

FORMFACTOR INC  
Form 8-K  
August 07, 2015

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): August 5, 2015

FORMFACTOR, INC.

(Exact Name of Registrant as Specified in Charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 000-50307<br>(Commission File Number) | 13-3711155<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

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|---|---------------------|
| 7005 Southfront Road<br>Livermore, CA<br>(Address of Principal Executive Offices) | 94551<br>(Zip Code) |
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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))



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 5, 2015, FormFactor, Inc. (the “Company”) announced the appointment of Kelley Steven-Waiss to the Company’s board of directors (the “Board”). Ms. Steven-Waiss will be a Class I member of the Board. The Board also appointed Ms. Steven-Waiss to the Company’s Compensation and Governance Committees.

As a member of the FormFactor Board, Ms. Steven-Waiss will receive an annual retainer of \$57,500, including committee membership retainers for her service on the Compensation and Governance Committees and not including the equity and cash compensation offered to FormFactor’s non-employee directors. Ms. Steven-Waiss received, as of August 5, 2015, a stock option under the Company’s Equity Incentive Plan to purchase 6,000 shares of FormFactor common stock with an exercise price equal to the closing price of the Company’s stock on the Nasdaq Global Market on August 5, 2015. The stock option vests over 36 months in equal monthly installments beginning on September 5, 2015. Ms. Steven-Waiss also received, as of August 5, 2015, restricted stock units under the Company’s Equity Incentive Plan that represent the right to receive 9,000 shares of FormFactor common stock upon vesting. The restricted stock units vest over 36 months in equal monthly installments beginning on September 5, 2015 and will settle in shares of the Company’s common stock on the earlier of the date on which the units are fully vested, or the date that Ms. Steven-Waiss’ engagement with FormFactor is terminated (or the first market trading day during an open trading window). The stock option and restricted stock units are subject to vesting acceleration upon the occurrence of certain change in control events. Additional information regarding non-employee director compensation is set forth in FormFactor’s 2015 Proxy Statement filed with the Securities and Exchange Commission on March 19, 2015.

Ms. Steven-Waiss has entered into an indemnity agreement, the terms of which are identical in all material respects to FormFactor’s form of indemnity agreement, which the company filed as Exhibit 10.01 to its Form S-1 Registration Statement with the Securities and Exchange Commission on May 28, 2002.

There have been no transactions, nor are there any currently proposed transactions, to which the Company was or is to be a party in which Ms. Steven-Waiss or any member of her immediate family had, or will have, a direct or indirect material interest.

**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: August 7, 2015

By: /s/ Michael M. Ludwig

Name: Michael M. Ludwig

Title: Chief Financial Officer