

FORMFACTOR INC
Form 3
August 07, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â STEVEN-WAISS KELLEY</p> <p>(Last) (First) (Middle)</p> <p>FORMFACTOR, INC,Â 7005 SOUTHFRONT ROAD</p> <p>(Street)</p> <p>LIVERMORE,Â CAÂ 94577</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/05/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FORMFACTOR INC [FORM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|---|--|

(Instr. 5)

| | | | | | | | |
|--|-------|-------|-----------------|-------|---------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | Â (2) | Common Stock | 6,000 | \$ 6.93 | D | Â |
| Restricted Stock Units | Â (3) | Â (4) | Common Stock | 9,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEVEN-WAISS KELLEY FORMFACTOR, INC 7005 SOUTHFRONT ROAD LIVERMORE, CA 94577 | Â X | Â | Â | Â |

Signatures

By: Michael Ludwig For: Kelley
Steven-Waiss

08/07/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Stock Option is granted pursuant to the Issuer's 2012 Equity Incentive Plan and vests over 3 years.
If the reporting person's employment is terminated for any reason before an applicable vesting date, all options and/or restricted stock units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC.
- (2) Restricted Stock Units vest monthly over 3 years.
If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in our Equity Grant Policy for Outside Directors and any other agreements between the reporting person and Issuer, regarding award vesting and exercisability.
- (3) Restricted Stock Units vest monthly over 3 years.
If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in our Equity Grant Policy for Outside Directors and any other agreements between the reporting person and Issuer, regarding award vesting and exercisability.
- (4) Restricted Stock Units vest monthly over 3 years.
If the reporting person ceases to provide services to the Issuer for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration except as provided in our Equity Grant Policy for Outside Directors and any other agreements between the reporting person and Issuer, regarding award vesting and exercisability.

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Remarks:

THE ATTACHED CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.