

**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): **October 12, 2011**

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)

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 October 27, 2011, FormFactor, Inc. ("FormFactor") issued a press release announcing its financial results for the third quarter ended September 24, 2011. A copy of the press release is furnished as Exhibit 99.01 to this report and is incorporated herein by reference.

Item 8.01. Other Events.

On October 20, 2010, the board of directors approved a program to repurchase up to \$50 million of shares of the Company's outstanding common stock during the period terminating October 19, 2011. On October 12, 2011, the board resolved to extend the plan for an additional year, terminating October 19, 2012.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-------------------|---------------------------------------|
| 99.01 | Press release dated October 27, 2011. |

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.

SIGNATURES

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: October 27, 2011

By: /s/ Stuart L. Merkadeau

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

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---------------------------------------|
| 99.01 | Press release dated October 27, 2011. |

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News Release

Investor Contact:

Stan Finkelstein
 Investor Relations
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FormFactor, Inc. Reports Third Quarter Results

LIVERMORE, Calif. — October 27, 2011 — FormFactor, Inc. (Nasdaq: FORM) today announced its financial results for the third quarter of fiscal 2011 that ended on September 24, 2011. Quarterly revenues were \$52.1 million, up 12% from \$46.6 million in the second quarter of fiscal 2011, and up 10% from \$47.3 million in the third quarter of fiscal 2010.

On a GAAP basis, net loss for the third quarter of fiscal 2011 was \$9.9 million or \$(0.20) per fully-diluted share, compared to a net loss for the second quarter of fiscal 2011 of \$7.7 million or \$(0.15) per fully-diluted share, and a net loss for the third quarter of fiscal 2010 of \$95.8 million or \$(1.90) per fully-diluted share.

On a Non-GAAP basis, net loss for the third quarter of fiscal 2011 was \$6.2 million or \$(0.12) per fully-diluted share, compared to a net loss for the second quarter of fiscal 2011 of \$8.9 million or \$(0.17) per fully-diluted share, and a net loss for the third quarter of fiscal 2010 of \$27.7 million or \$(0.55) per fully-diluted share.

Cash usage excluding stock repurchases for the third quarter was \$3.1 million, compared to cash usage of \$8.0 million for the second quarter of fiscal 2011 and cash usage of \$26.2 million for the third quarter of fiscal 2010.

“We continued to make progress on our turnaround plan in Q3 despite a challenging DRAM environment,” said Tom St. Dennis, CEO of FormFactor. “We maintained our revenue growth while staying focused on reducing our cash consumption.”

The company extended its share repurchase program for another twelve months. Through Q3 of fiscal 2011, the company has purchased 1,145,283 shares at a total cost of \$9.5 million. Under the current repurchase program, the company is authorized to purchase an additional \$40.5 million of shares.

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 webcast of FormFactor’s conference call on the Investors section of the company’s website at 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 October 29, 2011, 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 13947545. Additionally, the replay will be available on the Investors section of our website, 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:

Founded in 1993, FormFactor, Inc. (Nasdaq: FORM) is a 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 anticipated results, market conditions, 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: changes in the market environment, including the demand for DRAM, Flash memory and system on chip, or SoC, devices and certain other semiconductor devices; the rate at which semiconductor manufacturers adopt the company's Matrix platform products, including its SmartMatrix product for DRAM devices, and its ATRE wafer test technology; and the company's ability to bring its manufacturing structure and operating expenses in line with revenues. 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 25, 2010, as filed with the SEC, and subsequent SEC filings, including the company's quarterly reports on Form 10-Q for the first and second quarters of its fiscal 2011. 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.

FORM-F

FORMFACTOR, INC.

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

| | Three Months Ended | | Nine Months Ended | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 24, 2011 | September 25, 2010 | September 24, 2011 | September 25, 2010 |
| Revenues | \$ 52,115 | \$ 47,347 | \$ 139,101 | \$ 144,653 |
| Cost of revenues | 40,141 | 54,541 | 113,168 | 150,244 |
| Gross profit | 11,974 | (7,194) | 25,933 | (5,591) |
| Operating expenses: | | | | |
| Research and development | 10,423 | 12,825 | 32,861 | 43,913 |
| Selling, general and administrative | 11,200 | 16,219 | 34,741 | 52,810 |
| Restructuring charges, net | 258 | 8,539 | 197 | 14,603 |
| Impairment of long-lived assets | 100 | 55,402 | 451 | 56,401 |
| Total operating expenses | 21,981 | 92,985 | 68,250 | 167,727 |
| Operating loss | (10,007) | (100,179) | (42,317) | (173,318) |
| Interest income, net | 335 | 623 | 1,128 | 2,120 |
| Other income (expense), net | (75) | 3,960 | 135 | 3,995 |
| Loss before income taxes | (9,747) | (95,596) | (41,054) | (167,203) |
| Provision for (benefit from) income taxes | 157 | 231 | (2,048) | 672 |
| Net loss | \$ (9,904) | \$ (95,827) | \$ (39,006) | \$ (167,875) |
| Net loss per share: | | | | |
| Basic and Diluted | \$ (0.20) | \$ (1.90) | \$ (0.77) | \$ (3.35) |
| Weighted-average number of shares used in per share calculations: | | | | |
| Basic and Diluted | 50,747 | 50,431 | 50,719 | 50,136 |

Reconciliation of Non-GAAP Net Loss:

| | Three Months Ended | | Nine Months Ended | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 24, 2011 | September 25, 2010 | September 24, 2011 | September 25, 2010 |
| GAAP Net loss | \$ (9,904) | \$ (95,827) | \$ (39,006) | \$ (167,875) |
| Stock-based compensation, net of related income-tax impact * | 3,339 | 4,219 | 9,661 | 13,371 |
| Restructuring charges, net of related income-tax impact * | 258 | 8,539 | 197 | 14,603 |
| Income tax valuation allowance release | — | — | (2,450) | — |
| Impairment of long-lived assets, net of related income-tax impact * | 100 | 55,402 | 451 | 56,401 |
| Non-GAAP net loss | \$ (6,207) | \$ (27,667) | \$ (31,147) | \$ (83,500) |
| Non-GAAP net loss per share: | | | | |
| Basic and Diluted | \$ (0.12) | \$ (0.55) | \$ (0.61) | \$ (1.67) |
| Weighted-average number of shares used in per share calculations: | | | | |
| Basic and Diluted | 50,747 | 50,431 | 50,719 | 50,136 |

* There was no related income tax impact to stock-based compensation, restructuring and impairment charges in fiscal 2011 and fiscal 2010 as a result of the valuation allowance recorded after the second quarter of fiscal 2009.

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

| | September 24, 2011 | December 25, 2010 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 140,933 | \$ 121,207 |
| Marketable securities | 175,099 | 226,028 |
| Restricted cash | — | 383 |
| Accounts receivable, net | 29,142 | 28,598 |
| Inventories | 20,647 | 25,003 |
| Deferred tax assets | 304 | 329 |
| Prepaid expenses and other current assets | 11,250 | 14,743 |
| Total current assets | <u>377,375</u> | <u>416,291</u> |
| Restricted cash | 297 | 297 |
| Property and equipment, net | 34,872 | 37,311 |
| Deferred tax assets | 7,417 | 5,445 |
| Other assets | 3,987 | 6,710 |
| Total assets | <u>\$ 423,948</u> | <u>\$ 466,054</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

| | | |
|---|-------------------|-------------------|
| Current liabilities: | | |
| Accounts payable | \$ 18,120 | \$ 14,948 |
| Accrued liabilities | 14,170 | 24,045 |
| Income taxes payable | — | 1,894 |
| Deferred revenue | 5,960 | 4,637 |
| Total current liabilities | <u>38,250</u> | <u>45,524</u> |
| Long-term income taxes payable | 4,155 | 4,248 |
| Deferred rent and other liabilities | 4,205 | 5,081 |
| Total liabilities | <u>46,610</u> | <u>54,853</u> |
| Stockholders' equity: | | |
| Common stock and capital in excess of par value | 655,501 | 651,315 |
| Accumulated other comprehensive income | 2,983 | 2,027 |
| Accumulated deficit | (281,146) | (242,141) |
| Total stockholders' equity | <u>377,338</u> | <u>411,201</u> |
| Total liabilities and stockholders' equity | <u>\$ 423,948</u> | <u>\$ 466,054</u> |