

Ultra Clean Holdings, Inc.  
Form 8-K  
October 26, 2016

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 26, 2016**

**ULTRA CLEAN HOLDINGS, INC.**  
(Exact Name of Registrant  
as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

000-50646  
(Commission File Number)

61-1430858  
(IRS Employer Identification  
No.)

26462 CORPORATE AVENUE  
  
HAYWARD, CA  
(Address of Principal Executive  
Offices)

94545  
  
(Zip Code)

Registrant's telephone number, including area code: (510) 576-4400

n/a  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

On October 26, 2016, Ultra Clean Holdings, Inc. (the “Company”) issued a press release announcing its financial results for its third fiscal quarter ended September 23, 2016. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

The information furnished under Item 2.02 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into the Company’s filings with the SEC under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Exhibit Description</b>           |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated October 26, 2016 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTRA CLEAN HOLDINGS, INC.

Date: October 26, 2016 By: /s/ Sheri Brumm

Name: Sheri Brumm

Title: Chief Financial Officer, Senior Vice President and Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Exhibit Description</b>           |
|------------------------|--------------------------------------|
| 99.1                   | Press Release dated October 26, 2016 |