

FORMFACTOR INC
Form S-4
April 01, 2016
Table of Contents

As filed with the Securities and Exchange Commission on April 1, 2016

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FormFactor, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

3285
(Primary Standard Industrial
Classification Code Number)

13-3711155
(I.R.S. Employer
Identification Number)

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7005 Southfront Road

Livermore, California 94551

(925) 290-4000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Jason Cohen

Vice President and General Counsel

FormFactor, Inc.

7005 Southfront Road

Livermore, California 94551

(925) 290-4000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Sarah K. Solum

Davis Polk & Wardwell LLP

1600 El Camino Real

Menlo Park, California 94025

(650) 752-2000

Roy Tucker

David Matheson

Perkins Coie LLP

1120 N.W. Couch Street, Tenth Floor

Portland, Oregon 97209

(503) 727-2000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement and the consummation of the merger of Cardinal Merger Subsidiary, Inc. (**Merger Sub**), a wholly owned subsidiary of FormFactor, Inc. (**FormFactor**), with and into Cascade Microtech, Inc. (**Cascade Microtech**), as described in the Agreement and Plan of Merger dated as of February 3, 2016 among Cascade Microtech, FormFactor and Merger Sub.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the **Securities Act**), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934 (the **Exchange Act**).

Large accelerated filer " Accelerated filer x
 Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company "
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of	Amount To Be	Proposed Maximum Offering Price	Proposed Maximum Offering Price	Amount Of Registration Fee
Securities To be Registered	Registered⁽¹⁾	Per Unit	Offering Price⁽²⁾	Registration Fee⁽³⁾
Common Stock, \$0.001 par value	11,060,010	N/A	\$77,355,741.06	\$7,789,72

(1) Represents the maximum number of shares of FormFactor common stock estimated to be issuable upon consummation of the merger described in this proxy statement/prospectus, equal to the product of (a) 16,926,858 shares of Cascade Microtech common stock (based on 15,911,672 shares of Cascade Microtech common stock outstanding on March 1, 2016 and 1,015,186 shares of Cascade Microtech common stock issuable pursuant to the exercise or settlement of Cascade Microtech options and restricted stock units that were vested as of March 1,

2016 or that would become vested as a result of the consummation of the merger) and (b) the exchange ratio of 0.6534 of a share of FormFactor common stock for each share of Cascade Microtech common stock, which is the exchange ratio under the merger agreement.

- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f)(1) and (f)(3) and 457(c) of the Securities Act. The proposed maximum aggregate offering price of the registrant's common stock was calculated based upon the market value of shares of Cascade Microtech common stock in accordance with Rule 457(c) under the Securities Act as follows: (a) the product of (i) \$20.57 (the average of the high and low prices per share of Cascade Microtech common stock on the NASDAQ Global Market on March 31, 2016, and (ii) the number of shares set forth in clause (a) of footnote (1) above, less (b) \$270,829,728, the estimated amount of cash that would be paid by FormFactor in the merger equal to the product of (i) such number of shares of Cascade Microtech common stock that may be cancelled in the merger, as set forth in clause (a) of footnote (1) above, and (ii) \$16.00, the cash portion of the merger consideration per share of Cascade Microtech common stock.
- (3) Calculated pursuant to Section 6(b) of the Securities Act and SEC Fee Rate Advisory #1 for Fiscal Year 2016 at a rate equal to \$100.70 per \$1,000,000 of the proposed maximum aggregate offering price.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

PRELIMINARY SUBJECT TO COMPLETION DATED April 1, 2016

**PROXY STATEMENT FOR THE SPECIAL MEETING OF SHAREHOLDERS OF CASCADE
MICROTECH, INC.**

and

PROSPECTUS OF FORMFACTOR, INC.

[], 2016

Dear Cascade Microtech, Inc. Shareholder:

You are cordially invited to attend a special meeting of shareholders of Cascade Microtech, to be held on [], 2016, at the offices of Perkins Coie LLP, located at 1120 N.W. Couch Street, Tenth Floor, Portland, Oregon 97209, at [], local time. At the Cascade Microtech special meeting, you will be asked to approve and adopt the Agreement and Plan of Merger, dated as of February 3, 2016, the merger pursuant to that agreement in which Cascade Microtech will become a wholly owned subsidiary of FormFactor, Inc. and the related transactions contemplated by that agreement. Cascade Microtech's board of directors unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable for, fair to, and in the best interests of Cascade Microtech and its shareholders and unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

If the merger is consummated, you will have the right to receive, subject to the terms of the merger agreement and in exchange for each share of Cascade Microtech common stock you own immediately prior to the merger, \$16.00 in cash, without interest, and 0.6534 of a share of FormFactor common stock. The value of the per share cash consideration is fixed at \$16.00, except that, if the number of shares of FormFactor common stock issuable as a result of the merger would, in the aggregate, exceed 19.9% of the issued and outstanding shares of FormFactor common stock immediately prior to the consummation of the merger, the exchange ratio will be reduced to the minimum extent necessary such that the aggregate number of shares of FormFactor common stock issuable in the merger would equal 19.9% of the issued and outstanding shares of FormFactor common stock immediately prior to the consummation of the merger. If this adjustment occurs, you will receive an increase in the amount of cash you receive as part of the merger consideration per share equal to the decrease in value of the stock portion of the merger consideration that results from the reduction of the exchange ratio. Additionally, the value of the stock portion of the merger consideration will fluctuate as the market price of FormFactor common stock fluctuates, because the amount of FormFactor common stock that Cascade Microtech's shareholders are entitled to receive will be adjusted only in the circumstances described in this proxy statement/prospectus and will not be adjusted to preserve the value of the stock

portion of the merger consideration in the face of changes in the market price of FormFactor common stock. Based on the closing stock price of FormFactor common stock of \$[] on the NASDAQ Global Market on [], 2016, the most recent practicable date prior to the date of this proxy statement/prospectus, the value of the stock portion of the merger consideration was \$[]. As a result, the value of the merger consideration that Cascade Microtech stockholders will receive upon completion of the merger could be greater than, less than or the same as the value of the merger consideration on the date of this proxy statement/prospectus or at the time of the Cascade Microtech special meeting. Shares of Cascade Microtech common stock and FormFactor common stock are traded on the NASDAQ Global Market under the symbols CSCD and FORM, respectively.

We cannot consummate the merger unless Cascade Microtech shareholders approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the Cascade Microtech special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the Cascade Microtech special meeting.**

In addition, at the Cascade Microtech special meeting you also will be asked to approve the adjournment of the Cascade Microtech special meeting under certain circumstances and to approve, on an advisory (non-binding) basis, the merger-related compensation that will or may be paid to Cascade Microtech's named executive officers in connection with the merger.

The Cascade Microtech board of directors unanimously recommends that Cascade Microtech shareholders vote FOR the approval and adoption of the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement, FOR the adjournment of the Cascade Microtech special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve and adopt the

Table of Contents

merger agreement, the merger pursuant to the merger agreement and the related transactions contemplated by the merger agreement at the time of the Cascade Microtech special meeting and FOR the named executive officer merger-related compensation proposal.

The accompanying proxy statement/prospectus provides important information regarding the Cascade Microtech special meeting and a detailed description of the merger agreement, the merger, the related transactions contemplated by the merger agreement, the adjournment proposal and the named executive officer merger-related compensation proposal. **We urge you to read carefully the accompanying proxy statement/prospectus (and any documents incorporated by reference in the accompanying proxy statement/prospectus). Please pay particular attention to the section entitled Risk Factors beginning on page 46.** You can also obtain information about Cascade Microtech and FormFactor from documents that Cascade Microtech and FormFactor previously have filed, or subsequently file, with the Securities and Exchange Commission.

If you have any questions about the merger or about how to vote your shares, please contact Cascade Microtech Investor Relations at (503) 601-1000 or write to Cascade Microtech, Inc., 9100 S.W. Gemini Drive, Beaverton, Oregon 97008, Attention: Investor Relations.

We hope to see you at the Cascade Microtech special meeting and look forward to the successful consummation of the merger.

Sincerely,

Michael D. Burger

Director, President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying proxy statement/prospectus is dated [], 2016 and is first being mailed to the shareholders of Cascade Microtech on or about [], 2016.

Table of Contents

ADDITIONAL INFORMATION

The accompanying document is the proxy statement of Cascade Microtech, Inc. for its special meeting of shareholders and the prospectus of FormFactor, Inc. for the shares of FormFactor common stock to be issued as consideration for the merger. The accompanying proxy statement/prospectus incorporates important business and financial information about FormFactor, Inc. and Cascade Microtech, Inc. from documents that are not included in or delivered with the accompanying proxy statement/prospectus. This information is available to you without charge upon request. You can obtain documents incorporated by reference in the accompanying proxy statement/prospectus by requesting them in writing or by telephone from FormFactor, Inc. or Cascade Microtech, Inc. at the following addresses and telephone numbers:

FormFactor, Inc.
7005 Southfront Road
Livermore, California 94551
Attn: Investor Relations
Telephone: (925) 290-4000

Cascade Microtech, Inc.
9100 S.W. Gemini Drive
Beaverton, Oregon 97008
Attention: Investor Relations
Telephone: (503) 601-1000

In addition, if you have questions about the merger or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, please contact Georgeson LLC, the proxy solicitor for Cascade Microtech at (866) []-[]. You will not be charged for any of these documents that you request.

If you would like to request documents, please do so by [], 2016 in order to receive them before the special meeting.

See Where You Can Find More Information beginning on page [] of the accompanying proxy statement/prospectus for further information.

Table of Contents

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Cascade Microtech, Inc.:

A special meeting of shareholders of Cascade Microtech, Inc. will be held on [], 2016, at the offices of Perkins Coie LLP, located at 1120 N.W. Couch Street, Tenth Floor, Portland, Oregon 97209, at [], local time, for the following purposes:

to consider and vote on a proposal to approve and adopt (a) the Agreement and Plan of Merger, dated as of February 3, 2016, by and among Cascade Microtech, FormFactor, Inc., a Delaware corporation, and Cardinal Merger Subsidiary, Inc., an Oregon corporation, (b) the merger pursuant to that merger agreement in which Cascade Microtech will become a wholly owned subsidiary of FormFactor, Inc. and (c) the related transactions contemplated by the merger agreement (a copy of the merger agreement is attached as Annex A to the proxy statement/prospectus accompanying this notice);

to consider and vote on a proposal to approve the adjournment of the Cascade Microtech special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement at the time of the Cascade Microtech special meeting; and

to consider and vote on a proposal to approve, on an advisory (non-binding) basis, the merger-related compensation that will or may be paid to Cascade Microtech's named executive officers in connection with the merger.

The Cascade Microtech board of directors has fixed the close of business on [], 2016, as the record date for determination of the shareholders entitled to vote at the Cascade Microtech special meeting or any adjournment or postponement of the Cascade Microtech special meeting. Only shareholders of record at the record date are entitled to notice of, and to vote at, the Cascade Microtech special meeting or any adjournment or postponement of the Cascade Microtech special meeting.

If you hold shares in your name at the record date, please be prepared to provide proper identification, such as a driver's license, to gain admission to the Cascade Microtech special meeting.

If you are a beneficial owner of Cascade Microtech common stock held in street name, meaning that your shares are held by a broker, bank or other holder of record, at the record date, in addition to proper identification, you will also need to provide proof of ownership at the record date to be admitted to the Cascade Microtech special meeting. A brokerage statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of Cascade Microtech common stock held in street name in person at the Cascade Microtech special meeting, you will have to get a written proxy in your name from the broker, bank or other holder of record who holds your shares.

Approval and adoption of the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement requires the affirmative vote of holders of a majority of the shares of Cascade Microtech common stock outstanding and entitled to vote on the proposal. The adjournment proposal requires the

approval of a majority of the shares of Cascade Microtech common stock present at the special meeting, in person or by proxy, whether or not a quorum. The named executive officer merger-related compensation proposal will be approved, on an advisory (non-binding) basis, if a quorum exists and the votes cast in favor of the proposal exceed the votes cast against it. **After careful consideration, the Cascade Microtech board of directors unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable for, fair to and in the best interests of Cascade Microtech and its shareholders and unanimously adopted and approved the merger agreement, the merger and the other transactions contemplated by the merger agreement and unanimously recommends that Cascade Microtech shareholders vote FOR the approval and adoption of the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement, FOR the adjournment of the Cascade Microtech special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement at the time of the Cascade Microtech special meeting and FOR the named executive officer merger-related compensation proposal.**

By order of the Board of Directors,

Beaverton, Oregon
[], 2016

Michael D. Burger

Director, President and Chief Executive Officer

Table of Contents

YOUR VOTE IS IMPORTANT!

WHETHER OR NOT YOU EXPECT TO ATTEND THE CASCADE MICROTECH SPECIAL MEETING IN PERSON, WE URGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) THROUGH THE INTERNET, (2) BY TELEPHONE OR (3) BY MARKING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. You may revoke your proxy or change your vote at any time before the Cascade Microtech special meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished to you by such record holder.

We urge you to read carefully the accompanying proxy statement/prospectus, including all documents incorporated by reference in the accompanying proxy statement/prospectus, and its annexes in their entirety. If you have any questions concerning the merger, the special meeting or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus or need help voting your shares of Cascade Microtech common stock, please contact:

Georgeson LLC

480 Washington Blvd., 26th Floor

Jersey City, New Jersey 07310

Telephone: (866) [] - []

or

Cascade Microtech, Inc.

9100 S.W. Gemini Drive

Beaverton, Oregon 97008

Attention: Investor Relations

Telephone: (503) 601-1000

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING</u>	1
<u>SUMMARY</u>	8
<u>Information about FormFactor, Cascade Microtech and Cardinal Merger Subsidiary, Inc.</u>	8
<u>The Merger</u>	9
<u>Special Meeting of Cascade Microtech's Shareholders</u>	9
<u>What Cascade Microtech's Shareholders Will Receive in the Merger</u>	10
<u>Treatment of Equity Awards</u>	11
<u>Recommendation of the Cascade Microtech Board of Directors</u>	12
<u>Opinion of Cascade Microtech's Financial Advisor</u>	12
<u>Ownership of FormFactor After the Merger</u>	13
<u>FormFactor Shareholder Approval Is Not Required</u>	13
<u>Interests of Certain Persons in the Merger</u>	13
<u>Listing of FormFactor Common Stock and Delisting and Deregistration of Cascade Microtech Common Stock</u>	13
<u>No Dissenters' or Appraisal Rights</u>	14
<u>Consummation of the Merger Is Subject to Certain Conditions</u>	14
<u>The Merger May Not Be Consummated Without All Required Regulatory Approvals</u>	15
<u>Financing</u>	15
<u>The Merger Is Expected to Occur in Mid-2016</u>	16
<u>No Solicitation by Cascade Microtech</u>	16
<u>Termination of the Merger Agreement</u>	17
<u>Termination Fees and Expenses</u>	18
<u>Specific Performance; Remedies</u>	19
<u>Material U.S. Federal Income Tax Consequences</u>	19
<u>Accounting Treatment</u>	20
<u>Rights of Cascade Microtech's Shareholders Will Change as a Result of the Merger</u>	20
<u>Litigation Relating to the Merger</u>	20
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF FORMFACTOR</u>	21
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CASCADE MICROTECH</u>	23
<u>COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA</u>	25
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	27
<u>Market Prices</u>	27
<u>Dividends</u>	28
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	29
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	44
<u>RISK FACTORS</u>	46
<u>Risks relating to FormFactor and Cascade Microtech</u>	53
<u>THE COMPANIES</u>	54
<u>FormFactor</u>	54
<u>Cascade Microtech</u>	54
<u>Merger Sub</u>	54
<u>SPECIAL MEETING OF SHAREHOLDERS OF CASCADE MICROTECH</u>	55
<u>PROPOSAL I: THE MERGER</u>	60
<u>General</u>	60
<u>Background of the Merger</u>	60

<u>Cascade Microtech Reasons for the Merger; Recommendation of the Cascade Microtech Board of Directors</u>	68
<u>FormFactor Reasons for the Merger</u>	72
<u>Cascade Microtech Unaudited Prospective Financial Information</u>	73

Table of Contents

<u>Opinion of Cascade Microtech's Financial Advisor</u>	76
<u>Regulatory Approvals Required for the Merger</u>	87
<u>No Dissenter's or Appraisal Rights</u>	88
<u>Material U.S. Federal Income Tax Consequences</u>	88
<u>Accounting Treatment</u>	90
<u>Listing of FormFactor Common Stock and Delisting and Deregistration of Cascade Microtech Common Stock</u>	90
<u>Litigation Relating to the Merger</u>	90
<u>Description of Debt Financing</u>	91
<u>THE MERGER AGREEMENT</u>	93
<u>Structure of the Merger</u>	93
<u>Completion and Effectiveness of the Merger</u>	94
<u>Merger Consideration</u>	94
<u>Exchange Ratio Adjustment</u>	94
<u>Fractional Shares</u>	95
<u>Procedures for Surrendering Cascade Microtech Stock Certificates</u>	95
<u>Treatment of Cascade Microtech Equity Awards</u>	96
<u>Listing of FormFactor Common Stock</u>	97
<u>Conditions to the Merger</u>	97
<u>Representations and Warranties</u>	99
<u>Definition of Company Material Adverse Effect</u>	100
<u>Definition of Parent Material Adverse Effect</u>	101
<u>Conduct of Business Pending the Merger</u>	102
<u>Obligation of the Cascade Microtech Board of Directors to Recommend the Merger Agreement and Call a Shareholders Meeting</u>	104
<u>No Solicitation by Cascade Microtech</u>	104
<u>Reasonable Best Efforts Covenant</u>	106
<u>Financing</u>	107
<u>Appointment of Director</u>	109
<u>Proxy Statement and Registration Statement Covenant</u>	109
<u>Indemnification and Insurance</u>	110
<u>Employee Matters</u>	111
<u>Tax Matters</u>	113
<u>Other Agreements</u>	113
<u>Termination of the Merger Agreement</u>	113
<u>Termination Fees and Expenses</u>	115
<u>Specific Performance; Remedies</u>	117
<u>Third-Party Beneficiaries</u>	117
<u>Amendments; Waivers</u>	117
<u>INTERESTS OF CERTAIN PERSONS IN THE MERGER</u>	118
<u>PROPOSAL II: ADJOURNMENT OF THE CASCADE MICROTECH SPECIAL MEETING</u>	123
<u>PROPOSAL III: ADVISORY VOTE ON NAMED EXECUTIVE OFFICER MERGER-RELATED COMPENSATION</u>	124
<u>DESCRIPTION OF FORMFACTOR CAPITAL STOCK</u>	125
<u>COMPARISON OF SHAREHOLDER RIGHTS</u>	128
<u>LEGAL MATTERS</u>	133
<u>EXPERTS</u>	133
<u>FUTURE SHAREHOLDER PROPOSALS</u>	133

<u>WHERE YOU CAN FIND MORE INFORMATION</u>	134
<u>ANNEXES</u>	
<u>Annex A Agreement and Plan of Merger</u>	A-1
<u>Annex B Opinion of Stifel, Nicolaus & Company, Incorporated</u>	B-1

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

The following are some questions that you, as a shareholder of Cascade Microtech, may have regarding the merger and the special meeting, and brief answers to those questions. You are urged to read carefully this proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety because this section may not provide all of the information that is important to you with respect to the merger and the special meeting. Additional important information is contained in the annexes to, and the documents incorporated by reference in, this proxy statement/prospectus.

Q. Why am I receiving these proxy materials?

- A. On February 3, 2016, Cascade Microtech entered into the merger agreement providing for the merger of Merger Sub with and into Cascade Microtech, pursuant to which Cascade Microtech will survive the merger as a wholly owned subsidiary of FormFactor. You are receiving this proxy statement/prospectus in connection with the solicitation by the Cascade Microtech board of director of proxies of Cascade Microtech shareholders in favor of (1) approving and adopting the merger agreement, the merger pursuant to the merger agreement and the related transactions contemplated by the merger agreement, which proposal is referred to in this section of this proxy statement/prospectus as the merger proposal, and (2) the other matters to be voted on at the special meeting.

Q. What is the proposed transaction?

- A. If the merger proposal is approved by Cascade Microtech's shareholders and the other conditions to the consummation of the merger contained in the merger agreement are satisfied or waived, Merger Sub will merge with and into Cascade Microtech. Cascade Microtech will be the surviving corporation in the merger and will be privately held as a wholly owned subsidiary of FormFactor.

Q. What will I receive in the merger?

- A. Under the terms of the merger agreement, if the merger is consummated, you will be entitled to receive, with respect to each share of Cascade Microtech common stock you own immediately prior to the merger, \$16.00 in cash, without interest, and 0.6534 of a share of FormFactor common stock (as each component may be adjusted as described below under "The Merger Agreement Exchange Ratio Adjustment" beginning on page [] of this proxy statement/prospectus), with cash payable in lieu of any fractional shares of FormFactor common stock as described below under "The Merger Agreement Fractional Shares" beginning on page [] of this proxy statement/prospectus. For example, assuming no adjustment to the merger consideration components, if you own 1,000 shares of Cascade Microtech common stock, you will be entitled to receive \$16,000 in cash and 653 shares of FormFactor common stock (plus an amount in cash equal to the fair market value of 0.4 of a share of FormFactor common stock) in exchange for your shares, without interest and less any applicable withholding taxes.

Q. Where and when is the special meeting, and who may attend?

- A. The special meeting will be held at the offices of Perkins Coie LLP, located at 1120 N.W. Couch Street, Tenth Floor, Portland, Oregon 97209 on [], 2016, at [], local time. Shareholders who are entitled to vote may attend the meeting. Beneficial owners of shares held in street name should bring a copy of an account statement reflecting their ownership of Cascade Microtech common stock as of the record date, which is the close of business on [], 2016. All shareholders should bring photo identification.

Q. Who can vote at the Special Meeting?

- A. All Cascade Microtech shareholders of record as of the record date for the Cascade Microtech special meeting are entitled to receive notice of, attend and vote at the Cascade Microtech special meeting, or any

Table of Contents

adjournment or postponement thereof. Each share of Cascade Microtech common stock is entitled to one vote on all matters that come before the meeting. At the close of business on the record date, there were [] shares of Cascade Microtech common stock issued and outstanding.

Q. What matters will be voted on at the special meeting?

A. At the special meeting, you will be asked to consider and vote on the following proposals:

the merger proposal;

the named executive officer merger-related compensation proposal;

if applicable, the special meeting adjournment proposal; and

to transact such other business as may properly come before the special meeting or any adjournments or postponements of the special meeting.

Q. How does the Cascade Microtech board of directors recommend that I vote on the proposals?

A. The Cascade Microtech board of directors unanimously recommends that you vote:

FOR the merger proposal;

FOR the named executive officer merger-related compensation proposal; and

FOR the adjournment proposal.

Q. What vote is required to approve the merger proposal?

A. The merger proposal will be approved if shareholders holding at least a majority of the shares of Cascade Microtech common stock outstanding and entitled to vote at the close of business on the record date vote FOR the proposal.

Q. What vote is required to approve the other proposals?

- A. The adjournment proposal will be approved if a majority of the votes cast at the special meeting vote FOR the proposal, even if a quorum is not present. The named executive officer merger-related compensation proposal will be approved, on an advisory (non-binding) basis, if a quorum exists and the votes cast FOR the proposal exceed the votes cast against it.

Q. Do you expect the merger to be taxable to Cascade Microtech shareholders?

- A. The exchange of Cascade Microtech common stock for cash and shares of FormFactor common stock in the merger will be a taxable transaction for U.S. federal income tax purposes and may also be taxable under state, local or other tax laws. For a discussion of the U.S. federal income tax consequences of the merger, see Material U.S. Federal Income Tax Consequences beginning on page [] of this proxy statement/prospectus. You are also encouraged to consult your own tax advisors regarding the U.S. federal income tax consequences of the merger to you in your particular circumstances, as well as tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

Q. What other effects will the merger have on Cascade Microtech?

- A. If the merger is consummated, Cascade Microtech common stock will be delisted from NASDAQ and deregistered under the Exchange Act, and Cascade Microtech will no longer be required to file periodic reports with the U.S. Securities and Exchange Commission, which is referred to in this proxy statement/prospectus as the SEC, with respect to Cascade Microtech common stock, in each case in accordance with

Table of Contents

applicable law, rules and regulations. Following the consummation of the merger, Cascade Microtech common stock will no longer be publicly traded and you will no longer have any interest in Cascade Microtech's future earnings or growth; each share of Cascade Microtech common stock you hold will represent only the right to receive the merger consideration, as described above under "What will I receive in the merger?", without interest and less any applicable withholding taxes.

Q. When is the merger expected to be consummated?

A. The parties to the merger agreement expect to consummate the merger in mid-2016. However, consummation of the merger is subject to the satisfaction or, to the extent permitted by applicable law, waiver of the various conditions to consummation of the merger. There can be no assurances as to when, or if, the merger will occur.

Q. What happens if the merger is not consummated?

A. If the merger is not consummated, either because the merger proposal is not approved by Cascade Microtech shareholders or for any other reason, Cascade Microtech shareholders will not receive any payment for their shares of Cascade Microtech common stock in connection with the merger. Instead, Cascade Microtech will remain an independent public company and Cascade Microtech's common stock will continue to be registered under the Exchange Act and listed and traded on the NASDAQ Global Market. If the merger agreement is terminated under specified circumstances, Cascade Microtech may be required to pay FormFactor a termination fee of \$10,830,000. For a discussion of the circumstances under which either party will be required to pay a termination fee, see "The Merger Agreement Termination Fees and Expenses" beginning on page [] of this proxy statement/prospectus.

Q. Why am I being asked to consider and vote on the named executive officer merger-related compensation proposal?

A. SEC rules require Cascade Microtech to seek approval on a non-binding, advisory basis with respect to certain payments that will or may be made to Cascade Microtech's named executive officers in connection with the merger. Approval of the named executive officer merger-related compensation proposal is not required to consummate the merger.

Q. What do I need to do now?

A. Carefully read and consider the information contained in and incorporated by reference into this proxy statement/prospectus, including the attached annexes. Whether or not you expect to attend the special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.

Q. How do I vote if my shares are registered directly in my name?

- A. If your shares are registered directly in your name with our transfer agent, you are considered a shareholder of record and there are four methods by which you may vote your shares at the special meeting:

Internet: To vote over the internet, go to <http://www.envisionreports.com/CSCD> and follow the steps outlined on the secured website. Please have your proxy card available for reference because you will need the validation details that are located on your proxy card in order to cast your vote over the internet. If you vote over the internet, you do not have to mail in a proxy card.

Telephone: To vote by telephone, call toll-free 1-800-652-VOTE (8683) any time on a touchtone phone. Please have your proxy card available for reference because you will need the validation details

Table of Contents

that are located on your proxy card in order to cast your vote by telephone. If you vote by telephone, you do not have to mail in a proxy card.

Mail: To vote by mail, complete, sign and date a proxy card and return it promptly to the address indicated on the proxy card in the postage paid envelope provided. If you return your signed proxy card to Cascade Microtech before the special meeting and do not subsequently revoke your proxy, your shares will be voted as you direct.

In Person: You may attend the special meeting and vote your shares in person, rather than voting your shares by mail, over the internet or by telephone. You may request a ballot when you arrive at the special meeting. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person if you have already voted by proxy. Please choose only one method to cast your vote by proxy. We encourage you to vote over the internet or by telephone, both of which are convenient, cost-effective and reliable alternatives to returning a proxy card by mail.

Q. How do I vote if my shares are held in the name of my broker, bank or other nominee?

A. If your shares are held by your broker, bank or other nominee, you are considered the beneficial owner of shares held in street name and you will receive a form from your broker, bank or other nominee seeking instruction from you as to how your shares should be voted. If you are a beneficial owner and you wish to vote in person at the special meeting, you must bring to the special meeting a legal proxy from the broker, bank or other nominee that holds your shares authorizing you to vote in person at the special meeting.

Q. Can I change or revoke my proxy after it has been submitted?

A. Yes. You can change or revoke your proxy at any time before the final vote at the special meeting. If you are the record holder of your shares, you may change or revoke your proxy by:

voting again over the internet or by telephone prior to 11:59 p.m., Eastern Time, on [];

timely sending a written notice that you are revoking your proxy to Cascade Microtech's Secretary;

timely delivering a valid, later-dated proxy; or

attending the special meeting and notifying the election officials that you wish to revoke your proxy to vote in person. Simply attending the special meeting will not, by itself, revoke your proxy.

If you are the beneficial owner of shares held in street name, you will have to follow the instructions provided by your broker, bank or other nominee to change or revoke your proxy.

Q. How many shares of Cascade Microtech common stock must be present to constitute a quorum for the meeting?

- A. The presence at the special meeting, in person or by proxy, of a majority of the shares of Cascade Microtech common stock outstanding on the record date will constitute a quorum. There must be a quorum for business to be conducted at the special meeting. However, even if a quorum does not exist, the holders of a majority of the shares of Cascade Microtech common stock present or represented by proxy at the special meeting and entitled to vote may adjourn the special meeting to another place, date or time. Failure of a quorum to be present at the special meeting will necessitate an adjournment or postponement of the special meeting and will subject Cascade Microtech to additional expense. As of the record date, there were [] shares of Cascade Microtech common stock outstanding. Accordingly, [] shares of Cascade Microtech common stock must be present or represented by proxy at the special meeting to constitute a quorum.

Table of Contents

Q. What if I abstain from voting on any proposal?

A. If you attend the special meeting or submit a proxy card, but abstain from voting on any proposal, your shares will still be counted for the purpose of determining whether a quorum exists, but will not be voted on any proposal. Applicable law provides that your abstention from voting will have the same effect as a vote **AGAINST** the merger proposal and the adjournment proposal, but will have no effect on the outcome of the named executive officer merger-related compensation proposal.

Q. Will my shares be voted if I do not sign and return my proxy card or vote by telephone or over the internet or in person at the special meeting?

A. If you are a shareholder of record and you do not sign and return your proxy card or vote by telephone, over the internet or in person, your shares will not be voted at the special meeting and will not be counted for purposes of determining whether a quorum exists. The vote to approve the merger proposal is based on the total number of shares of Cascade Microtech common stock outstanding on the record date, not just the votes cast at the special meeting. As a result, if you fail to return your proxy card or otherwise vote your shares at the special meeting, it will have the same effect as a vote **AGAINST** the merger proposal. If a quorum exists at the special meeting, the failure to return your proxy card or otherwise vote your shares at the special meeting will have no effect on the outcome of the named executive officer merger-related compensation proposal or the adjournment proposal.

You will have the right to receive the merger consideration if the merger proposal is approved and the merger is consummated even if your shares are not voted at the special meeting. However, as discussed above, if your shares are not voted at the special meeting, it will have the same effect as a vote **AGAINST** the merger proposal.

Q. My shares are held in street name by my broker. Will my broker automatically vote my shares for me?

A. No. A broker non-vote occurs when (i) your shares are held in street name by brokers, banks or other nominees and (ii) the broker, bank or other nominee submits a proxy card for your shares of Cascade Microtech common stock held in street name but does not vote on a particular proposal because you have not instructed the broker, bank or other nominee regarding how to vote on such proposal and your broker does not have discretionary authority to vote. In the case of a broker non-vote on a particular proposal, your shares will not be voted on that proposal. Because, under applicable rules, brokers, banks and other nominees holding shares in street name do not have discretionary voting authority with respect to any of the three proposals described in this proxy statement/prospectus, broker non-votes, if any, (x) will not be counted as present in person or by proxy at the special meeting for purposes of determining the presence or absence of a quorum unless the broker has been instructed to vote on at least one of the proposals presented in this proxy statement/prospectus and (y) those shares will not be voted on any proposal for which a broker non-vote occurs. The failure to issue voting instructions to your broker, bank or other nominee will have no effect on the outcome of the named executive officer merger-related compensation proposal. However, the vote to approve the merger proposal is based on the total number of shares of Cascade Microtech common stock outstanding on the record date, not just the votes cast at the special meeting. As a result, if you fail to issue voting instructions to your broker, bank or other nominee, it will have the same effect as a vote **AGAINST** the merger proposal. Additionally, the vote on the adjournment proposal is based on the number of votes represented at a meeting of shareholders, not just the votes cast at the

special meeting. As a result, if your shares are represented at the meeting and you do not give voting instructions to your broker, bank or other nominee on the adjournment proposal, it will have the same effect as a vote AGAINST the adjournment proposal.

Table of Contents

Q. Will my shares held in street name or another form of record ownership be combined for voting purposes with shares I hold of record?

A. No. Because any shares you may hold in street name will be deemed to be held by a different shareholder than any shares you hold of record, any shares held in street name will not be combined for voting purposes with shares you hold of record. Similarly, if you own shares in various registered forms, such as jointly with your spouse, as trustee of a trust or as custodian for a minor, you will receive a separate proxy card for those shares and need to vote them separately because they are held in a different form of record ownership. Shares held by a corporation or business entity must be voted by an authorized officer of the entity. Shares held in an individual retirement account must be voted under the rules governing the account.

Q. Am I entitled to exercise dissenters' rights instead of receiving the merger consideration for my shares of Cascade Microtech common stock?

A. No. In accordance with Section 60.554(3) of the Oregon Business Corporation Act, no dissenters' rights will be available to the holders of Cascade Microtech common stock in connection with the merger or the other transactions contemplated by the merger agreement. See Proposal I: The Merger No Dissenters' or Appraisal Rights beginning on page [] of this proxy statement/prospectus.

Q. What happens if I sell my shares of Cascade Microtech common stock before the consummation of the merger?

A. If you transfer your shares of Cascade Microtech common stock, you will have transferred your right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares of Cascade Microtech common stock through the consummation of the merger.

Q. Should I send in my stock certificates or other evidence of ownership now?

A. No. After the merger is consummated, you will receive a letter of transmittal from the exchange agent for the merger with detailed written instructions for exchanging your shares of Cascade Microtech common stock for the consideration to be paid to former Cascade Microtech shareholders in connection with the merger. See The Merger Agreement Procedure for Surrendering Cascade Microtech Stock Certificates beginning on page [] of this proxy statement/prospectus. Do not send in your stock certificates now. If you are the beneficial owner of shares of Cascade Microtech common stock held in street name, you may receive instructions from your broker, bank or other nominee as to what action, if any, you need to take to effect the surrender of such shares.

Q. What does it mean if I get more than one proxy card or voting instruction card?

A.

If your shares are registered differently or are held in more than one account, you will receive more than one proxy card or voting instruction card. Please complete and return all of the proxy cards or voting instruction cards you receive (or submit each of your proxies over the internet or by telephone) to ensure that all of your shares are voted.

Q. What is householding and how does it affect me?

- A. The SEC permits companies to send a single set of proxy materials to any household at which two or more shareholders reside, unless contrary instructions have been received, but only if the applicable company provides advance notice and follows certain procedures. In such cases, each shareholder continues to receive a separate notice of meeting and proxy card. Certain brokerage firms may have instituted householding for beneficial owners of common stock held through brokerage firms. If your family has multiple accounts holding common stock, you may have already received a householding notification from your broker. Please contact your broker directly if you have any questions or require additional copies of this proxy statement/

Table of Contents

prospectus. The broker will arrange for delivery of a separate copy of this proxy statement/prospectus promptly upon your written or oral request. You may decide at any time to revoke your decision to household, and thereby receive multiple copies of proxy materials.

Q. When will Cascade Microtech announce the voting results of the special meeting, and where can I find the voting results?

A. Cascade Microtech intends to announce the preliminary voting results at the special meeting, and will report the final voting results of the special meeting in a Current Report on Form 8-K filed with the SEC. All reports that Cascade Microtech files with the SEC are publicly available on Cascade Microtech's page on the SEC's EDGAR site when filed.

Q: Who can help answer my other questions?

A: If you have questions about the merger, require assistance in submitting your proxy or voting your shares, or need additional copies of this proxy statement/prospectus or the enclosed proxy card, please contact Georgeson LLC, which is acting as the proxy solicitation agent for Cascade Microtech in connection with the merger.

Georgeson LLC

480 Washington Blvd., 26th Floor

Jersey City, New Jersey 07310

Telephone: (866) []-[]

If your broker, bank or other nominee holds your shares, you should also call your broker, bank or other nominee for additional information.

Table of Contents

SUMMARY

*This summary highlights selected information from this proxy statement/prospectus. It may not contain all of the information that is important to you. You are urged to read carefully the entire proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety in order to fully understand the merger agreement and the proposed merger. See *Where You Can Find More Information* beginning on page [] of this proxy statement/prospectus. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.*

Information about FormFactor, Cascade Microtech and Cardinal Merger Subsidiary, Inc. (See Page [])

FormFactor, Inc.

FormFactor, Inc., which is referred to in this proxy statement/prospectus as FormFactor, was incorporated in the State of Delaware in 1993. FormFactor helps semiconductor manufacturers test the integrated circuits that power consumer mobile devices, as well as computing, automotive and other applications. FormFactor is one of the world's leading providers of essential wafer test technologies and expertise, with an extensive portfolio of high-performance probe cards for DRAM, Flash and System on Chip devices. Customers use FormFactor's products and services to lower overall production costs, improve their yields and enable complex next-generation integrated circuits. Headquartered in Livermore, California, FormFactor services its customers from a network of facilities in Europe, Asia and North America.

The principal trading market for FormFactor's common stock (NASDAQ: FORM) is the NASDAQ Global Market. The principal executive offices of FormFactor are located at 7005 Southfront Road, Livermore, California 94551; its telephone number is (925) 290-4000; and its website is www.FormFactor.com. The information and other content contained on its website is not incorporated by reference in this proxy statement/prospectus.

Cascade Microtech, Inc.

Cascade Microtech, Inc., which is referred to in this proxy statement/prospectus as Cascade Microtech, was incorporated in the State of Oregon in 1984. Cascade Microtech is a worldwide leader in precision contact, electrical measurement and test of integrated circuits, optical devices and other small structures. For technology businesses and scientific institutions that need to evaluate small structures, Cascade Microtech delivers access to electrical data from wafers, integrated circuits, integrated circuit packages, circuit boards and modules, MEMS, 3D TSV, LED devices and more. Cascade Microtech's leading-edge stations, probes, probe cards, advanced thermal subsystems and integrated systems deliver precision accuracy and superior performance both in the lab and during production manufacturing of high-speed and high-density semiconductor chips.

The principal trading market for Cascade Microtech's common stock (NASDAQ: CSCD) is the NASDAQ Global Market. The principal executive offices of Cascade Microtech are located at 9100 S.W. Gemini Drive, Beaverton, Oregon 97008; its telephone number is (503) 601-1000; and its website is www.cascademicrotech.com. The information and other content contained on its website is not incorporated by reference in this proxy statement/prospectus.

Cardinal Merger Subsidiary, Inc.

Cardinal Merger Subsidiary, Inc., which is referred to in this proxy statement/prospectus as Merger Sub, is a Delaware corporation and a wholly owned subsidiary of FormFactor. Merger Sub was incorporated on February 1, 2016 solely

for the purpose of consummating a merger with Cascade Microtech. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the merger.

Table of Contents

The principal executive offices of Merger Sub are located at 7005 Southfront Road, Livermore, California 94551 and its telephone number is (925) 290-4000.

The Merger (See Page []).

FormFactor, Merger Sub and Cascade Microtech have entered into the Agreement and Plan of Merger, dated as of February 3, 2016, which, as it may be amended from time to time, is referred to in this proxy statement/prospectus as the merger agreement. Subject to the terms and conditions of the merger agreement and in accordance with Oregon law, Merger Sub will be merged with and into Cascade Microtech, with Cascade Microtech continuing as the surviving corporation. Upon completion of this transaction, which is referred to in this proxy statement/prospectus as the merger, Cascade Microtech will be a wholly owned subsidiary of FormFactor, and Cascade Microtech common stock will no longer be publicly traded.

A copy of the merger agreement is attached as Annex A to this proxy statement/prospectus. You should read the merger agreement carefully because it is the legal document that governs the merger.

Special Meeting of Cascade Microtech's Shareholders (See Page []).

Meeting. The special meeting will be held at the offices of Perkins Coie LLP, located at 1120 N.W. Couch Street, Tenth Floor, Portland, Oregon 97209 on [], 2016 at [], local time. At the special meeting, Cascade Microtech shareholders will be asked to vote on the following proposals:

to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement;

to approve the adjournment of the special meeting if necessary to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement at the time of the special meeting; and

to approve, on an advisory (non-binding) basis, the merger-related compensation that will or may be paid to Cascade Microtech's named executive officers in connection with the merger.

Record Date. Only Cascade Microtech shareholders of record at the close of business on [], 2016 will be entitled to receive notice of and to vote at the special meeting or any adjournment of the special meeting. As of the close of business on the record date of [], 2016, there were [] shares of Cascade Microtech common stock outstanding and entitled to vote at the special meeting. Each holder of Cascade Microtech common stock is entitled to one vote for each share of Cascade Microtech common stock owned as of the record date.

Quorum. A quorum of shareholders is necessary to have a valid meeting of Cascade Microtech shareholders. A majority of the shares of Cascade Microtech common stock issued and outstanding and entitled to vote on the record date must be present in person or by proxy at the Cascade Microtech special meeting in order for a quorum to be established. Abstentions and broker non-votes count as present for establishing the quorum described above. A broker may not vote on any of the Cascade Microtech proposals without instructions from the beneficial owner of the shares, and without such instructions a broker non-vote will occur.

Required Vote. Approval and adoption of the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement, requires the affirmative vote of holders of at least a majority of the outstanding shares of Cascade Microtech common stock entitled to vote thereon.

Approval of the adjournment of the special meeting requires the affirmative vote of holders of a majority of the shares of Cascade Microtech common stock present at the special meeting, in person or by proxy, whether or not a quorum.

Table of Contents

Approval, on an advisory (non-binding) basis, of the merger-related compensation that will or may be paid to Cascade Microtech's named executive officers in connection with the merger will occur if the votes cast in favor of the proposal exceed the votes cast against it.

Stock Ownership of and Voting by Cascade Microtech's Directors and Executive Officers. At the close of business on the record date for the special meeting, Cascade Microtech's directors and executive officers and their affiliates beneficially owned and had the right to vote an aggregate of [] shares of Cascade Microtech common stock at the special meeting, which represents approximately []% of the shares of Cascade Microtech common stock then outstanding and entitled to vote at the special meeting.

It is expected that Cascade Microtech's directors and executive officers will vote their shares **FOR** the adoption of the merger agreement, although none of them has entered into any agreement requiring them to do so.

What Cascade Microtech's Shareholders Will Receive in the Merger (See Page []).

If the merger is consummated, Cascade Microtech's shareholders will be entitled to receive in the merger, for each share of Cascade Microtech common stock that they own, a combination of \$16.00 in cash, without interest (which is referred to in this proxy statement/prospectus as the per share cash consideration), and 0.6534 of a share of FormFactor common stock (which, as adjusted, is referred to in this proxy statement/prospectus as the exchange ratio), in each case subject to adjustment in certain circumstances as described below under the heading "The Merger Agreement Exchange Ratio Adjustment" beginning on page [] of this proxy statement/prospectus, which together with cash payable in lieu of any fractional shares as described below are collectively referred to in this proxy statement/prospectus as the merger consideration.

FormFactor will not issue any fractional shares of its common stock in the merger. Instead, the total number of shares of FormFactor common stock that each Cascade Microtech shareholder will receive in the merger will be rounded down to the nearest whole number, and each Cascade Microtech shareholder will receive cash, without interest, for any fractional shares of FormFactor common stock that he or she would otherwise receive in the merger. The amount of cash for fractional shares will be calculated by multiplying the fraction of a share of FormFactor common stock that the Cascade Microtech shareholder would otherwise be entitled to receive in the merger by the volume weighted average price for a share of FormFactor common stock on the NASDAQ Global Market for the ten consecutive trading days ending on the trading day immediately preceding the consummation of the merger, which average is referred to in this proxy statement/prospectus as the FormFactor closing price.

Example: Assuming there has been no adjustment to the exchange ratio, if you currently own 100 shares of Cascade Microtech common stock, you will be entitled to receive \$1,600.00 in cash, without interest, and 65 shares of FormFactor common stock. In addition, you will be entitled to receive cash for the market value of 0.34 of a share of FormFactor common stock at the FormFactor closing price.

The exchange ratio, initially set at 0.6534 of a share of FormFactor common stock for each share of Cascade Microtech common stock, and the related per share cash consideration are only subject to adjustment in the circumstances described below and in "The Merger Agreement Exchange Ratio Adjustment" beginning on page [] of this proxy statement/prospectus. Such adjustments, if any, are not designed to preserve the value of the stock portion of the merger consideration if the market price of FormFactor common stock or Cascade Microtech common stock changes between the signing of the merger agreement and the consummation of the merger. The value of the stock portion of the merger consideration will depend on the market price of FormFactor common stock at the time Cascade Microtech's shareholders receive FormFactor common stock in the merger. **The market price of FormFactor common stock will fluctuate prior to the merger, and, when received by Cascade Microtech's shareholders after**

the merger is consummated, could be greater, less than or the same as the current market price of FormFactor common stock or the market price at the time of the Cascade Microtech special meeting.

Table of Contents

Exchange Ratio Adjustment (See Page []).

The exchange ratio, initially set at 0.6534 shares of FormFactor common stock for each share of Cascade Microtech common stock, is subject to adjustment if the number of shares of FormFactor common stock that would be issued to Cascade Microtech common shareholders as part of the merger consideration plus the number of shares that would be subject to assumed equity awards upon consummation of the merger would, in the aggregate, exceed 19.9% of the issued and outstanding shares of FormFactor common stock immediately prior to the consummation of the merger. In such event, the exchange ratio will be reduced to the minimum extent necessary such that the aggregate number of shares issued in the merger or made subject to assumed equity awards using the adjusted exchange ratio would equal 19.9% of the issued and outstanding shares of FormFactor common stock immediately prior to the consummation of the merger. If this adjustment occurs, shareholders of Cascade Microtech common stock will receive an increase in the amount of cash they receive as part of the merger consideration per share equal to the amount by which the exchange ratio is reduced multiplied by the FormFactor closing price. In no event will the exchange ratio be increased above 0.6534 shares of FormFactor common stock, nor will the per share cash consideration be reduced below \$16.00, in connection with an adjustment described in this paragraph.

The exchange ratio and per share cash consideration are also subject to customary adjustments in the event of a recapitalization, stock split or combination, stock dividend or similar change to the capital stock of FormFactor or Cascade Microtech between the date of the merger agreement and the consummation of the merger.

Treatment of Equity Awards (See Page []).

Upon consummation of the merger:

each option to purchase shares of Cascade Microtech common stock, which is outstanding and vested immediately prior to the consummation of the merger or that vests as a result of the consummation of the merger, will be cancelled and converted into the right to receive an amount in cash, without interest, with respect to each share of Cascade Microtech common stock underlying such option, equal to the excess, if any, of (a) the sum of (i) the per share cash consideration plus (ii) the product of the exchange ratio multiplied by the FormFactor closing price (which sum is referred to in this proxy statement/prospectus as the closing date merger consideration value) over (b) the applicable per share exercise price of such option;

each Cascade Microtech restricted stock unit which is outstanding and vested immediately prior to the consummation of the merger will be cancelled and converted into the right to receive an amount of cash, without interest and with respect to each share of Cascade Microtech common stock underlying such restricted stock unit, equal to the closing date merger consideration value that would be due to each underlying share; and

each option to purchase Cascade Microtech common stock and each Cascade Microtech restricted stock unit which is outstanding and unvested immediately prior to the Merger and that is held by a person who will continue to provide services to the surviving corporation or FormFactor after the consummation of the merger will be assumed by FormFactor on substantially the same terms, including the vesting schedule, except that the number of shares of FormFactor common stock subject to such assumed awards and the exercise price of any assumed stock options will be determined pursuant to a formula set forth in the merger

agreement intended to preserve the intrinsic value of the original award (see The Merger Agreement Treatment of Cascade Microtech Equity Awards Assumed Options and The Merger Agreement Treatment of Cascade Microtech Equity Awards Assumed RSU beginning on pages [] and [] of this proxy statement/prospectus, respectively).

Table of Contents**Recommendation of the Cascade Microtech Board of Directors (See Page []).**

Cascade Microtech's board of directors unanimously determined that the merger agreement, the merger and the related transactions contemplated by the merger agreement are advisable for, fair to and in the best interests of Cascade Microtech and its shareholders and unanimously approved the merger agreement, the merger and the transactions contemplated thereby. The Cascade Microtech board of directors unanimously recommends that Cascade Microtech's shareholders vote **FOR** approval and adoption of the merger agreement, the merger and the related transactions contemplated by the merger agreement. For a description of factors considered by the Cascade Microtech board of directors in reaching its decision to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement, see Proposal I: The Merger Cascade Microtech Reasons for the Merger; Recommendation of Cascade Microtech's Board of Directors beginning on page [] of this proxy statement/prospectus.

The Cascade Microtech board of directors unanimously recommends that Cascade Microtech's shareholders vote **FOR** the Cascade Microtech proposal to adjourn the special meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement at the time of the special meeting. See Proposal II: Adjournment of the Cascade Microtech Special Meeting beginning on page [] of this proxy statement/prospectus.

The Cascade Microtech board of directors unanimously recommends that Cascade Microtech shareholders vote **FOR** the proposal to approve, on an advisory (non-binding) basis, the named executive officer merger-related compensation payments that will or may be paid by Cascade Microtech to its named executive officers in connection with the merger. See Proposal III: Advisory Vote On Named Executive Officer Merger-Related Compensation beginning on page [] of this proxy statement/prospectus.

Opinion of Cascade Microtech's Financial Advisor (See Page []).

On February 3, 2016, Stifel, Nicolaus & Company, Incorporated, which is referred to in this proxy statement/prospectus as Stifel, Cascade Microtech's financial advisor, rendered an opinion to Cascade Microtech's board of directors that, based upon and subject to the procedures followed, assumptions made, qualifications, and limitations on the review undertaken and other matters contained in such opinion, the merger consideration of (i) \$16.00 in cash, and (ii) 0.6534 shares of FormFactor's common stock, subject to adjustment and on terms and conditions more fully set forth in the merger agreement, to be received by Cascade Microtech's shareholders in the merger pursuant to the terms of the merger agreement was fair, from a financial point of view, to such holders of Cascade Microtech common stock, as of such date. **The full text of Stifel's written opinion is attached as Annex B to this proxy statement/prospectus. You should read the entire opinion for a discussion of, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Stifel in rendering its opinion. Stifel provided its opinion to Cascade Microtech's board of directors (in its capacity as such) for the information and assistance of Cascade Microtech's board of directors in connection with its consideration of the financial terms of the merger. Stifel's opinion does not constitute a recommendation to Cascade Microtech's board of directors as to how the board should vote on the merger agreement, the merger or the related transactions contemplated by the merger agreement or to any shareholder of Cascade Microtech as to how any such shareholder should vote at Cascade Microtech's special meeting of shareholders or any other shareholders' meeting at which the merger is considered. In addition, Stifel's opinion does not compare the relative merits of the merger with any other alternative transactions or business strategies which may have been available to Cascade Microtech and does not address the underlying business decision of Cascade Microtech's board of directors or Cascade Microtech to proceed with or effect the merger. See Proposal I: The Merger Opinion of Cascade Microtech's Financial Advisor beginning on page [] for additional**

information.

Table of Contents

Ownership of FormFactor After the Merger (See Page []).

Based on the number of shares of Cascade Microtech common stock outstanding as of [], 2016, FormFactor expects to issue approximately [] shares of its common stock to Cascade Microtech's shareholders pursuant to the merger. The actual number of shares of FormFactor common stock to be issued and reserved for issuance pursuant to the merger will be determined at the consummation of the merger based on the exchange ratio of 0.6534, subject to adjustment in certain circumstances as described below under the heading "The Merger Agreement Exchange Ratio Adjustment" beginning on page [] of this proxy statement/prospectus, and the number of shares of Cascade Microtech common stock outstanding at such time. Immediately after consummation of the merger, it is expected that former Cascade Microtech's shareholders will own approximately []% of the outstanding FormFactor common stock, based on the number of shares of Cascade Microtech and FormFactor common stock outstanding, as of [], 2016.

FormFactor Shareholder Approval Is Not Required.

FormFactor shareholders are not required to approve and adopt the merger agreement, the merger pursuant to merger agreement or the related transactions contemplated by the merger agreement or approve the issuance of the shares of FormFactor common stock in connection with the merger.

Interests of Certain Persons in the Merger (See Page []).

In considering the recommendation of the Cascade Microtech board of directors with respect to the merger agreement, Cascade Microtech's shareholders should be aware that Cascade Microtech's directors and executive officers have interests in the merger that may be different from, or in addition to, Cascade Microtech's shareholders generally. The Cascade Microtech board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and in recommending to Cascade Microtech's shareholders that the merger agreement be approved.

These interests and arrangements include:

each executive officer, and one director, of Cascade Microtech currently holds equity awards relating to shares of Cascade Microtech common stock and will receive payment for such equity awards that are vested immediately prior to the merger (or that vest as a result of the consummation of the merger), as described below under the headings "Proposal I: The Merger Interests of Certain Persons in the Merger" and "The Merger Agreement Treatment of Cascade Microtech Equity Awards" beginning on pages [], [] and [], respectively, of this proxy statement/prospectus; and

cash payments to the executive officers of Cascade Microtech pursuant to short-term cash incentive and retention awards that will be payable in connection with the consummation of the merger;

restrictive covenants to which each executive officer is subject, which will survive the consummation of the merger; and

rights to continuing indemnification, exculpation and directors' and officers' liability insurance.

Listing of FormFactor Common Stock and Delisting and Deregistration of Cascade Microtech Common Stock (See Page []).

FormFactor will apply to have the shares of its common stock to be issued in the merger approved for listing on the NASDAQ Global Market, where FormFactor common stock currently is traded. If the merger is consummated, Cascade Microtech shares will no longer be listed on the NASDAQ Global Market, and will be deregistered under the Securities Exchange Act of 1934, as amended, which is referred to in this proxy statement/prospectus as the Exchange Act.

Table of Contents

No Dissenters or Appraisal Rights (See Page [])

Under Oregon law, Cascade Microtech shareholders are not entitled to dissenters or appraisal rights in connection with any matters to be considered at the Cascade Microtech special meeting. See Proposal I: The Merger No Dissenters or Appraisal Rights beginning on page [] of this proxy statement/prospectus.

Consummation of the Merger Is Subject to Certain Conditions (See Page []).

The obligations of each of FormFactor, Cascade Microtech and Merger Sub to consummate the merger is subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of a number of conditions, including the following:

adoption of the merger agreement by holders of a majority of the outstanding shares of Cascade Microtech common stock;

absence of any applicable law or governmental injunction being in effect that prohibits consummation of the merger;

the expiration or termination of any applicable waiting period relating to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder, which is referred to in this proxy statement/prospectus as the HSR Act, relating to the merger (which waiting period expired on March 21, 2016);

effectiveness of, and absence of any stop order with respect to, the registration statement on Form S-4 of which this proxy statement/prospectus forms a part; and

approval for the listing on the NASDAQ Global Market of the shares of FormFactor common stock to be issued in the merger.

In addition, the obligations of FormFactor and Merger Sub to consummate the merger are subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of the following conditions:

performance in all material respects by Cascade Microtech of all of its obligations under the merger agreement required to be performed by it at or prior to the effective time of the merger;

the truth and accuracy of the representations and warranties of Cascade Microtech made in the merger agreement, subject to certain materiality thresholds;

FormFactor's receipt of a certificate of an executive officer of Cascade Microtech certifying as to the two preceding bullets;

no restraining order, preliminary or permanent injunction or other similar order by any governmental authority being in effect and no action or proceeding by any governmental authority being instituted or pending, in any such case:

prohibiting, challenging or seeking to make illegal or otherwise directly or indirectly seeking to restrain or prohibit the consummation of the merger;

seeking to restrain or prohibit FormFactor's ability effectively to exercise full rights of ownership of the stock of the surviving corporation following the consummation of the merger;

seeking to restrain or prohibit FormFactor's ownership or operation of any material portion of the business or assets of FormFactor and its subsidiaries, taken as a whole, or of Cascade Microtech and its subsidiaries, taken as a whole; or

seeking to compel FormFactor or any of its subsidiaries or affiliates to dispose of or hold separate all or any material portion of the business or assets of FormFactor and its subsidiaries, taken as a whole, or of Cascade Microtech and its subsidiaries, taken as a whole; and

Table of Contents

no company material adverse effect having occurred. (See The Merger Agreement Definition of Company Material Adverse Effect beginning on page [] of this proxy statement/prospectus for a definition of company material adverse effect).

In addition, the obligations of Cascade Microtech to consummate the merger are subject to the satisfaction (or, to the extent permitted by applicable law, waiver) of the following conditions:

performance in all material respects by each of FormFactor and Merger Sub of all of their obligations under the merger agreement required to be performed by them at or prior to the effective time of the merger;

the truth and accuracy of the representations and warranties of FormFactor and Merger Sub made in the merger agreement, subject to certain materiality thresholds;

Cascade Microtech's receipt of a certificate of an executive officer of FormFactor certifying as to the two preceding bullets; and

no parent material adverse effect having occurred. (See The Merger Agreement Definition of Parent Material Adverse Effect beginning on page [] of this proxy statement/prospectus for a definition of parent material adverse effect).

FormFactor and Cascade Microtech cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be consummated.

The Merger May Not Be Consummated Without All Required Regulatory Approvals (See Page []).

As mentioned above, consummation of the merger is conditioned upon the expiration or early termination of the waiting period relating to the merger under the HSR Act. FormFactor and Cascade Microtech each filed its required HSR notification and report form with respect to the merger on February 18, 2016. The waiting period relating to the merger under the HSR Act expired on March 21, 2016. FormFactor and Cascade Microtech have agreed to use their respective reasonable best efforts to take all actions required to consummate the merger, including effecting all necessary filings, notices, petitions and other documents and obtaining and maintaining all approvals, consents, authorizations and other confirmations required to be obtained from any governmental authority or other third party, except that neither party is required under the merger agreement to enter into a settlement, consent decree or other agreement with a governmental authority in connection with the merger or divest, hold separate or take any other action with respect to any of its or the surviving corporation's subsidiaries or any portion of their respective affiliate's businesses, assets or properties.

Financing (See Page []).

The merger agreement is not subject to a financing condition. On February 3, 2016, FormFactor entered into a debt commitment letter pursuant to which HSBC Bank USA, National Association, MUFG Union Bank, N.A., Comerica Bank, and Silicon Valley Bank, which are referred to in this proxy statement/prospectus as the lenders, have committed to provide a senior secured term loan facility in an aggregate amount of \$150 million, which is referred to in this proxy statement/prospectus as the term loan facility, to finance in part, the cash consideration for the merger, which is referred to in this proxy statement/prospectus as the financing. The lenders' commitment to provide the term

loan facility is subject to certain conditions, including, among others, the execution of definitive financing documentation, the consummation of the merger in accordance with the merger agreement substantially simultaneously with the initial funding of the term loan facility, the absence of a company material adverse effect (see The Merger Agreement Definition of Company Material Adverse Effect beginning on page [] of this proxy statement/prospectus for a definition of company material adverse effect), a minimum liquidity condition, the delivery to the lenders of certain financial statements and forecasts, perfection of security interests and other customary closing conditions as fully set forth in the commitment letter. For a more complete

Table of Contents

description of FormFactor's debt financing for the merger, see Proposal I: The Merger Description of Debt Financing beginning on page [] of this proxy statement/prospectus.

The Merger Is Expected to Occur in Mid-2016 (See Page []).

The merger will occur within two business days after the conditions to its completion have been satisfied or, to the extent legally permissible, waived, unless otherwise mutually agreed upon by the parties. As of the date of this proxy statement/prospectus, the merger is expected to occur in mid-2016. However, there can be no assurance as to when, or if, the merger will occur.

No Solicitation by Cascade Microtech (See Page []).

The merger agreement provides that neither Cascade Microtech nor any of its subsidiaries will, and Cascade Microtech and its subsidiaries will not permit or authorize their officers, directors, employees and other representatives to, (i) solicit, initiate or take any action to facilitate or encourage the submission of any competing acquisition proposal from any third party relating to an acquisition of Cascade Microtech (see The Merger Agreement No Solicitation by Cascade Microtech beginning on page [] of this proxy statement/prospectus for a definition of acquisition proposal), (ii) enter into or participate in any discussions or negotiations regarding any such proposal or furnish any information relating to Cascade Microtech or its subsidiaries to any third party that has made or is seeking to make any such proposal, (iii) fail to make, withdraw or modify in a manner adverse to FormFactor the recommendation of the Cascade Microtech board of directors in favor of the adoption of the merger agreement, recommend for or fail to recommend against any competing acquisition proposal from any third party relating to an acquisition of Cascade Microtech within five business days after such competing acquisition proposal is made public, make any public statement inconsistent with the board recommendation, or publicly propose to do any of the foregoing (any of these activities in this clause (iii) are referred to in this proxy statement/prospectus as an adverse recommendation change), (iv) fail to enforce or grant any waiver or release under a standstill or similar agreement with respect to any equity securities of Cascade Microtech or its subsidiaries, (v) approve any transaction, or any person becoming an interested shareholder under, the Oregon Revised Statutes, Sections 60.825 to 60.845 or cause the Oregon Control Share Act to become applicable to the merger or the transactions contemplated by the merger agreement or (vi) enter into an agreement, letter of intent or similar instrument relating to a competing acquisition proposal. However, the merger agreement provides that, notwithstanding these restrictions and under specified circumstances at any time prior to the adoption of the merger agreement by Cascade Microtech's shareholders:

Cascade Microtech may (i) engage in negotiations or discussions with any third party that has made a superior proposal or a *bona fide* written acquisition proposal that Cascade Microtech's board of directors reasonably believes will lead to a superior proposal (see The Merger Agreement No Solicitation by Cascade Microtech beginning on page [] of this proxy statement/prospectus for the definitions of acquisition proposal and superior proposal), (ii) furnish non-public information to such third party pursuant to a confidentiality agreement containing terms no less favorable to Cascade Microtech than the confidentiality agreement between FormFactor and Cascade Microtech (provided that all such information has been or will be provided or made available to FormFactor prior to or substantially concurrently with the time it is provided to any such third party) and (iii) take any nonappealable, final action that any court of competent jurisdiction orders Cascade Microtech to take, in each case only if, after consultation with legal counsel, Cascade Microtech's board of directors determines in good faith that failure to take such action would constitute a breach of its fiduciary duties under Oregon law.

Cascade Microtech's board of directors may make an adverse recommendation change either (i) following receipt of a superior proposal or (ii) in response to a material event, change, effect, development or occurrence not related to a competing acquisition proposal and that was not known or

Table of Contents

reasonably foreseeable, or the material consequences of which were not known or reasonably foreseeable, to Cascade Microtech's board of directors (assuming reasonable consultation with the executive officers of Cascade Microtech) on the date of the merger agreement, which is referred to in this proxy statement/prospectus as an intervening event, in each case only if, after consultation with legal counsel, Cascade Microtech's board of directors determines in good faith that failure to take such action would constitute a breach of its fiduciary duties to Cascade Microtech's shareholders under Oregon law. However, the Cascade Microtech board of directors may not change its recommendation (or terminate the merger agreement to enter into a superior proposal) unless Cascade Microtech notifies FormFactor of its intention to do so at least five business days prior to taking such action, including with such notice (i) in the case of a change in recommendation following receipt of a superior proposal, the most current version of the proposal and the identity of the third party or (ii) in the case of a change in recommendation following an intervening event, a reasonably detailed description of the reasons for making such change in recommendation, and FormFactor does not, within five business days, make an offer that (x) in the case of a change in recommendation following receipt of a superior proposal, is at least as favorable to Cascade Microtech's shareholders as the superior proposal or (y) in the case of a change in recommendation following an intervening event, obviates the need for such recommendation change.

Prior to taking the actions described in the above bullets Cascade Microtech is required by the merger agreement to deliver a written notice to FormFactor and, after taking such actions, must continue to advise FormFactor on a current basis of the status and material terms of any discussions with a third party or, after a competing acquisition proposal is made, the status and material details of such competing acquisition proposal.

Termination of the Merger Agreement (See Page []).

The merger agreement may be terminated at any time before the consummation of the merger by mutual written consent of FormFactor and Cascade Microtech.

The merger agreement may also be terminated by either FormFactor or Cascade Microtech prior to the consummation of the merger if:

the merger has not been consummated on or before August 4, 2016, subject to extension for up to 90 days as described under "The Merger Agreement - Termination of the Merger Agreement" beginning on page [] of this proxy statement/prospectus, which is referred to in this proxy statement/prospectus as the end date;

there is in effect any applicable law, including any final and non-appealable order of a governmental authority, making consummation of the merger illegal or prohibited or enjoining FormFactor or Cascade Microtech from consummating the merger; or

Cascade Microtech's shareholders fail to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement at the special meeting (or at any adjournment or postponement thereof).

The merger agreement may also be terminated by FormFactor prior to the consummation of the merger if:

prior to the special meeting, the Cascade Microtech board of directors makes an adverse recommendation change (see The Merger Agreement No Solicitation by Cascade Microtech beginning on page [] of this proxy statement/prospectus);

at any time after receipt or public announcement of a competing acquisition proposal, the Cascade Microtech board of directors fails to publicly confirm its recommendation in favor of the adoption of the merger agreement within five business days after receipt of a written request to do so from FormFactor;

Table of Contents

Cascade Microtech breaches any representation or warranty or fails to perform its obligation under any covenant or agreement in the merger agreement which would cause (i) any of the representations and warranties of Cascade Microtech made in the merger agreement to be incapable of being true and accurate as of the end date as if made on such date (or, in the case of representations and warranties which by their terms address matters only as of another specified time, incapable of being true and accurate as of such time), subject in some cases to certain materiality thresholds or (ii) any such covenants or agreements to be incapable of being performed in all material respects as of the end date; or

Cascade Microtech intentionally and materially breaches its obligation to call and hold a special meeting of its shareholders or its obligation not to solicit competing acquisition proposals or to comply with its obligations to FormFactor with respect to any such proposals.

The merger agreement may also be terminated prior to the consummation of the merger by Cascade Microtech if:

the Cascade Microtech board of directors makes an adverse recommendation change in response to a third party's competing acquisition proposal that it determines constitutes a superior proposal in order to enter into a definitive agreement with respect to such superior proposal, after complying with the notice and other conditions specified in the merger agreement and after payment to FormFactor of the termination fee specified in the merger agreement; or

FormFactor breaches any representation or warranty or fails to perform its obligation under any covenant or agreement in the merger agreement which would cause (i) any of the representations and warranties of FormFactor made in the merger agreement to be incapable of being true and accurate as of the end date as if made on such date (or, in the case of representations and warranties which by their terms address matters only as of another specified time, incapable of being true and accurate as of such time), subject in some cases to certain materiality thresholds or (ii) any such covenants or agreements to be incapable of being performed in all material respects as of the end date.

Under the merger agreement, the making of an adverse recommendation change by the Cascade Microtech board of directors in response to any event other than a superior proposal will not give Cascade Microtech the right to terminate the merger agreement, and, in such case, unless FormFactor terminates the merger agreement or Cascade Microtech has the right to terminate the merger agreement on other grounds, Cascade Microtech would remain obligated to call and hold a special meeting of its shareholders for purposes of voting on a proposal to approve and adopt the merger agreement, the merger pursuant to merger agreement and the related transactions contemplated by the merger agreement.

Termination Fees and Expenses (See Page []).

Cascade Microtech has agreed to pay a fee of \$10,830,000 to FormFactor if the merger agreement is terminated:

by FormFactor, if prior to the special meeting of Cascade Microtech's shareholders, the Cascade Microtech board of directors makes an adverse recommendation change (see The Merger Agreement No Solicitation by Cascade Microtech beginning on page [] of this proxy statement/prospectus);

by FormFactor, if Cascade Microtech intentionally and materially breaches its obligation to call and hold a special meeting of its shareholders or its obligation not to solicit competing acquisition proposals or to comply with its obligations to FormFactor with respect to any such proposals;

by Cascade Microtech, if, after complying with the notice and other conditions specified in the merger agreement and after payment to FormFactor of the termination fee, the Cascade Microtech board of

Table of Contents

directors makes an adverse recommendation change in response to a third party's competing acquisition proposal that it determines constitutes a superior proposal and the merger agreement is terminated in order to enter into a definitive agreement with respect to such superior proposal; or

by FormFactor or Cascade, in certain circumstances if the merger has not been consummated on or before the end date, a competing acquisition proposal meeting certain requirements has been publicly announced or otherwise communicated to Cascade Microtech's board of directors or shareholders and within 12 months following the date of termination Cascade Microtech enters into a definitive agreement with respect to or recommends to its shareholders the acquisition proposal.

FormFactor has agreed to pay a fee of \$16,245,000 to Cascade Microtech if the merger agreement is terminated by either FormFactor or Cascade Microtech due to the failure of the merger to be consummated prior to the end date and all conditions to closing have been satisfied or waived other than one or more of the regulatory conditions relating to the absence of clearance of the merger under the HSR Act (which clearance was obtained through the expiration of the HSR Act waiting period on March 21, 2016) and as defined in The Merger Agreement Termination of the Merger Agreement beginning on page [] of this proxy statement/prospectus, except in the case where (x) the failure of any of these regulatory conditions was caused by an intentional and material breach by Cascade Microtech of its obligations with respect to such matters or (y) FormFactor has provided Cascade Microtech with a notice of its intention to extend the end date beyond August 4, 2016 and Cascade Microtech fails to provide its written consent accepting the extension by the second business day after receiving the notice. See The Merger Agreement Termination of the Merger Agreement beginning on page [] of this proxy statement/prospectus. Because the waiting period under the HSR Act relating to the merger expired on March 21, 2016, FormFactor will not be required to pay a termination fee to Cascade Microtech.

If either party pays the termination fee as described above, then, except in the case of fraud, the termination fee will constitute the other party's sole and exclusive remedy against the paying party and its affiliates, other than any injunctive relief otherwise provided for in the merger agreement.

See The Merger Agreement Termination Fee and Expenses beginning on page [] of this proxy statement/prospectus for a more complete description of the circumstances under which FormFactor or Cascade Microtech will be required to pay a termination fee.

Specific Performance; Remedies (See Page []).

Under the merger agreement, each of FormFactor and Cascade Microtech is entitled to seek an injunction to prevent breaches of the merger agreement or to enforce specifically the terms and provisions of the merger agreement, in addition to any other remedy to which that party may be entitled to at law or in equity.

Material U.S. Federal Income Tax Consequences (See Page []).

In general, U.S. Holders (as defined under Proposal I: The Merger Material U.S. Federal Income Tax Consequences) will recognize capital gain or loss for U.S. federal income tax purposes on the exchange of their Cascade Microtech common stock for shares of FormFactor common stock and cash in an amount equal to the difference, if any, between (i) the sum of the fair market value of the FormFactor common stock on the date of the exchange and the amount of cash received (including cash received in lieu of a fractional share of FormFactor common stock) and (ii) the U.S. Holder's adjusted tax basis in the Cascade Microtech common stock surrendered in the exchange.

The U.S. federal income tax consequences described above may not apply to all holders of Cascade Microtech common stock, including certain holders specifically referred to on page [] of this proxy statement/prospectus. Your tax consequences will depend on your own situation. You should consult your tax advisor to determine the particular tax consequences of the merger to you.

Table of Contents

Accounting Treatment (See Page []).

In accordance with accounting principles generally accepted in the United States, which are referred to in this proxy statement/prospectus as GAAP, FormFactor will account for the merger as an acquisition of a business.

Rights of Cascade Microtech's Shareholders Will Change as a Result of the Merger (See Page []).

Cascade Microtech's shareholders will have different rights once they become FormFactor stockholders due to differences in applicable law and differences between the organizational documents of FormFactor and Cascade Microtech. These differences are described in more detail under "Comparison of Shareholder Rights" beginning on page [] of this proxy statement/prospectus.

Litigation Relating to the Merger (See Page []).

One putative class action has been filed against Cascade Microtech, its directors, FormFactor, and Merger Sub in connection with Cascade Microtech entering into the merger agreement. See "Proposal I: The Merger Litigation Relating to the Merger" beginning on page [] of this proxy statement/prospectus.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF FORMFACTOR**

The following consolidated statement of operations of FormFactor for each of the years ended December 26, 2015, December 27, 2014 and December 28, 2013 and consolidated balance sheet data of FormFactor as of December 26, 2015 and December 27, 2014 has been derived from FormFactor's audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended December 26, 2015, which is incorporated by reference in this proxy statement/prospectus. The consolidated statement of operations of FormFactor for each of the years ended December 29, 2012 and December 31, 2011 and consolidated balance sheet data of FormFactor as of December 28, 2013, December 29, 2012 and December 31, 2011 have been derived from FormFactor's audited consolidated financial statements for such years, which have not been incorporated in this proxy statement/prospectus by reference.

	Fiscal 2015 ⁽¹⁾⁽³⁾	Fiscal 2014 ⁽¹⁾⁽²⁾	Fiscal 2013 ⁽¹⁾⁽²⁾⁽⁴⁾	Fiscal 2012 ⁽¹⁾⁽²⁾⁽⁵⁾⁽⁷⁾	Fiscal 2011 ⁽¹⁾⁽²⁾⁽⁵⁾⁽⁶⁾
(in thousands, except per share data)					
Consolidated Statements of Operations Data:					
Revenues	\$ 282,358	\$ 268,530	\$ 231,533	\$ 178,535	\$ 169,325
Gross profit	85,738	77,439	42,284	25,331	20,958
Net loss	(1,523)	(19,185)	(57,683)	(35,546)	(65,981)
Basic and diluted net loss per share	\$ (0.03)	\$ (0.34)	\$ (1.06)	\$ (0.70)	\$ (1.31)
Consolidated Balance Sheets Data:					
Cash, cash equivalents and marketable securities	\$ 187,589	\$ 163,837	\$ 151,091	\$ 165,788	\$ 296,691
Working capital	214,437	196,412	173,881	194,125	308,380
Total assets	342,723	344,243	340,708	395,682	383,071
Capital leases, net of current portion				340	
Total stockholders' equity	\$ 294,681	\$ 289,436	\$ 294,086	\$ 339,258	\$ 346,652
Number of employees	958	907	961	1,021	709

- (1) Fiscal 2015, 2014, 2013, 2012 and 2011 net losses include restructuring charges, net of \$0.6 million, \$2.7 million, \$4.7 million, \$2.9 million and \$0.5 million, respectively, relating to FormFactor's global restructuring and reorganization actions. See Note 4 *Restructuring Charges* of the Notes to the Consolidated Financial Statements contained in FormFactor's Annual Report on Form 10-K for the year ended December 26, 2015.
- (2) Fiscal 2014, 2013, 2012 and 2011 net losses include impairment charges of \$1.2 million, \$0.8 million, \$0.4 million and \$0.5 million, respectively. See Note 6 *Impairment of Long-lived Assets* of the Notes to the Consolidated Financial Statements contained in FormFactor's Annual Report on Form 10-K for the year ended December 26, 2015.
- (3) Fiscal 2015 includes the following: a) a \$1.5 million gain from a business interruption insurance claim relating to a factory fire at a customer. See Note-16, *Business Interruption Insurance Claim Recovery* of the Notes to the Consolidated Financial Statements contained in FormFactor's Annual Report on Form 10-K for the year ended December 26, 2015, and b) a \$1.0 million net gain from the sale of intellectual property. See Note 9-*Commitments and contingencies* of the Notes to Consolidated Financial Statements contained in FormFactor's Annual Report on Form 10-K for the year ended December 26, 2015.
- (4) Fiscal 2013 net loss includes \$0.3 million attributable to loss on sale of a subsidiary.

- (5) Fiscal 2012 includes a \$25.5 million tax benefit from the release of deferred tax asset valuation allowances due to deferred tax liabilities established on the acquired identifiable intangible assets from FormFactor's acquisition of Astria Semiconductor Holdings, Inc., including its subsidiary Micro-Probe Incorporated, which we refer to in this proxy statement/prospectus as the MicroProbe acquisition. Additionally, fiscal 2011 includes a \$2.5 million tax benefit from the release of the deferred tax asset valuation allowance for a non-U.S. jurisdiction.

Table of Contents

- (6) Fiscal 2011 includes a \$0.3 million net benefit from collections on amounts previously reserved as bad debts.
- (7) Fiscal 2012 includes the following as a result of the MicroProbe acquisition: \$19.8 million in revenue, \$5.4 million in the amortization of intangibles expense, \$2.6 million release of pre-existing backlog, \$0.2 million charge for step-up depreciation on the fair value of fixed assets, resulting in a \$6.4 million net loss. As part of the MicroProbe acquisition, a patent lawsuit was settled with a benefit of \$3.3 million.

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CASCADE MICROTECH**

The following consolidated statement of operations of Cascade Microtech for each of the years ended December 31, 2015, 2014 and 2013 and consolidated balance sheet data of Cascade Microtech as of December 31, 2015 and 2014 has been derived from Cascade Microtech's audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this proxy statement/prospectus. The consolidated statement of operations of Cascade Microtech for each of the years ended December 31, 2012 and 2011 and consolidated balance sheet data of Cascade Microtech as of December 31, 2013, 2012 and 2011 have been derived from Cascade Microtech's audited consolidated financial statements for such years, which have not been incorporated in this proxy statement/prospectus by reference.

(In thousands, except per share amounts)	For the Year Ended December 31,				
	2015 ⁽¹⁾	2014 ⁽¹⁾⁽²⁾	2013 ⁽¹⁾⁽³⁾⁽⁴⁾	2012	2011 ⁽⁵⁾
Statement of Operations Data					
Revenue	\$ 143,978	\$ 136,022	\$ 120,010	\$ 112,963	\$ 104,610
Cost of sales	63,892	65,708	65,286	63,012	63,194
Gross profit	80,086	70,314	54,724	49,951	41,416
Operating expenses:					
Research and development	16,965	13,821	10,961	11,017	11,807
Selling, general and administrative	45,230	43,209	36,430	31,377	33,799
Total operating expenses	62,195	57,030	47,391	42,394	45,606
Income (loss) from operations	17,891	13,284	7,333	7,557	(4,190)
Other income (expense), net	(1)	(620)	(252)	(749)	572
Income (loss) from continuing operations before income taxes	17,890	12,664	7,081	6,808	(3,618)
Provision for (benefit from) income taxes	5,540	2,734	(6,337)	709	180
Income (loss) from continuing operations	12,350	9,930	13,418	6,099	(3,798)
Loss from discontinued operations, net of tax					(2,004)
Net income (loss)	\$ 12,350	\$ 9,930	\$ 13,418	\$ 6,099	\$ (5,802)
Basic income (loss) per share from continuing operations	\$ 0.75	\$ 0.61	\$ 0.91	\$ 0.43	\$ (0.26)
Basic loss per share from discontinued operations					(0.14)
Basic net income (loss) per share	\$ 0.75	\$ 0.61	\$ 0.91	\$ 0.43	\$ (0.40)
Diluted income (loss) per share from continuing operations	\$ 0.73	\$ 0.59	\$ 0.89	\$ 0.42	\$ (0.26)
Diluted loss per share from discontinued operations					(0.14)

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Diluted net income (loss) per share	\$ 0.73	\$ 0.59	\$ 0.89	\$ 0.42	\$ (0.40)
Shares used in basic per share calculations	16,396	16,323	14,792	14,182	14,583
Shares used in diluted per share calculations	16,957	16,828	15,150	14,390	14,583

Balance Sheet Data	December 31,				
	2015	2014	2013	2012	2011
Cash and cash equivalents, short-term marketable securities and restricted cash	\$ 35,775	\$ 39,794	\$ 22,532	\$ 24,318	\$ 14,782
Working capital	74,378	70,573	59,708	56,119	47,063
Total assets	132,311	130,976	118,511	85,280	83,064
Long-term liabilities	3,976	4,435	2,667	3,296	4,473
Shareholders' equity	109,396	107,461	97,201	65,918	59,297

Table of Contents

- (1) Fiscal 2015, 2014 and 2013 operating income includes restructuring charges of \$0.3 million, \$1.2 million and \$0.2 million, respectively.
- (2) Fiscal 2014 operating income includes credits related to 2013 acquisitions of \$0.6 million.
- (3) Fiscal 2013 operating income includes acquisition-related costs of \$1.4 million.
- (4) Fiscal 2013 benefit for income taxes is related to a release of the valuation allowance against deferred tax assets.
- (5) Fiscal 2011 loss from operations includes restructuring charges of \$3.4 million, and factory relocation-related costs of \$1.2 million.

Table of Contents**COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA**

The following table sets forth selected historical and unaudited pro forma combined per share information for FormFactor and Cascade Microtech.

Historical Per Share Information of FormFactor and Cascade Microtech. The historical per share information of each of FormFactor and Cascade Microtech below is derived from the audited consolidated financial statements of FormFactor as of and for the year ended, December 26, 2015 and Cascade Microtech as of and for the year ended, December 31, 2015.

Unaudited Pro Forma Combined FormFactor Common Share Data. The unaudited pro forma combined FormFactor common share data set forth below gives effect to the merger under the acquisition method of accounting, as if the merger had been effective on December 28, 2014, the first day of FormFactor's fiscal year ended December 26, 2015, in the case of income (loss) from operations and cash dividends data and at December 26, 2015, in the case of book value per share data, and assuming that each outstanding share of Cascade Microtech common stock had been converted into shares of FormFactor common stock based on the exchange ratio (0.6534 of a share of FormFactor common stock for each share of Cascade Microtech common stock, assuming no adjustments). The exchange ratio does not include the cash portion of the merger consideration.

The unaudited pro forma combined FormFactor common share data is derived from the audited consolidated financial statements of FormFactor as of and for the year ended, December 26, 2015 and Cascade Microtech as of and for the year ended December 31, 2015.

The acquisition method of accounting is based on Financial Accounting Standards Board, Accounting Standards Codification (which is referred to in this proxy statement/prospectus as ASC) 805, *Business Combinations*, and uses the fair value concepts defined in ASC 820, *Fair Value Measurements and Disclosures*, which FormFactor has adopted as required. Acquisition accounting requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The acquisition accounting is dependent upon certain valuations of Cascade Microtech's assets and liabilities and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments reflect the assets and liabilities of Cascade Microtech at their preliminary estimated fair values. Differences between these preliminary estimates and the final acquisition accounting will occur, and these differences could have a material impact on the unaudited pro forma combined per share information set forth in the following table.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only. The unaudited pro forma combined FormFactor common share data does not purport to represent the actual results of operations that FormFactor would have achieved had the companies been combined during the given period or to project the future results of operations that FormFactor may achieve after the merger. The unaudited pro forma condensed combined financial information does not reflect the realization of any cost savings following consummation of the merger and also does not reflect any related restructuring and integration charges to achieve those cost savings.

Unaudited Pro Forma Combined Cascade Microtech Equivalent Share Data. The unaudited pro forma combined Cascade Microtech equivalent share data set forth below shows the effect of the merger from the perspective of an owner of Cascade Microtech common stock. The information was calculated by multiplying the unaudited pro forma combined FormFactor common share amounts by the exchange ratio of 0.6534 (assuming no adjustments).

Table of Contents

You should read the below information in conjunction with the selected historical consolidated financial information included elsewhere in this proxy statement/prospectus and the historical consolidated financial statements of FormFactor and Cascade Microtech and related notes that have been filed with the SEC certain of which are incorporated by reference into this proxy statement/prospectus. See Selected Historical Consolidated Financial Data of FormFactor, Selected Historical Consolidated Financial Data of Cascade Microtech and Where You Can Find More Information beginning on pages [], [] and [], respectively, of this proxy statement/prospectus. The unaudited pro forma combined FormFactor common share data and the unaudited pro forma combined Cascade Microtech equivalent share data is derived from, and should be read in conjunction with, the FormFactor and Cascade Microtech unaudited pro forma condensed combined financial statements and related notes included in this proxy statement/prospectus. See FormFactor and Cascade Microtech Unaudited Pro Forma Condensed Combined Financial Statements beginning on page [] of this proxy statement/prospectus.

	2015	Fiscal 2014	2013
FormFactor Historical Per Common Share Data:			
Net income (loss)	\$ (0.03)	\$ (0.34)	\$ (1.06)
Net income (loss) assuming dilution	\$ (0.03)	\$ (0.34)	\$ (1.06)
Cash dividends			
Book value	\$ 5.09	\$ 5.18	\$ 5.43
Pro Forma Combined Per FormFactor Common Share Data:			
Net income (loss)	\$ (0.21)	\$ (0.55)	\$ (1.31)
Net income (loss) assuming dilution	\$ (0.21)	\$ (0.55)	\$ (1.31)
Cash dividends			
Book value	\$ 6.17	\$ 6.24	\$ 6.58
Cascade Microtech Historical Per Common Share Data:			
Net income (loss)	\$ 0.75	\$ 0.61	\$ 0.91
Net income (loss) assuming dilution	\$ 0.73	\$ 0.59	\$ 0.89
Cash dividends			
Book value	\$ 6.67	\$ 6.58	\$ 6.57
Pro Forma Combined Per Cascade Microtech Equivalent Common Share Data:			
Net income (loss)	\$ (0.14)	\$ (0.36)	\$ (0.85)
Net income (loss) assuming dilution	\$ (0.14)	\$ (0.36)	\$ (0.85)
Cash dividends			
Book value	\$ 4.03	\$ 4.08	\$ 4.30

Table of Contents**COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION****Market Prices**

The following table sets forth, for the calendar periods indicated, the high and low sales prices per share for FormFactor common stock and Cascade Microtech common stock as reported on the NASDAQ Global Market, which is the principal trading market for both FormFactor common stock, which is listed under the symbol FORM, and Cascade Microtech common stock, which is listed under the symbol CSCD.

	FormFactor Common Stock		Cascade Microtech Common Stock	
	High	Low	High	Low
2013:				
First Fiscal Quarter	\$ 5.15	4.56	\$ 8.00	\$ 5.62
Second Fiscal Quarter	6.96	4.39	7.20	6.26
Third Fiscal Quarter	7.66	6.00	9.18	6.50
Fourth Fiscal Quarter	6.86	5.00	11.20	8.88
2014:				
First Fiscal Quarter	\$ 7.19	\$ 6.01	\$ 11.39	\$ 8.71
Second Fiscal Quarter	8.09	5.41	13.95	9.00
Third Fiscal Quarter	8.41	6.61	13.91	9.77
Fourth Fiscal Quarter	8.93	6.18	14.89	9.37
2015:				
First Fiscal Quarter	\$ 10.26	\$ 7.55	\$ 14.79	\$ 12.12
Second Fiscal Quarter	9.51	7.97	16.38	12.98
Third Fiscal Quarter	9.20	5.93	16.09	12.27
Fourth Fiscal Quarter	9.13	6.49	17.09	13.60
2016:				
First Fiscal Quarter (through March 28, 2016)	\$9.37	\$6.15	\$21.18	\$14.06

The following table sets forth the closing sale price per share of FormFactor and Cascade Microtech common stock as reported on the NASDAQ Global Market as of February 3, 2016, the last trading day before the public announcement of the merger agreement, and as of March 28, 2016, the most recent practicable trading day prior to the date of this proxy statement/prospectus. The table also shows the implied value of the merger consideration proposed for each share of Cascade Microtech common stock as of the same two dates. This implied value was calculated by multiplying the closing sale price of FormFactor common stock on the relevant date by the exchange ratio of 0.6534 (assuming no adjustments) and adding the cash portion of the merger consideration, or \$16.00 (assuming no adjustments).

FormFactor Common Stock	Cascade Microtech Common Stock	Implied Per Share Value of Merger
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			Consideration
February 3, 2016	\$ 7.85	\$ 15.28	\$ 21.13
March 28, 2016	\$ 7.48	\$ 20.70	\$ 20.89

The market prices of FormFactor and Cascade Microtech common stock may fluctuate between the date of this proxy statement/prospectus and the consummation of the merger. No assurance can be given concerning the market prices of FormFactor or Cascade Microtech common stock before the consummation of the merger or FormFactor common stock after the consummation of the merger. Because the exchange ratio is only subject to adjustment in circumstances which are not designed to preserve the value of the stock portion of the merger

Table of Contents

consideration if the market price of FormFactor common stock or Cascade Microtech common stock changes between the signing of the merger agreement and the completion of the merger, the market value of the FormFactor common stock that Cascade Microtech's shareholders will receive in connection with the merger may vary significantly from the prices shown in the table above. See "The Merger Agreement Exchange Ratio Adjustment" beginning on page [] of this proxy statement/prospectus. Accordingly, Cascade Microtech's shareholders are advised to obtain current market quotations for FormFactor and Cascade Microtech common stock in deciding whether to vote for adoption of the merger agreement.

Dividends

Neither FormFactor nor Cascade Microtech have ever declared or paid cash dividends on its common stock and each expects to retain all available funds and any future earnings for use in the operation and development of its respective business. Accordingly, neither FormFactor nor Cascade Microtech anticipate declaring or paying cash dividends on its common stock in the foreseeable future.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

Introduction

The following unaudited pro forma condensed combined financial information is presented to illustrate the estimated effects of the pending merger of Merger Sub with and into the Cascade Microtech, with Cascade Microtech continuing as the surviving corporation and as a wholly owned subsidiary of FormFactor and the related financing transactions, which were announced on February 4, 2016.

The merger has not yet closed. Under the terms of the merger agreement, each outstanding share of common stock of Cascade Microtech common stock (other than any shares held by any subsidiary of Cascade Microtech or FormFactor, which will be converted into shares of the surviving corporation) will be cancelled and converted at the effective time into the right to receive \$16.00 in cash and 0.6534 of a share of FormFactor common stock (assuming no adjustments), which is referred to in this proxy statement/prospectus as the merger consideration.

Pro Forma information

The unaudited pro forma condensed combined statements of operations for the year ended December 26, 2015 combine the historical consolidated statements of operations of FormFactor and Cascade Microtech, giving effect to the merger as if it had occurred on December 28, 2014. The unaudited pro forma condensed combined balance sheet as of December 26, 2015 combines the historical consolidated balance sheets of FormFactor as of December 26, 2015 and Cascade Microtech as of December 31, 2015, giving effect to the merger as if it had occurred on December 26, 2015. The historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial information to give effect to pro forma events that are (i) directly attributable to the merger, (ii) factually supportable and (iii) with respect to the statements of operations, expected to have a continuing impact on the combined results. The unaudited pro forma condensed combined financial information has been prepared by FormFactor using the acquisition method of accounting in accordance with GAAP.

The unaudited pro forma condensed combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma condensed combined financial information. In addition, the unaudited pro forma condensed combined financial information is based on and should be read in conjunction with the following historical consolidated financial statements and accompanying notes, which are incorporated by reference in this proxy statement/prospectus:

separate historical financial statements of FormFactor as of and for the year ended December 26, 2015, and the related notes included in FormFactor's Annual Report on Form 10-K for the year ended December 26, 2015; and

separate historical financial statements of Cascade Microtech as of and for the year ended December 31, 2015, and the related notes included in Cascade Microtech's Annual Report on Form 10-K for the year ended December 31, 2015.

Table of Contents

The unaudited pro forma condensed combined financial information reflects the estimated aggregate consideration of approximately \$354.1 million for the acquisition, as calculated below (in thousands, except number of shares and price per share):

Number of shares of Cascade Microtech common stock issued and outstanding as of March 1, 2016	15,911,672
Multiplied by exchange ratio per the merger agreement	0.6534
Number of shares of FormFactor common stock to be issued*	10,396,686
Multiplied by price of FormFactor common stock*	\$ 7.74
Fair value of shares of common stock to be issued to Cascade Microtech stockholders	\$ 80,470
Cash consideration to be paid to Cascade Microtech stockholders and equity award holders	\$ 269,313
Estimated replacement equity awards attributable to pre-acquisition service	\$ 4,296
Estimated merger consideration	\$ 354,079

* The estimated merger consideration has been determined based on the closing price of FormFactor common stock on March 1, 2016. Pursuant to business combination accounting rules, the final consideration will be based on the number of shares of Cascade Microtech common stock outstanding and the price of FormFactor common stock as of the closing date. The exchange ratio and cash consideration to be paid to Cascade Microtech shareholders and equity award holders assumes no adjustment to the exchange ratio. See the Merger Agreement Exchange Ratio Adjustment beginning as page [] of this proxy statement/prospectus.

In accordance with the acquisition method of accounting, the actual consolidated financial statements of FormFactor will reflect the Cascade Microtech acquisition only from and after the date of the completion of the acquisition. FormFactor has performed a preliminary valuation analysis of the fair value of Cascade Microtech's assets to be acquired and liabilities to be assumed. The assets and liabilities of Cascade Microtech have been measured based on various preliminary estimates using assumptions that FormFactor believes are reasonable based on information that is currently available. Differences between these preliminary estimates and the final acquisition accounting will occur, and those differences could have a material impact on the accompanying unaudited pro forma condensed combined financial information and the combined company's future results of operations and financial position. The pro forma adjustments are preliminary and have been made solely for the purpose of providing unaudited pro forma condensed combined financial statements prepared in accordance with the rules and regulations of the SEC.

FormFactor intends to commence the necessary valuation and other studies required to complete the acquisition accounting promptly upon consummation of the merger and will finalize the acquisition accounting as soon as practicable within the required measurement period in accordance with ASC 805, but in no event later than one year following consummation of the merger.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only. The unaudited pro forma condensed combined financial information does not purport to represent the actual results of operations that FormFactor and Cascade Microtech would have achieved had the companies been combined during these periods and is not intended to project the future results of operations that the combined company may achieve after the merger. The unaudited pro forma condensed combined financial information does not reflect the realization of any cost savings following consummation of the merger and also does not reflect any related restructuring and integration charges to achieve those cost savings.

Table of Contents**Unaudited Pro Forma Condensed Combined Balance Sheet**

12/26/2015

(dollars in thousands, except per share amounts)

	As of 12/26/15	As of 12/31/15	Financing and Other Tax Adjustments	Pro Forma Adjustments	As of 12/26/2015 Pro Forma Consolidated	
	FormFactor	Cascade Microtech	Reclassification Adjustments (Note 1)			
Current assets (Note 1)						
Cash and cash equivalents	\$ 146,264	\$ 32,107	\$	\$ 144,258 (a)	\$ (276,302)(a)	46,327
Marketable securities	41,325	3,658				44,983
Restricted cash		10	(10)			
Accounts receivable, net	36,725	27,716				64,441
Inventories, net	27,223	23,229			9,952 (b)	60,404
Prepaid expenses and other current assets	6,481	6,597	10			13,088
Total current assets	258,018	93,317		144,258	(266,350)	229,243
Restricted cash	435					435
Property and equipment, net	23,853	12,256			2,512 (c)	38,621
Goodwill	30,731	11,592			150,251 (d)	192,574
Intangibles, net	25,552	9,143			144,580 (e)	179,275
Deferred tax assets	3,281	5,326			(5,070)(f)	3,537
Other assets	853	677				1,530
TOTAL ASSETS	342,723	132,311		144,258	25,923	645,215
Current liabilities						
Accounts payable	18,072	8,834				26,906
Accrued liabilities	21,507	8,488			929 (g)	30,924
Income taxes payable	110					110
Deferred revenue	3,892	1,617			(622)(h)	4,887
Current portion of long-term debt				7,425 (i)		7,425
Total current liabilities	43,581	18,939		7,425	307	70,252
Long-term debt				142,200 (i)		142,200
Deferred revenue		555	(555)			
Long-term income taxes payable	1,069					1,069
Deferred tax liabilities		1,840		(46,813)(f)	51,346 (f)	6,373

Deferred rent and other liabilities	3,392	1,581	555	(1,100)(j)	4,428
TOTAL LIABILITIES	48,042	22,915	102,812	50,553	224,322
Commitments and contingencies					
Stockholders equity:					
Preferred stock					
Common stock	58	159		(148)(k)	69
Additional paid-in capital	718,904	103,195		(18,440)(l)	803,659
Accumulated other comprehensive loss	(2,222)	(5,251)		5,251 (m)	(2,222)
Retained earnings (accumulated deficit)	(422,059)	11,293	41,446 (n)	(11,293)(n)	(380,613)
Total stockholders equity	294,681	109,396	41,446	(24,630)	420,893
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)					
	\$ 342,723	\$ 132,311	\$ 144,258	\$ 25,923	\$ 645,215

Table of Contents**Unaudited Pro Forma Condensed Consolidated Statement of Operations****12/26/2016****(dollars in thousands, except per share amounts)**

	Historical					Fiscal
	Fiscal	Fiscal				Year
	Year	Year				Ended
	Ended	Ended				12/26/2015
	12/26/2015	12/31/2015				12/26/2015
	FormFactor	Cascade Microtech	Reclassification Adjustments	Financing Adjustments	Pro Forma Adjustments	Pro Forma Consolidated
			(Note 1)			
Revenues	\$ 282,358	\$ 143,978	\$	\$	\$	\$ 426,336
Cost of revenues	196,620	63,892	1,901		20,354 (o)	282,767
Gross profit	85,738	80,086	(1,901)		(20,354)	143,569
Research and development	44,184	16,965			130 (p)	61,279
Selling, general and administrative	45,090	45,230	(1,901)	(33)(q)	5,029 (q)	93,415
Restructuring charges, net	559					559
Impairment of long-lived assets	8					8
Total operating expenses	89,841	62,195	(1,901)	(33)	5,159	155,261
Operating income (loss)	(4,103)	17,891		33	(25,513)	(11,692)
Interest income (expense), net	285	15		(3,876)(r)	(143)(r)	(3,719)
Other income (expense), net	2,547	(16)				2,531
Income (loss) before income taxes	(1,271)	17,890		(3,843)	(25,656)	(12,880)
Benefit (expense) from income taxes	(252)	(5,540)			4,433 (s)	(1,359)
Net income (loss)	\$ (1,523)	\$ 12,350	\$	\$ (3,843)	\$ (21,223)	\$ (14,239)
Per share information:						
Income (loss) from continuing operations - Basic/diluted	\$ (0.03)					\$ (0.21)

Weighted average shares
outstanding:

Basic/diluted	57,850	68,247(t)
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Table of Contents**FormFactor, Inc.****Notes to Unaudited Pro Forma Condensed Combined Financial Information****Note 1. Basis of Pro Forma Presentation**

The unaudited pro forma condensed combined financial information is based on FormFactor's and Cascade Microtech's historical consolidated financial statements as adjusted to give effect to the acquisition of Cascade Microtech and the debt issuance necessary to finance the acquisition. The unaudited pro forma condensed combined statements of operations for the year ended December 26, 2015 give effect to the Cascade Microtech acquisition as if it had occurred on December 28, 2014. The unaudited condensed combined pro forma balance sheet as of December 26, 2015 gives effect to the Cascade Microtech acquisition as if it had occurred on December 26, 2015.

The unaudited pro forma condensed combined financial information is prepared in accordance with Article 11 of Regulation S-X. The historical financial information has been adjusted to give effect to transactions that are (i) directly attributable to the merger, (ii) factually supportable and (iii) with respect to the unaudited pro forma condensed combined statement of operations, expected to have a continuing impact on the operating results of the combined company. The historical information of FormFactor and Cascade Microtech is presented in accordance with GAAP. FormFactor is not currently aware of any significant accounting policy differences between FormFactor and Cascade Microtech, other than the pro forma reclassification of the amortization expense from selling, general and administrative to cost of revenues as detailed in the reclassification schedule below. The pro forma reclassification of: (1) short-term restricted cash to prepaid expenses and other current assets; and (2) long term deferred revenues to long-term deferred rent and other liabilities have been made to conform Cascade Microtech presentation of financial information to FormFactor's presentation. Following the acquisition and during the measurement period, management will conduct a final review of Cascade Microtech accounting policies in an effort to determine if differences in accounting policies require adjustment or reclassification of Cascade Microtech results of operations or reclassification of assets or liabilities to conform to FormFactor's accounting policies and classifications. As a result of this review, management may identify differences that, when conformed, could have a material impact on this unaudited pro forma condensed combined financial information.

The acquisition method of accounting is based on Accounting Standards Codification (ASC) Topic 805, Business Combinations, which uses the fair value concepts defined in ASC Topic 820, Fair Value Measurements and Disclosures.

ASC Topic 805 requires, among other things, that assets and liabilities acquired be recognized at their fair values as of the acquisition date. Financial statements of FormFactor issued after completion of the Cascade Microtech acquisition will reflect such fair values, measured as of the acquisition date, which may be different than the estimated fair values included in this unaudited pro forma condensed combined financial information. In addition, ASC Topic 805 establishes that the consideration transferred be measured at the closing date of the Cascade Microtech acquisition at the then-current fair value, which will likely result in acquisition consideration that is different from the amount assumed in this unaudited pro forma condensed combined financial information.

ASC Topic 820 defines the term "fair value" and sets forth the valuation requirements for any asset or liability measured at fair value, expands related disclosure requirements and specifies a hierarchy of valuation techniques based on the nature of the inputs used to develop the fair value measures. Fair value is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers unrelated to FormFactor in the principal (or the most advantageous) market for the

asset or liability. Fair value measurements for an asset assume the highest and

Table of Contents

best use by these market participants. As a result of these standards, FormFactor may be required to record assets which are not intended to be used or sold and/or to value assets at fair value measures that do not reflect FormFactor's intended use of those assets. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Under ASC 805, acquisition-related transaction costs (such as advisory, legal, valuation, other professional fees) are not included as a component of acquisition consideration and are excluded from the unaudited pro forma condensed combined statements of operations. Such costs will be expensed in the historical statements of operations in the periods incurred. FormFactor expects to incur total acquisition-related transaction costs of approximately \$5.4 million and Cascade Microtech expects to incur total acquisition-related transaction costs of approximately \$7.0 million, as further discussed in Note 2(g).

The unaudited pro forma financial statements are presented solely for informational purposes and are not necessarily indicative of the combined results of operations or financial position that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company.

The unaudited pro forma condensed combined financial information does not reflect any cost savings from future operating synergies or integration activities, or any revenue, tax, or other synergies that could result from the acquisition.

Certain reclassification adjustments have been made to Cascade Microtech historical consolidated results of operations for the year ended December 31, 2015 to conform to FormFactor's presentation (in thousands):

Balance Sheet as of December 26, 2015

	Before Reclassification	Reclassification	After Reclassification
Prepaid expenses and other current assets		10 ⁽ⁱ⁾	10
Restricted cash	10	(10) ⁽ⁱ⁾	
Deferred rent and other liabilities		555 ⁽ⁱⁱ⁾	555
Deferred revenue	555	(555) ⁽ⁱⁱ⁾	

(i) Represents the reclassification of Restricted cash to the Prepaid expenses and other current assets line item in the table set forth above.

(ii) Represents the reclassification of Deferred revenue to the Deferred rent and other liabilities line item in the table set forth above.

Statement of Operations for the year ended December 26, 2015

	Before Reclassification	Reclassification	After Reclassification
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Cost of Revenues	63,892	1,901 ⁽ⁱⁱⁱ⁾	65,793
Selling, general and administrative	45,230	(1,901) ⁽ⁱⁱⁱ⁾	43,329

(iii) FormFactor recognizes the amortization of acquired intangible assets as a cost of revenue, while Cascade Microtech recognizes these costs in selling general and administrative expense. Therefore, this adjustment conforms the presentation of amortization of acquired intangible assets to FormFactor's presentation.

Note 2. Estimated Cascade Microtech Purchase Consideration and Preliminary Purchase Price Allocation

The following summarizes the preliminary allocation of the purchase price for Cascade Microtech based on the terms of the merger agreement and FormFactor's preliminary estimates of fair value of assets and liabilities

Table of Contents

as if the acquisition had occurred on March 1, 2016. The final determination of the allocation of the purchase price will be based on the fair value of such assets and liabilities as of the actual merger date (in thousands):

Purchase price allocation	
Cash and cash equivalents	\$ 25,118
Marketable securities	3,658
Accounts receivable	27,716
Inventories	33,181
Prepaid expenses and other current assets	6,607
Property and equipment	14,768
Intangibles	153,723
Deferred tax assets	256
Other assets	677
Total assets	265,704
Accounts payable	8,834
Accrued liabilities	9,417
Deferred revenue	995
Deferred tax liabilities	53,186
Deferred rent and other liabilities	1,036
Total liabilities	73,468
Net assets acquired ^(a)	192,236
Estimated purchase consideration^(b)	354,079
Estimated goodwill^{(b)-(a)}	\$ 161,843

This preliminary purchase price allocation has been used to prepare pro forma adjustments in the unaudited pro forma condensed combined balance sheet and unaudited pro forma condensed combined statement of operations. The final purchase price allocation will be determined when FormFactor has completed the detailed valuations and necessary calculations. The final allocation could differ materially from the preliminary allocation used in the pro forma adjustments. The final allocation may include (1) changes in fair values of property, plant and equipment, (2) changes in allocations to intangible assets such as technology and customer relationships as well as goodwill, and (3) other changes to assets and liabilities.

Estimated goodwill represents the excess of the preliminary estimated purchase price over the fair value of the underlying net assets acquired. Estimated goodwill is not amortized but instead is reviewed for impairment at least annually, absent any indicators of impairment. Goodwill recognized in the merger is not expected to be deductible for tax purposes.

Table of Contents

Estimated Purchase Consideration Sensitivity. The table below illustrates the potential impact to the total estimated consideration resulting from a 10% increase or decrease in the price of FormFactor common stock of \$7.74 on March 1, 2016. For the purpose of this calculation, the total number of shares and vested equity awards has been assumed to be the same as in the table above (in thousands):

	Stock Price	Purchase Price	Goodwill
10% increase in FormFactor s share price			
Stock Consideration	8.51	88,476	
Cash Consideration ^(a)		269,797	
Replacement Award Consideration		4,358	
		362,631	170,395
10% decrease in FormFactor s share price			
Stock Consideration	6.97	72,465	
Cash Consideration ^(a)		268,831	
Replacement Award Consideration		4,240	
		345,536	153,300

(a) For pro forma purposes, FormFactor assumed the cash portion of the transaction will be funded with a combination of available cash as well as a borrowing of approximately \$150 million under the term loan facility that FormFactor intends to enter into in connection with the merger pursuant to the debt commitment letter. Borrowing on the term loan facility will fluctuate depending on the timing of the closing of the merger and the available cash at that time.

Note 3. Pro Forma Adjustments

Balance Sheet Adjustments. The unaudited pro forma adjustments related to Cascade Microtech included in the unaudited pro forma condensed combined balance sheet are as follows (in thousands):

(a) Cash and cash equivalents

	December 26, 2015
Cash consideration paid for shares and vested equity awards	\$ (269,313)
Cash provided from borrowing	150,000
Cash paid for debt financing costs	(375)
Estimated Cascade Microtech transaction costs anticipated to be paid concurrent with the closing of the merger	(6,989)
Estimated FormFactor transaction costs anticipated to be paid concurrent with the closing of the merger	(5,367)
Total adjustments to cash and cash equivalents	\$ (132,044)

(b) Inventory

This adjustment represents the estimated adjustment to step up Cascade Microtech inventory to a fair value of approximately \$33 million, an increase of approximately \$10 million from the carrying value. The fair value estimate is preliminary and subject to change. The fair value was determined based on the estimated selling price of the inventory, less the remaining manufacturing and selling costs and a normal profit margin on those manufacturing and selling efforts. After the acquisition, the step-up in inventory fair value of approximately

Table of Contents

\$10 million will increase cost of sales over approximately three months as the inventory is sold. This increase is not reflected in the pro forma condensed combined statement of operations because it does not have a continuing impact.

(c) Property and equipment

This adjustment represents the estimated adjustment to step up Cascade Microtech property and equipment to a fair value of approximately \$15 million, an increase of approximately \$3 million from the carrying value. The fair value estimate is preliminary and subject to change.

(d) Goodwill

	December 26, 2015
To eliminate the historical goodwill of Cascade Microtech	\$ (11,592)
To record preliminary goodwill for the purchase consideration in excess of the fair value of net assets acquired in connection with the Cascade Microtech acquisition	161,843
Total adjustments to goodwill	\$ 150,251

(e) Intangibles

	December 26, 2015	Estimated Useful Life (in years)
To eliminate the historical net book value of Cascade Microtech's intangible assets	\$ (9,143)	
Developed technology	69,070	4-6
In-process research and development	20,700	n/a
Customer contracts and related relationships	32,845	7
Trade names / trademarks / domain names	16,300	7
Order backlog	14,808	1
Total adjustments to intangibles	\$ 144,580	

Identifiable intangible assets and liabilities acquired include developed technology, customer relationships, trade names, backlog and in-process research and development. In-process research and development will be accounted for as an indefinite-lived intangible asset until the underlying projects are completed or abandoned. The fair value of intangible assets is based on management's preliminary valuation as of the deemed acquisition date of March 1, 2016. Estimated useful lives (where relevant for the purposes of these unaudited pro forma financial statements) are based on the time periods during which the intangibles are expected to result in incremental cash flows.

(f) Deferred tax asset /liabilities

Reflects the adjustment to deferred income tax assets and liabilities resulting from pro forma fair value adjustments for the assets and liabilities to be acquired and the release of deferred income tax asset valuation allowance of FormFactor as a result of the US based acquired taxable temporary differences. This estimate of deferred taxes was determined based on the excess of the fair values of the acquired assets and liabilities over the

Table of Contents

tax basis of the assets and liabilities to be acquired. The statutory tax rate was applied, as appropriate, to each adjustment based on the jurisdiction in which the adjustment is expected to occur. This estimate of deferred income tax assets and liabilities is preliminary and is subject to change based upon management's final determination of the fair value of assets acquired and liabilities assumed by jurisdiction.

Adjustments to non-current deferred tax asset:

	December 26, 2015
Reversal of historical United States deferred tax assets of Cascade Microtech against deferred tax liabilities arising as a result of the acquisition	\$ (5,070)

Adjustments to non-current deferred tax liabilities:

	December 26, 2015
Fair value adjustments on identifiable intangible assets (see note (e))	\$ 52,146
Fair value adjustments on property, plant and equipment (see note (c))	859
Fair value adjustments on inventory (see note (b))	3,279
Fair value adjustments on unfavorable leases and deferred rent (see note (j))	378
Fair value adjustments on deferred revenue (see note (h) & (j))	283
Fair value of awards assumed attributable to the pre-acquisition periods	(529)