

**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): **July 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 94551
(Address of principal executive offices) (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 July 25, 2007, FormFactor, Inc. issued a press release announcing its financial results for the second quarter ended June 30, 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.

Exhibit Number	Exhibit Title or Description
99.01	Press release dated July 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.

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: July 25, 2007

FORMFACTOR, INC.

By: /s/ RONALD C. FOSTER
Ronald C. Foster
Chief Financial Officer

3

EXHIBIT INDEX

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

4

News Release**Contacts:**

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FormFactor, Inc. Announces Second Quarter 2007 Financial Results

Record quarterly revenues of \$114.1 million, up 24% year over year

LIVERMORE, Calif. — July 25, 2007 — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the second quarter of fiscal year 2007, ended June 30, 2007. Quarterly revenues were a record \$114.1 million, up 12% from \$102.3 million in the first quarter of fiscal 2007, and up 24% from \$92.4 million in the second quarter of fiscal 2006.

Net income for the second quarter of fiscal 2007 was \$18.6 million or \$0.38 per share on a fully diluted basis, which included \$4.2 million or \$0.08 per share of stock-based compensation, net of tax. This compares to \$14.8 million or \$0.30 per share on a fully diluted basis for the first quarter of fiscal 2007, which included \$5.2 million or \$0.11 per share of stock-based compensation, net of tax. Net income for the second quarter of fiscal 2006 was \$15.3 million or \$0.32 per share on a fully diluted basis, which included \$3.1 million or \$0.06 per share of stock-based compensation, net of tax.

“FormFactor had another outstanding quarter — setting revenue, bookings, and operating income records. Our 24% year over year growth was fueled by the particular strength of DRAM, as well as healthy NOR Flash and Logic segments. We continued to focus on the development and qualification of new products in Flash, DRAM and Fine Pitch logic to expand our offerings in multiple applications and innovate to lead the market to the next generation of testing technology,” 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 until July 27, 2007 at 6:30 p.m. PDT and can be accessed by dialing (888) 286-8010 (domestic) or (617) 801-6888 (international) and entering confirmation code 26540387.

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 product development 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 company’s ability to successfully develop and qualify new products in Flash, DRAM and Fine Pitch logic to expand its offerings in multiple applications; and the company’s continuing ability to innovate and develop and deliver the next generation of testing technology. 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 and the company’s Form 10-Q for the quarterly period ended March 31, 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.

(In thousands, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2007	July 1, 2006	June 30, 2007	July 1, 2006
Revenues	\$ 114,124	\$ 92,433	\$ 216,395	\$ 173,763
Cost of revenues	53,663	43,707	102,230	84,207
Gross margin	<u>60,461</u>	<u>48,726</u>	<u>114,165</u>	<u>89,556</u>
Operating expenses:				
Research and development	14,384	11,627	28,485	21,403
Selling, general and administrative	23,056	17,965	45,984	33,713
Total operating expenses	<u>37,440</u>	<u>29,592</u>	<u>74,469</u>	<u>55,116</u>
Operating income	23,021	19,134	39,696	34,440
Interest income	5,557	3,889	11,001	5,711
Other income (expense), net	(61)	327	(181)	(14)
	<u>5,496</u>	<u>4,216</u>	<u>10,820</u>	<u>5,697</u>
Income before income taxes	28,517	23,350	50,516	40,137
Provision for income taxes	<u>9,867</u>	<u>8,069</u>	<u>17,034</u>	<u>14,088</u>
Net income	<u>\$ 18,650</u>	<u>\$ 15,281</u>	<u>\$ 33,482</u>	<u>\$ 26,049</u>
Net income per share:				
Basic	<u>\$ 0.39</u>	<u>\$ 0.33</u>	<u>\$ 0.70</u>	<u>\$ 0.60</u>
Diluted	<u>\$ 0.38</u>	<u>\$ 0.32</u>	<u>\$ 0.68</u>	<u>\$ 0.57</u>
Weighted-average number of shares used in per share calculations:				
Basic	<u>47,893</u>	<u>45,920</u>	<u>47,639</u>	<u>43,730</u>
Diluted	<u>49,516</u>	<u>48,165</u>	<u>49,289</u>	<u>45,792</u>

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

	June 30, 2007	December 30, 2006
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 286,610	\$ 284,131
Marketable securities	239,588	208,263
Accounts receivable, net	78,575	54,571
Inventories	32,004	24,778
Deferred tax assets	12,569	12,500
Prepaid expenses and other current assets	14,319	12,138
Total current assets	<u>663,665</u>	<u>596,381</u>
Restricted cash	2,250	2,250
Property and equipment, net	112,352	94,064
Deferred tax assets	6,913	4,689
Other assets	1,612	945
Total assets	<u>\$ 786,792</u>	<u>\$ 698,329</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable	\$ 39,055	\$ 31,273
Accrued liabilities	27,498	28,334
Income tax payable	5,316	8,264
Deferred rent	447	448
Deferred revenue and customer advances	6,371	7,273
Total current liabilities	<u>78,687</u>	<u>75,592</u>

Long term tax payable	11,239	—
Deferred rent and other long term liabilities	5,435	5,125
Total liabilities	<u>95,361</u>	<u>80,717</u>
Stockholders' equity:		
Common stock, \$0.001 par value	48	47
Additional paid in capital	545,545	504,709
Accumulated other comprehensive loss	(744)	(244)
Retained earnings	146,582	113,100
Total stockholders' equity	<u>691,431</u>	<u>617,612</u>
Total liabilities and stockholders' equity	<u>\$ 786,792</u>	<u>\$ 698,329</u>
