

St Dennis Thomas  
Form 4  
May 30, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
St Dennis Thomas

2. Issuer Name **and** Ticker or Trading  
Symbol  
FORMFACTOR INC [FORM]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
  
7005 SOUTHFRONT ROAD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/26/2018

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

LIVERMORE, CA 94551

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Stock                       | 05/26/2018                              |   | M                                    |  | 9,000  | A \$ 0   | 49,666 D  |
| Common<br>Stock                       | 05/28/2018                              |   | M                                    |  | 3,334  | A \$ 0   | 53,000 D  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secur<br>(Instr |  |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|-----------------------------------|--|
|   |  |   |   | Code                                 | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                             | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | \$ 0   | 05/26/2018                              |   | M                                    |   | 9,000  |     | (1)   | (2)                | Common<br>Stock                   | 9,000                                  |
| Restricted<br>Stock<br>Units                        | \$ 0   | 05/28/2018                              |   | M                                    |   | 3,334  |     | (3)   | (4)                | Common<br>Stock                   | 3,334                                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| St Dennis Thomas<br>7005 SOUTHFRONT ROAD<br>LIVERMORE, CA 94551 | X                                |

## Signatures

By: /s/ Jason Cohen, Attorney-in-Fact For: Thomas St.  
Dennis

05/30/2018

                    Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Restricted Stock Units Vest and become exercisable in 12 equal monthly installments with the vesting dates beginning on June 26, 2017 and ending on May 26, 2018. Settlements of vested units into common stock will occur on the earlier of May 26, 2018 or the date the reporting person ceases to provide service to the Issuer, or thereafter, on the first market trading day.

(2) 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) The Restricted Stock Units vest and are exercisable in three equal annual installments on each May 28 of 2016, 2017, and 2018 or thereafter, on the first market trading day.

(4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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