
