As filed with the Securities and Exchange Commission on August 4, 2026

Registration No. 333-

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	**13-3711155**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

7005 Southfront Road
Livermore, California 94551
(Address of Principal Executive Offices) (Zip Code)

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

Alan Chan
Senior Vice President, Chief Legal Officer and Corporate Secretary
FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551
(Name and Address of Agent for Service)

(925) 290-4000
(Telephone Number, including Area Code, of Agent for Service)

Copy to:
Calise Y. Cheng
Freshfields US LLP
855 Main Street
Redwood City, California 94063
(650) 618-9250

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	☒	Accelerated filer	☐
Non-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. ☐

EXPLANATORY NOTE

Pursuant to General Instruction E on Form S-8, this Registration Statement is being filed for the purpose of registering an additional 5,000,000 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 (the "Commission") on August 5, 2025 (File No. 333-289275), August 3, 2022 (File No. 333-266500), June 23, 2020 (File No. 333-239388), 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, 2026.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission under the Securities Act of 1933, as amended, or 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 27, 2025, filed with the Commission on February 20, 2026, 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 (other than the portions of these reports not deemed to be filed); and

(c) The description of the Registrant's Common Stock which is contained in Exhibit 4.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 26, 2020 filed with the Commission on February 22, 2021, and including any amendments or reports filed for the purpose of updating such description.

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 the filing of a post-effective amendment 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 filing such documents. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be incorporated by reference into this Registration Statement. 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 Freshfields US LLP.
23.1	Consent of Freshfields US 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	FormFactor, Inc. Amended and Restated 2012 Equity Incentive Plan, as approved by stockholders of the Company on May 15, 2026, and forms of agreements there under (incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 10-Q (File No. 000-50307) filed with the Commission on August 4, 2026).
107.1	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 4th day of August, 2026.

FormFactor, Inc.

By: /s/ Alan Chan
Alan Chan
Senior Vice President, Chief Legal Officer and Corporate Secretary

POWER OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Aric McKinnis and Alan Chan 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.

Signature	Title	Date
Principal Executive Officer:		
/s/ Michael D. Slessor Michael D. Slessor	President, Chief Executive Officer and Director	August 4, 2026
Principal Financial Officer and Principal Accounting Officer:		
/s/ Aric McKinnis Aric McKinnis	Chief Financial Officer	August 4, 2026

/s/ Thomas St. Dennis Thomas St. Dennis	Director	August 4, 2026
/s/ Rebeca Obregon Rebeca Obregon	Director	August 4, 2026
/s/ Sheri Rhodes Sheri Rhodes	Director	August 4, 2026
/s/ Kelley Steven-Waiss Kelley Steven-Waiss	Director	August 4, 2026
/s/ Jorge Titinger Jorge Titinger	Director	August 4, 2026
/s/ Brian White Brian White	Director	August 4, 2026

Exhibit 107.1

Calculation of Filing Fee Tables

Form S-8
(Form Type)

FormFactor, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, $0.001 par value per share	Rule 457(c) and Rule 457(h)	5,000,000(2)	$86.03(3)	$430,150,000.00	$0.0001381	$59,403.72
Total Offering Amounts					$430,150,000.00		$59,403.72
Total Fee Offsets							$—(4)
Net Fee Due							$59,403.72

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement on Form S-8 to which this exhibit relates shall also cover any additional shares of the common stock, $0.001 par value ("Common Stock"), of FormFactor, Inc. that become issuable under in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.

(2) The Amount Registered represents 5,000,000 additional shares of Common Stock reserved for future issuance under the FormFactor, Inc. Amended and Restated 2012 Equity Incentive Plan.

(3) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of $86.03 per share, which is the average of the high and low prices of Common Stock on July 29, 2026, as reported on the Nasdaq Global Select Market.

(4) The Registrant does not have any fee offsets.

Exhibit 5.1

FRESHFIELDS

Silicon Valley

855 Main Street
Redwood City, 94063

T +1 (650) 618-9250

freshfields.us

August 4, 2026

FormFactor, Inc.
7005 Southfront Road
Livermore, CA 94551

Ladies and Gentlemen,

FormFactor, Inc., a Delaware corporation (the ***Company***), has filed with the Securities and Exchange Commission (the ***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 5,000,000 shares of its common stock, par value $0.001 per share (the ***Securities***), issuable under the Company's Amended and Restated 2012 Equity Incentive Plan (the ***Plan***).

We, as the Company's 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 opinion 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.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that, in our opinion, as of the date hereof, the Securities have been duly authorized and, when and to the extent issued, delivered and paid for in accordance with the Plan, the Securities will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of California and New York 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. 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 or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Freshfields US LLP

Exhibit 23.2

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

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 20, 2026, with respect to the consolidated financial statements of FormFactor, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG, LLP
Portland, Oregon
August 4, 2026