

FORMFACTOR INC
Form 8-K
April 24, 2012

**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): **April 18, 2012**

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 5.07. Submission of Matters to a Vote of Security Holders.

FormFactor, Inc. (the Company) held its 2012 Annual Meeting of Stockholders (the Annual Meeting) on April 18, 2012 at its corporate headquarters at 7005 Southfront Road, Livermore, California 94551. At the meeting, the Company's stockholders voted on the following five proposals and cast their votes as follows:

Proposal 1: Election of two Class III directors to the Company's Board of Directors, each to serve until his successor has been elected and qualified or until his earlier death, resignation or removal. The director nominees were:

| Nominee | For | Withheld | Broker Non-Votes |
|-------------------|------------|------------|------------------|
| Richard Delateur | 24,498,011 | 11,992,082 | 7,154,261 |
| Edward Rogas, Jr. | 34,871,616 | 1,618,477 | 7,154,261 |

Each director nominee was elected a director of the Company.

Proposal 2: Non-binding advisory vote to approve executive compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 30,358,484 | 5,308,130 | 823,479 | 7,154,261 |

The Company's stockholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Proxy Statement relating to the Annual Meeting.

Proposal 3: Approval of the amendment and restatement of the Company's Equity Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 28,324,539 | 7,516,993 | 648,561 | 7,154,261 |

This proposal was approved.

Proposal 4: Approval of the amendment and restatement of the Company's Employee Stock Purchase Plan:

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| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 34,986,892 | 852,745 | 650,456 | 7,154,261 |

This proposal was approved.

Proposal 5: Ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2012:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 42,559,586 | 1,058,557 | 26,211 | 0 |

This proposal was approved.

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: April 24, 2012

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