

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

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**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 31, 2013**

**FORMFACTOR, INC.**

(Exact Name of Registrant as Specified in 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)

Registrant's telephone number, including area code: **(925) 290-4000**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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. below):

- 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))
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**Item 2.02. Results of Operations and Financial Condition.**

On July 31, 2013, FormFactor, Inc. ("FormFactor") issued a press release announcing its financial results for the second quarter of fiscal 2013 that ended on June 29, 2013. 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.**

(d) Exhibits.

| Exhibit<br>Number | Description                        |
|-------------------|------------------------------------|
| 99.01             | Press release dated July 31, 2013. |

The information in this 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.

FORMFACTOR, INC.

Date: July 31, 2013

By: /s/ Stuart L. Merkadeau

Name: Stuart L. Merkadeau  
Title: Senior Vice President,  
General Counsel and Secretary

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                 |
|---------------------------|------------------------------------|
| 99.01                     | Press release dated July 31, 2013. |

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# FORMFACTOR INC.

## News Release

### Investor Contact:

Stan Finkelstein  
Investor Relations  
(925) 290-4321  
ir@formfactor.com

### FormFactor, Inc. Reports Second Quarter Results

*Q2 marks Company's first quarter of positive cash flow since Q4'07*

**LIVERMORE, Calif. — July 31, 2013** — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the second quarter of fiscal 2013 that ended on June 29, 2013. Quarterly revenues were \$62.7 million, up 19% from \$52.6 million in the first quarter of fiscal 2013, and up 14% from \$54.8 million in the second quarter of fiscal 2012.

On a GAAP basis, net loss for the second quarter of fiscal 2013 was \$8.4 million or \$(0.16) per fully-diluted share, compared to a net loss for the first quarter of fiscal 2013 of \$19.8 million or \$(0.37) per fully-diluted share, and a net loss for the second quarter of fiscal 2012 of \$4.2 million or \$(0.08) per fully-diluted share.

On a Non-GAAP basis, net loss for the second quarter of fiscal 2013 was \$0.3 million, or \$(0.01) per fully-diluted share, compared to a net loss for the first quarter of fiscal 2013 of \$6.9 million or \$(0.13) per fully-diluted share, and a net loss for the second quarter of fiscal 2012 of \$0.5 million or \$(0.01) per fully-diluted share. A reconciliation of GAAP to non-GAAP net loss and net loss per share is provided in the schedules included below.

Cash generation for the second quarter of fiscal 2013 was \$1.0 million, compared to cash usage of \$12.1 million for the first quarter of fiscal 2013 and cash usage of \$2.6 million for the second quarter of fiscal 2012.

“Q2 marked an important step in the company’s turnaround as we generated our first quarter of positive cash flow since Q4’07,” said Tom St. Dennis, CEO of FormFactor. “Revenue in Q2 showed nice improvement over Q1 in all markets, and our overall results benefited from our continuing focus on the gross margins and operating expenses of the combined FormFactor/MicroProbe businesses.”

The company has posted its revenue breakdown by region and market segment on the Investors section of its website at [www.formfactor.com](http://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 webcast of FormFactor’s conference call on the Investors section of the company’s web site at [www.formfactor.com](http://www.formfactor.com). A telephone replay of the conference call will be available approximately two hours after the conclusion of the call. The telephone replay will be available through August 2, 2013, 9:00 p.m. Pacific Daylight Time, and can be accessed by dialing (855) 859-2056 (domestic) or (404) 537-3406 (international) and entering confirmation code 13038714. Additionally, the replay will be available on the Investors section of our website, [www.formfactor.com](http://www.formfactor.com).

### Non-GAAP Financial Measures:

This press release highlights the company’s financial results on both a GAAP and a non-GAAP basis. The GAAP results include certain charges that are excluded from non-GAAP results. By publishing the non-GAAP measures, management intends to provide investors with additional information to further analyze the company’s performance, core results and underlying trends. FormFactor’s management evaluates results and makes operating decisions using both GAAP and non-GAAP measures included in this press release. Non-GAAP results are not prepared in accordance with GAAP, and non-GAAP information should be considered a supplement to, and not a substitute for, financial statements prepared in accordance with GAAP. Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures to their most directly comparable GAAP measures attached to this press release.

### About FormFactor:

FormFactor, Inc. (NASDAQ: FORM) is a leader in advanced wafer test solutions. The company’s advanced wafer probe cards enable semiconductor manufacturers to lower their overall production costs, improve yields, and bring next-generation devices to market. FormFactor’s acquisition of MicroProbe creates the leading wafer test solution provider for both memory and non-memory semiconductor manufacturers. 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](http://www.formfactor.com).

FormFactor, MicroProbe, and the FormFactor and MicroProbe logos are registered or unregistered trademarks of FormFactor, Inc. All other product, trademark, company or service names mentioned herein are the property of their respective owners.

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### 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 anticipated results, market conditions or trends, expectations and operating plans. 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: our ability to successfully integrate and realize the anticipated benefits of the Austria Semiconductor Holdings, Inc. acquisition, including MicroProbe Incorporated; risks of the

company's ability to meet customers' test roadmaps; risks of the company's ability to realize further operational efficiencies and achieve synergies through the MicroProbe integration; and changes in the market and macro-economic environments. 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 year ended December 29, 2012, as filed with the SEC, and subsequent SEC filings, including the company's Quarterly Reports on Forms 10-Q. 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.

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FORMFACTOR, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share amounts)  
(Unaudited)

|  | Three Months Ended |                 | Year to Date    |                 |
|--|--------------------|-----------------|-----------------|-----------------|
|  | June 29<br>2013    | June 30<br>2012 | June 29<br>2013 | June 30<br>2012 |
| Revenues   | \$ 62,733          | \$ 54,813       | \$ 115,353      | \$ 89,619       |
| Cost of revenues   | 46,328             | 38,646          | 89,873          | 69,296          |
| Gross profit   | 16,405             | 16,167          | 25,480          | 20,323          |
| Operating expenses:  |                    |                 |                 |                 |
| Research and development   | 10,915             | 10,935          | 21,844          | 21,782          |
| Selling, general and administrative  | 13,487             | 11,531          | 28,105          | 22,679          |
| Restructuring charges, net   | 92                 | 136             | 4,072           | 103             |
| Loss on sale of subsidiary   | 300                | —               | 300             | —               |
| Impairment of long-lived assets  | 121                | 61              | 179             | 229             |
| Total operating expenses   | 24,915             | 22,663          | 54,500          | 44,793          |
| Operating loss   | (8,510)            | (6,496)         | (29,020)        | (24,470)        |
| Interest income, net   | 96                 | 182             | 203             | 394             |
| Other income, net  | 209                | 546             | 632             | 956             |
| Loss before income taxes   | (8,205)            | (5,768)         | (28,185)        | (23,120)        |
| Provision for (benefit from) income taxes  | 202                | (1,551)         | (5)             | (1,449)         |
| Net loss   | \$ (8,407)         | \$ (4,217)      | \$ (28,180)     | \$ (21,671)     |
| Net loss per share:  |                    |                 |                 |                 |
| Basic and Diluted  | \$ (0.16)          | \$ (0.08)       | \$ (0.52)       | \$ (0.44)       |
| Weighted-average number of shares used in per share calculations:                                |                    |                 |                 |                 |
| Basic and Diluted  | 54,105             | 49,817          | 53,886          | 49,652          |
| <b>Reconciliation of Non-GAAP Loss:</b>  |                    |                 |                 |                 |
|  | Three Months Ended |                 | Year to Date    |                 |
|  | June 29<br>2013    | June 30<br>2012 | June 29<br>2013 | June 30<br>2012 |
| GAAP net loss  | \$ (8,407)         | \$ (4,217)      | \$ (28,180)     | \$ (21,671)     |
| Stock-based compensation   | 3,132              | 3,478           | 6,166           | 6,521           |
| Restructuring charges, net   | 92                 | 136             | 4,072           | 103             |
| Acquisition and integration related expenses   | 282                | —               | 1,194           | —               |
| Amortization of intangibles, inventory and fixed assets fair value adjustment due to acquisition | 4,206              | —               | 8,992           | —               |
| Impairment of long-lived assets and loss on sale of subsidiary                                   | 421                | 61              | 479             | 229             |
| Income tax valuation allowance   | —                  | —               | 150             | —               |
| Non-GAAP net loss  | \$ (274)           | \$ (542)        | \$ (7,127)      | \$ (14,818)     |
| Non-GAAP net loss per share:   |                    |                 |                 |                 |
| Basic and Diluted  | \$ (0.01)          | \$ (0.01)       | \$ (0.13)       | \$ (0.30)       |
| Weighted-average number of shares used in per share calculations:                                |                    |                 |                 |                 |
| Basic and Diluted  | 54,105             | 49,817          | 53,886          | 49,652          |

**FORMFACTOR, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands)  
(Unaudited)

|   | June 29,<br>2013  | December 29,<br>2012 |
|---|-------------------|----------------------|
| <b>ASSETS</b>                                   |                   |                      |
| Current assets:                                 |                   |                      |
| Cash and cash equivalents                       | \$ 57,160         | \$ 72,243            |
| Marketable securities                           | 97,362            | 93,545               |
| Accounts receivable, net                        | 38,964            | 28,919               |
| Inventories, net                                | 26,130            | 23,616               |
| Deferred tax assets                             | 4,204             | 4,613                |
| Refundable income taxes                         | 1,568             | 5,667                |
| Prepaid expenses and other current assets       | 6,191             | 10,569               |
| Total current assets                            | <u>231,579</u>    | <u>239,172</u>       |
| Restricted cash                                 | 421               | 318                  |
| Property, plant and equipment, net              | 39,630            | 45,515               |
| Goodwill  | 29,958            | 30,994               |
| Intangibles, net                                | 65,625            | 74,276               |
| Deferred tax assets                             | 4,076             | 4,207                |
| Other assets                                    | 989               | 1,200                |
| Total assets                                    | <u>\$ 372,278</u> | <u>\$ 395,682</u>    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>     |                   |                      |
| Current liabilities:                            |                   |                      |
| Accounts payable                                | \$ 24,181         | \$ 21,015            |
| Accrued liabilities                             | 13,808            | 17,270               |
| Capital leases, current portion                 | 503               | 573                  |
| Income taxes payable                            | 446               | —                    |
| Deferred revenue                                | 6,113             | 6,189                |
| Total current liabilities                       | <u>45,051</u>     | <u>45,047</u>        |
| Long-term income taxes payable                  | 2,786             | 3,028                |
| Capital leases, net of current portion          | 39                | 340                  |
| Deferred rent and other liabilities             | 7,521             | 8,009                |
| Total liabilities                               | <u>55,397</u>     | <u>56,424</u>        |
| Stockholders' equity:                           |                   |                      |
| Common stock and capital in excess of par value | 688,701           | 681,211              |
| Accumulated other comprehensive income          | 28                | 1,715                |
| Accumulated deficit                             | (371,848)         | (343,668)            |
| Total stockholders' equity                      | <u>316,881</u>    | <u>339,258</u>       |
| Total liabilities and stockholders' equity      | <u>\$ 372,278</u> | <u>\$ 395,682</u>    |