

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

**AMENDMENT NO. 2 TO
SCHEDULE TO
(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

FORMFACTOR, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

346375108

(CUSIP Number of Class of Securities (Underlying Common Stock))

**Richard A. DeLateur
Chief Financial Officer
FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551
(925) 290-4000**

(Name, Address, and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

With copies to:

**Alan Talkington, Esq.
Jonathan M. Ocker, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, California 94105
(415) 773-5700**

CALCULATION OF FILING FEES

Transaction Valuation*
\$2,388,171

Amount of Filing fee**
\$171

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 3,098,724 shares of common stock of FormFactor, Inc. that have an aggregate value of \$2,388,171 as of August 27, 2010 will be exchanged pursuant to the exchange offer, which may not occur. The aggregate value of such options was calculated based on the Black-Scholes option pricing model.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$71.30 per million dollars of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$171
Form or Registration No.: 005-79547

Filing Party: FormFactor, Inc.
Date Filed: September 2, 2010

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 (this "Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 2, 2010 (the "Schedule TO"), as amended by Amendment No. 1 filed with the SEC on September 20, 2010, relating to an offer by FormFactor, Inc. (the "Company") to eligible employees, subject to specified conditions, to exchange certain underwater stock options (with an exercise price of at least \$13.63 per share) to purchase up to 3,098,724 shares of the Company's common stock, par value \$0.001 per share, for a lesser number of new stock options to be granted under the Company's 2002 Equity Incentive Plan, as amended (the "2002 Plan").

This Amendment No. 2 is being made to report the results of the exchange offer and is filed in satisfaction of the reporting requirements of Rule 13e-4(c) (4) promulgated under the Securities Exchange Act of 1934, as amended.

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following sentences:

The exchange offer expired at 9 p.m., U.S. Pacific Time, on September 30, 2010. Pursuant to the exchange offer, 2,779,782 eligible stock options were tendered, representing approximately 90% of the total stock options eligible for exchange in the Offer to Exchange. On October 1, 2010, the Company granted an aggregate of 679,864 new stock options in exchange for the eligible stock options tendered in the exchange offer. The exercise price of the new stock options is \$8.61 per share, which was the "fair market value" (as defined in the 2002 Plan) of a share of the Company's common stock on October 1, 2010.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FORMFACTOR, INC.

By: /s/ Stuart L. Merkadeau
Senior Vice President,
General Counsel and Secretary

Dated: October 4, 2010

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EXHIBIT INDEX

Exhibit	Description of Exhibits
(a)(I)(A)*	Offer to Exchange, dated September 2, 2010
(a)(1)(B)*	Form of Election Form
(a)(1)(C)*	Form of Notice of Withdrawal
(a)(1)(D)*	Screen Shots from Stock Option Exchange Program Website
(a)(1)(E)*	Form of Email Communication from FormFactor to All Eligible Employees
(a)(1)(F)*	Form of Confirmation of Receipt of Election Form
(a)(1)(G)*	Form of Confirmation of Receipt of Notice of Withdrawal
(a)(1)(H)*	Form of Reminder of Expiration of Exchange Offer
(a)(1)(I)*	Form of Confirmation of Participation in the Exchange Offer
(a)(1)(J)*	Form of Final Confirmation of Participation in the Exchange Offer
(a)(1)(K)*	Form of Email Communication to Eligible Employees
(a)(1)(L)*	Employee Presentation Slides
(a)(5)(A)	Form 8-K filed on September 13, 2010 (incorporated by reference to FormFactor's Form 8-K filed on September 13, 2010, File No. 000-50307)
(a)(5)(B)	Form 8-K filed on September 15, 2010 (incorporated by reference to FormFactor's Form 8-K filed on September 15, 2010, File No. 000-50307)
(b)	Not applicable
(d)(1)	FormFactor, Inc. 2002 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.06 to FormFactor's Form 10-K for the year ended December 26, 2009, File No. 000-50307)
(d)(2)*	Form of Stock Option Agreement for New Stock Options
(g)	Not applicable
(h)	Not applicable

* Previously filed.

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