

ULTRA CLEAN HOLDINGS INC
Form SC 13G/A
February 07, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145

Expires:
December 31, 2005
Estimated average
burden hours per
response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Ultra Clean Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

90385V107

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Discovery Equity Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable.

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Illinois

5. Sole Voting Power
None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
937,315 Shares

7. Sole Dispositive Power
None.

8. Shared Dispositive Power
937,315 Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
937,315 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
5.7 %

12. Type of Reporting Person (See Instructions)
PN

CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Discovery Group I, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable.

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
1,105,830 Shares

7. Sole Dispositive Power
None.

8. Shared Dispositive Power
1,105,830 Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,105,830 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
6.7 %

12. Type of Reporting Person (See Instructions)
OO

CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Daniel J. Donoghue

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable.

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
U.S.A.

5. Sole Voting Power
None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
1,105,830 Shares

7. Sole Dispositive Power
None.

8. Shared Dispositive Power
1,105,830 Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,105,830 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
6.7 %

12. Type of Reporting Person (See Instructions)
IN

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Michael R. Murphy

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable.

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
U.S.A.

5. Sole Voting Power
None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
1,105,830 Shares

7. Sole Dispositive Power
None.

8. Shared Dispositive Power
1,105,830 Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,105,830 Shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable.

11. Percent of Class Represented by Amount in Row (9)
6.7 %

12. Type of Reporting Person (See Instructions)
IN

Item 1.

- (a) Name of Issuer
Ultra Clean Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
150 Independence Drive, Menlo Park, California 94025-1136

Item 2.

- (a) Name of Person Filing

Discovery Equity Partners, L.P. (**Discovery Partners**)

Discovery Group I, LLC, the general partner of Discovery Partners (**Discovery Group**)

Daniel J. Donoghue, a Managing Member of Discovery Group

Michael R. Murphy, a Managing Member of Discovery Group
- (b) Address of Principal Business Office or, if none, Residence

Discovery Partners, Discovery Group, Mr. Donoghue, and Mr. Murphy are all located at:

Hyatt Center, 24th Floor, 71 South Wacker Drive, Chicago, Illinois 60606
- (c) Citizenship

Discovery Partners is an Illinois limited partnership

Discovery Group is a Delaware limited liability company

Mr. Donoghue and Mr. Murphy are U.S. citizens
- (d) Title of Class of Securities
Common Stock, par value \$.001 per share
- (e) CUSIP Number
90385V107

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

- (d) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (e) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (f) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);