

FORMFACTOR INC  
Form DEFA14A  
October 06, 2008

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FORMFACTOR, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

To All FormFactor Employees,

As you know, FormFactor's Board of Directors approved holding a special meeting of stockholders to vote on a proposed stock option exchange program. The option exchange program will, if approved, allow employees to exchange on a value-for-value basis certain out-of-the-money (or underwater ) stock options for a prescribed number of either new stock options priced at the fair market value on the date of the exchange or restricted stock units ( RSUs ). The date of the special meeting is next Wednesday, October 8, 2008. Stockholder votes must be submitted and received by no later than Tuesday, October 7, or voted in-person at the meeting. As many of you are stockholders, this email is a reminder to submit your vote if you have not already done so. In view of the fast-approaching voting deadline and meeting date, you may prefer to vote electronically. The Proxy materials you received as a stockholder in the mail or electronically explain the various voting alternatives and the steps to vote electronically. If you have any questions, please feel free to contact Hank Feir or Katie Scott in HR.

Thank you.