New Mountain Finance Holdings, L.L.C.
Form SC 13D/A
November 01, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

NEW MOUNTAIN FINANCE HOLDINGS, L.L.C.

(Name of Issuer)

Common Membership Units

(Title of Class of Securities)

None

(CUSIP Number)

Steven B. Klinsky

New Mountain Finance Corporation

787 Seventh Avenue

New York, NY 10019

(212) 720-0300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 22, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D/A

CUSIP No.

1	Name of Reporting Person I.R.S. Identification No. Of Above Person (Entities Only) New Mountain Finance Corporation		
2	Check the Appropriate Box if a Member of a Group (a) o (b) x		
3	SEC Use Only		
4	Source of Funds OO		
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With		7	Sole Voting Power 0
		8	Shared Voting Power 45,159,921*
		9	Sole Dispositive Power 45,159,921
		10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 45,159,921		
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 94.4%		
14	Type of Reporting Person CO		

*Pursuant to the Investment Company Act of 1940, as amended, voting rights with respect to Units owned by the Reporting Person generally will be exercised by it in accordance with the directions of its stockholders.

This Amendment No. 6 amends and supplements the statement on Schedule 13D, filed on May 31, 2011, as amended by Amendment No. 1 thereto, filed on October 3, 2012, Amendment No. 2 thereto filed on December 11, 2012, Amendment No. 3 thereto filed on March 28, 2013, Amendment No. 4 thereto filed on June 28, 2013 and Amendment No. 5 thereto filed on July 18, 2013 (collectively, the Schedule 13D), by New Mountain Finance Corporation, a Delaware corporation (the Reporting Person)(1) with respect to the common membership units (Units), of New Mountain Finance Holdings, L.L.C., a Delaware limited liability company (the Issuer). Capitalized terms used herein but not defined shall have the meanings ascribed thereto in the Schedule 13D. Except as herein amended or supplemented, all other information in the Schedule 13D is as set forth therein.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to add the following:

On October 17, 2013, the Reporting Person completed an underwritten public offering of 3,000,000 shares of its Common Stock at a public offering price of $14.34 per share (the October 2013 Primary Offering). As a result, pursuant to the LLC Agreement as described in Item 6, the Reporting Person used the aggregate net proceeds (after deducting underwriting discounts and commissions) from the October 2013 Primary Offering of $43,020,000 to acquire 3,000,000 Units.

On October 17, 2013, the Reporting Person completed an underwritten public offering of 3,000,000 shares of its Common Stock at a public offering price of $14.34 per share (the October 2013 Resale Offering) on behalf of New Mountain Finance AIV Holdings Corporation (AIV Holdings). In connection with the October 2013 Resale Offering, AIV Holdings tendered 3,000,000 common membership units of the Operating Company held by AIV Holdings to the Reporting Person in exchange for $41,730,000 of net proceeds (after deducting underwriting discounts and commissions) and the Reporting Person issued 3,000,000 shares of its Common Stock directly to the underwriters for the October 2013 Resale Offering.

On October 22, 2013, as a result of the exercise of the 30-day option to purchase up to an additional 900,000 shares of the Reporting Person s Common Stock granted to the underwriters in connection with the October 2013 Resale Offering, AIV Holdings tendered an additional 900,000 Units held by AIV Holdings to the Reporting Person in exchange for $12,519,000 of net proceeds (after deducting underwriting discounts and commissions) and the Reporting Person issued 900,000 shares of its Common Stock directly to the underwriters for the October 2013 Resale Offering.

Item 5. Interest in Securities of the Issuer

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(1) Neither the present filing nor anything contained herein shall be construed as an admission that (i) the Reporting Person constitutes a person for any purposes other than Section 13(d) of the Act, (ii) the Reporting Person is, for purposes of Section 13(d) or Section 16 of the Act or otherwise, a member of a group or (iii) the Reporting Person is, for the purposes of Sections 13(d) of the Act, the beneficial owner of any securities other than securities directly owned by such Reporting Person.

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(a) (b). The aggregate percentage of Units reported owned by the Reporting Person is based upon 47,831,859 Units outstanding, which is the total number of Units outstanding as of October 22, 2013.

For the aggregate number of securities of the Issuer beneficially owned, the percentage of the class of securities of the Issuer beneficially owned, the number of securities for which the Reporting Person has the sole power to vote or to direct the vote, the number of securities for which the Reporting Person has the shared power to vote or to direct the vote, the number of securities for which the Reporting Person has the sole power to dispose or to direct the disposition, and the number of securities for which the Reporting Person has the shared power to dispose or to direct the disposition, see the responses to Items 7 through Item 11 and Item 13 on the attached cover page.

Item 5(c) of the Schedule 13D is hereby amended to add the following:

On October 17, 2013, the Reporting Person completed the October 2013 Primary Offering of 3,000,000 shares of its Common Stock at a public offering price of $14.34 per share. As a result, pursuant to the LLC Agreement as described in Item 6, the Operating Company issued 3,000,000 Units to the Reporting Person in exchange for the net proceeds (after deducting underwriting discounts and commissions) from the October 2013 Primary Offering.

On October 17, 2013, the Reporting Person completed the October 2013 Resale Offering of 3,000,000 shares of its Common Stock at a public offering price of $14.34 per share on behalf of AIV Holdings. In connection with the October 2013 Resale Offering, AIV Holdings tendered 3,000,000 common membership units of the Operating Company held by AIV Holdings to the Reporting Person in exchange for the net proceeds (after deducting underwriting discounts and commissions) and the Reporting Person issued 3,000,000 shares of its Common Stock directly to the underwriters for the October 2013 Resale Offering.

On October 22, 2013, as a result of the exercise of the 30-day option to purchase up to an additional 900,000 shares of the Reporting Person s Common Stock granted to the underwriters in connection with the October 2013 Resale Offering, AIV Holdings tendered an additional 900,000 Units held by AIV Holdings to the Reporting Person in exchange for the net proceeds (after deducting underwriting discounts and commissions) and the Reporting Person issued 900,000 shares of its Common Stock directly to the underwriters for the October 2013 Resale Offering.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to add the following:

In connection with the October 2013 Primary Offering and the October 2013 Resale Offering, the Reporting Person, the Operating Company and AIV Holdings, among others, entered into an underwriting agreement, dated October 11, 2013, with certain underwriters (the October 2013 Underwriting Agreement). A more detailed summary of the October 2013 Underwriting Agreement is set forth in the Reporting Person s Prospectus dated October 11, 2013, as filed with the SEC on October 11, 2013. This summary is qualified in its entirety by the

terms of the October 2013 Underwriting Agreement, which is set forth as Exhibit 99.8, and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended to add the following:

99.8 Underwriting Agreement, dated October 11, 2013, filed as Exhibit (h)(4) to the Post-Effective Amendment No. 3 to the Reporting Person s Registration Statement on Form N-2 dated October 15, 2013, and incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 1, 2013

NEW MOUNTAIN FINANCE CORPORATION

By:	/s/ Adam B. Weinstein
Name:	Adam B. Weinstein
Title:	Executive Vice President and Chief Administrative Officer

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Total current assets	212,562	222,400
Restricted cash	2,550	2,550
Property and equipment, net	20,495	27,374
Deferred tax assets	1,202	1,202
Other assets	356	349
Total assets	$237,165	$253,875

LIABILITIES AND STOCKHOLDERS EQUITY

Current liabilities:

Accounts payable	$10,579	$15,334

Accrued liabilities	10,134	8,794
Deferred revenue and customer advances	1,005	1,278
Total current liabilities	21,718	25,406
Deferred revenue and customer advances	433	374
Total liabilities	22,151	25,780
Stockholders equity:		
Common stock, $0.001 par value	37	38
Additional paid-in capital	226,592	232,892
Notes receivable from stockholders	(661)	
Deferred stock-based compensation, net	(7,902)	(6,958)
Accumulated other comprehensive income (loss)	(4)	68
Retained earnings (accumulated deficit)	(3,048)	2,055
Total stockholders equity	215,014	228,095
Total liabilities and stockholders equity	$237,165	$253,875

The accompanying notes are an integral part of these condensed consolidated financial statements.

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FORMFACTOR, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)
(Unaudited)

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
Cash flows from operating activities:		
Net income	$ 423	$ 5,103
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	1,281	1,380
Stock-based compensation expense	774	707
Deferred tax assets		52
Tax benefit from employee stock option plans		2,524
Interest income from stockholders notes receivable	(58)	
Provision for doubtful accounts	(50)	
Provision for excess and obsolete inventories	1,102	656
Loss on disposal of property and equipment	10	
Changes in assets and liabilities:		
Accounts receivable	1,731	(6,678)
Inventories	(1,901)	(1,376)
Prepaid and other current assets	(356)	(3)
Accounts payable	(1,641)	(1,951)
Accrued liabilities	(2,504)	(1,366)
Deferred revenues	(157)	213
Net cash used in operating activities	(1,346)	(739)
Cash flows from investing activities:		
Acquisition of property and equipment	(960)	(1,560)
Purchase of marketable securities	(2,810)	(31,060)
Proceeds from maturities of marketable securities	6,030	11,597
Restricted cash	2,835	
Other assets	10	
Net cash provided by (used in) investing activities	5,105	(21,023)
Cash flows from financing activities:		
Proceeds from issuance of common stock, net	67	4,013
Repayment of notes receivable from stockholders	10	661
Repayment of notes payable	(125)	
Net cash provided by (used in) financing activities	(48)	4,674
Effect of exchange rate changes on cash and cash equivalents	12	15
Net increase (decrease) in cash and cash equivalents	3,723	(17,073)
Cash and cash equivalents, beginning of the period	26,786	116,305
Cash and cash equivalents, end of the period	$ 30,509	$ 99,232

Supplemental disclosure of significant non-cash investing activities:		
Purchases of property and equipment through accounts payable and accrued liabilities	$	$ 6,700

The accompanying notes are an integral part of these condensed consolidated financial statements.

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FORMFACTOR, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
Three Months Ended March 27, 2004

Note 1 Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of FormFactor, Inc. and its subsidiaries (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Accordingly, the interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 27, 2004 are not necessarily indicative of the results that may be expected for the year ending December 25, 2004, or for any other period. The balance sheet at December 27, 2003 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. These financial statements and notes should be read with the financial statements and notes thereto for the year ended December 27, 2003 included in the Company s annual report on Form 10-K/A Amendment No. 2 for the year ended December 27, 2003 filed with the Securities and Exchange Commission.

Note 2 Significant Accounting Policies

The Company s significant accounting policies are disclosed in the Company s Annual Report on Form 10-K/A for the year ended December 27, 2003 filed with the Securities and Exchange Commission. The Company s significant accounting policies have not materially changed during the three months ended March 27, 2004.

Note 3 Inventories

Inventories are stated at the lower of cost (principally standard cost which approximates actual cost on a first-in, first-out basis) or market value. Reserves for potentially excess and obsolete inventory are made based on inventory levels and future sales forecasts.

Inventories, net of reserves, consisted of the following (in thousands):

	December 27, 2003	March 27, 2004
Raw materials	$3,128	$3,915
Work-in-progress	4,628	4,829
Finished goods	269	
	$8,025	$8,744

Note 4 Warranty

The Company offers warranties on certain products and records a liability for the estimated future costs associated with customer claims, which is based upon historical experience and the Company s estimate of the level of future costs. Warranty costs are reflected in the income statement as a cost of revenues. A

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FORMFACTOR, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

reconciliation of the changes in the Company s warranty liability for the three months ended March 27, 2004 follows (in thousands):

	Three Months Ended	
	March 29, 2003	March 27, 2004
Beginning balance	$ 679	$ 446
Reserve for warranties issued during the period	197	196
Settlements made during the period	(340)	(196)
Ending balance	$ 536	$ 446

Management believes that the accrual balance at March 27, 2004 is adequate to cover estimated future costs associated with warranty claims.

Note 5 Stock-Based Compensation

The Company uses the intrinsic value method of Accounting Principles Board Opinion No. 25 (APB No. 25), Accounting for Stock Issued to Employees, in accounting for its employee stock options, and presents disclosure of the pro forma information required under SFAS No. 123 (SFAS No. 123), Accounting for Stock-Based Compensation as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure. The Company uses the Black-Scholes option pricing model to compute its pro forma option expense.

Had compensation cost for the Company s stock option grants to employees been determined based on the fair values of the stock option at the date of grant consistent with the provisions of SFAS No. 123, the Company s net income and net income (loss) available to common stockholders per share would have been changed to the pro-forma amounts as follows:

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
	(In thousands, except per share amounts)	
Reported net income (See Note 10)	$ 423	$ 5,103
Add: Stock-based employee compensation expense included in reported net income available to common stockholders, net of tax	600	531
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of tax	(1,136)	(2,317)
Pro forma net income (loss)	$ (113)	$ 3,317
Net income (loss) available to common stockholders per share:		
Basic:		
As reported	$ (0.20)	$ 0.14
Pro forma	$ (0.32)	$ 0.09
Diluted:		
As reported	$ (0.20)	$ 0.13

Pro forma	$ (0.32)	$ 0.08

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FORMFACTOR, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The Company has adopted the disclosure only provisions of SFAS No. 123. Prior to the Company s initial public offering, the Company calculated the fair value of each option on the date of grant using the minimum value method as prescribed by SFAS No. 123. Therefore, the pro forma net income (loss) and pro forma net income per share may not be representative for future periods. The weighted-average assumptions used are as follows:

	Stock Options Three Months Ended		ESPP Three Months Ended
	March 29, 2003	March 27, 2004	March 27, 2004
Dividend yield			
Risk-free interest rate	3.03%	2.86%	0.89%
Expected life (in years)	5	5	0.5
Expected volatility	67%	67%	67%

The weighted-average per share grant date fair value of options granted during the three months ended March 29, 2003 and March 27, 2004 was $5.80 and $6.63, respectively. The weighted-average per share estimated fair value of purchase rights granted under the 2002 Employee Stock Purchase Plan was $7.18 for the three months ended March 27, 2004.

Note 6 Net Income (Loss) per Share

Basic net income (loss) available to common stockholders per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. The net income (loss) available to common stockholders is calculated by deducting the cumulative preferred stock dividends, if any, and dividends allocable to participating preferred stockholders, if any, from net income (loss) to determine the net income (loss) available to common stockholders.

Diluted net income (loss) available to common stockholders per share is computed giving effect to all potential dilutive common stock, including options, warrants, common stock subject to repurchase using the treasury stock method and all convertible securities using the if-converted method to the extent the effect is dilutive.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net income (loss) available to common stockholders per share follows:

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
	(In thousands)	
Basic net income (loss) per share (see Note 10)		
Numerator:		
Net income (loss) available to common stockholders	$ (895)	$ 5,103
Denominator:		
Weighted-average common stock outstanding	4,684	37,232
Less weighted-average shares subject to repurchase	(180)	(149)

Weighted-average shares used in computing basic net income (loss) per share	4,504	37,083
Dilutive net income (loss) per share		
Numerator:		
Net income (loss) available to common stockholders	$ (895)	$ 5,103
Denominator:		
Weighted-average shares used in computing basic net income (loss) per share	4,504	37,083
Add stock options, warrants and common stock subject to repurchase		3,148
Weighted-average shares used in computing diluted net income (loss) per share	4,504	40,231

FORMFACTOR, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The following options to purchase common stock, warrants and convertible preferred stock were excluded from the computation of diluted net income (loss) per share as they had an antidilutive effect:

	March 29, 2003	March 27, 2004
	(In thousands)	
Options to purchase common stock	5,675	1,112
Warrants	119	

Note 7 Commitments and Contingencies

Legal Proceedings

From time to time, the Company may be subject to legal proceedings and claims in the ordinary course of business. As of the date of filing this quarterly report, the Company was not involved in any material legal proceedings, other than as set forth below.

On February 24, 2004, the Company filed in the Seoul Southern District Court, located in Seoul, South Korea, two separate complaints against Phicom Corporation, a Korean corporation, alleging infringement of a total of four Korean patents issued to the Company. One Complaint alleges that Phicom is infringing the Company s Korean Patent Nos. 252,457, entitled Method of Fabricating Interconnections Using Cantilever Elements and Sacrificial Substrates, and 324,064, entitled Contact Tip Structures for Microelectronic Interconnection Elements and Methods of Making Same. The other Complaint alleges Phicom is infringing the Company s Korean Patent Nos. 278,342, entitled Method of Altering the Orientation of Probe Elements in a Probe Card Assembly, and 399,210, entitled Probe Card Assembly. Both of the Complaints seek injunctive relief. The court actions are a part of the Company s ongoing efforts to protect the intellectual property embodied in its proprietary technology, including its MicroSpring interconnect technology. The Company has been advised that in March 2004, Phicom filed in the Korean Intellectual Property Office invalidity actions challenging the validity of each of the Company s four patents at issue. The Company could incur material expenses in these litigations.

Indemnification Obligations

The Company from time to time in the ordinary course of its business enters into contractual arrangements with third parties that include indemnification obligations. Under these contractual arrangements, the Company has agreed to defend, indemnify and hold the third party harmless from and against certain losses. These arrangements may limit the time within which an indemnification claim can be made, the type of the claim and the total amount that the Company can be required to pay in connection with the indemnification obligation. In addition, the Company has entered into indemnification agreements with its directors and officers, and the Company s bylaws contain indemnification obligations in favor of the Company s directors, officers and agents. It is not possible to determine or reasonably estimate the maximum potential amount of future payments under these indemnification obligations due to the varying terms of such obligations, the history of prior indemnification claims and the unique facts and circumstances involved in each particular contractual arrangement and in each potential future claim for indemnification. The Company has not had any requests for indemnification under these arrangements. The Company has not recorded any liabilities for these indemnification arrangements on the Company s condensed consolidated balance sheet as of March 27, 2004.

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FORMFACTOR, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Note 8 Stockholders Equity

Comprehensive Income (Loss)

Comprehensive income (loss) includes foreign currency translation adjustments and unrealized gains (losses) on marketable securities, the impact of which has been excluded from net income and reflected as components of equity.

Components of accumulated other comprehensive income were as follows:

	Three Months Ended	
	March 29, 2003	March 27, 2004
	As restated	As restated
	(In thousands)	
Net income	$423	$5,103
Change in unrealized gain on marketable securities	47	92
Foreign currency translation adjustments	(51)	(20)
Comprehensive income	$419	$5,175

Components of accumulated comprehensive income (loss) were as follows:

	December 27, 2003	March 27, 2004
	(In thousands)	
Unrealized gain on marketable securities	$ 47	$139
Cumulative translation adjustments	(51)	(71)
Accumulated other comprehensive income (loss)	$ (4)	$ 68

Note 9 Derivative Financial Instruments

The Company purchases forward exchange contracts to hedge certain existing foreign currency denominated accounts receivable. These hedges do not qualify for hedge accounting treatment per the provisions of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities. The Company recognizes gains or losses from the fluctuation in foreign exchange rates and the valuation of these hedge contracts in other expense. The Company does not use derivative financial instruments for trading or speculative purposes.

As of March 27, 2004, the Company had six forward exchange contracts outstanding, allowing the Company to sell 1.4 billion Yen for $12.7 million with contract rates ranging from 106.21 Yen to 112.06 Yen per U.S. dollar. These contracts are due between April and July 2004.

Note 10 Restatement of Financial Statements

The Company is restating its financial results for the three month period ended March 29, 2003 to reflect an adjustment to its calculation of basic and diluted net income (loss) available to common stockholders per share.

The restatement does not affect the Company s reported net income, or its balance sheet or cash flow statements for any period.

The Company did not previously reflect the impact of cumulative dividend rights and participating dividend rights of its redeemable convertible preferred stock in its calculation for either basic or diluted net income (loss) available to common stockholders per share and has adjusted its calculations according to SFAS No. 128 Earnings Per Share and EITF Topic No. D-95, Effect of Participating Convertible Securities on the Computation of Basic Earnings per Share .

The adjustment relates to cumulative dividend rights of the Company s redeemable, convertible preferred stock Series B G and participating dividend rights of the Company s redeemable, convertible preferred stock Series A G, which were issued in years prior to the Company s initial public offering in June 2003. Such dividend rights impact the calculation of basic and diluted net income (loss) available to common stockholders per share regardless of whether a dividend was declared or paid. The contractual cumulative dividend rights and the participating dividend rights need to be considered in the calculation of basic net income (loss) available to common stockholders per share. For the calculation of diluted net income (loss) available to common stockholders per share, the convertible securities are included using the if-converted method to the extent the effect is dilutive. In conjunction with this restatement, the Company has also revised its pro forma net income (loss) calculation and the related per share amount disclosures under SFAS No. 123 Accounting for Stock-based Compensation to reflect changes to the net income (loss) available to common stockholders and to correct the amounts presented for the stock-based compensation pro forma adjustments for all periods (the net effect of the change in the pro forma adjustments was to decrease the pro forma net income for the three months ended March 29, 2003 and March 27, 2004, by $728,000 and $1,378,000 respectively).

	Three Months Ended	
	March 29, 2003	**March 29, 2003**
	As reported(1)	**As restated**
Net income	$ 423	$ 423
Preferred stock dividend		(1,318)
Net income available to common stockholders	$ 423	$ (895)
Net income (loss) available to common stockholders per share:		
Basic	$ 0.09	$ (0.20)
Diluted	$ 0.01	$ (0.20)
Weighted-average number of shares used in per share calculations		
Basic	4,539	4,504
Diluted	29,070	4,504

1) Amounts were previously restated in Amendment 1 to the Company s Form 10-Q filed on July 20, 2004 to reflect adjustments to the amortization schedule of deferred stock-based compensation and the related income taxes for the three months ended March 29, 2003 resulting in a decrease in net income of $276,000 and $0.01 to diluted earnings per share.

Note 11 Recent Accounting Pronouncements

In December 2003, the FASB issued a revised FASB Interpretation No. 46 (FIN 46R), Consolidation of Variable Interest Entities, an interpretation of ARB No. 51. The FASB published the revision to clarify and amend some of the original provisions of FIN 46, which was issued in January 2003, and to exempt certain entities from its requirements. A variable interest entity (VIE) refers to an entity subject to consolidation according to the provisions of this Interpretation. FIN 46R applies to entities whose equity investment at risk is insufficient to finance that entity s activities without receiving additional subordinated financial support provided by any parties, including equity holders, or where the equity investors (if any) do not have a controlling financial interest. FIN 46R provides that if an entity is the primary beneficiary of a VIE, the assets, liabilities, and results of operations of the VIE should be consolidated in the entity s financial statements. In addition, FIN 46R requires that both the primary beneficiary and all other enterprises with a significant variable interest in a VIE provide additional disclosures. The provisions of FIN 46R are effective for the Company s fiscal 2004 first quarter. The adoption of FIN46R did not have a material impact on the Company s financial position or on its results of operations.

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Item 4. ***Controls and Procedures***
Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, FormFactor s management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by this quarterly report on Form 10-Q, of the effectiveness of FormFactor s disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer initially concluded that as of March 27, 2004, FormFactor s disclosure controls and procedures were effective for ensuring that information required to be disclosed in the reports that FormFactor files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

In the light of two restatements of previously issued financial statements, as described below, FormFactor s management, including its Chief Executive Officer, its Chief Financial Officer and its newly appointed President, as well as its Audit Committee, have concluded that a material weakness in internal control over financial reporting exists. Because of the importance of internal control over financial reporting to the effectiveness of a company s disclosure controls and procedures, FormFactor s management has concluded that its disclosure controls and procedures are not currently effective. To address the deficiency, FormFactor has taken and expects to take the steps described below.

Internal Control over Financial Reporting

Pursuant to the Public Company Accounting Oversight Board s Auditing Standard No. 2, *An Audit of Internal Control Over Financial Reporting Performed in Conjunction With an Audit of Financial Statements*, effective June 17, 2004, a restatement is by definition a significant deficiency in a company s internal control over financial reporting and is a strong indicator that a material weakness in internal control over financial reporting exists. Amendment No. 1 to FormFactor s Annual Report on Form 10-K restated its financial results for fiscal years 2001, 2002 and 2003 to reflect a change in the amortization schedule of deferred stock based compensation recorded in connection with its June 2003 initial public offering and to reflect a portion of its stock-based compensation amortization in cost of revenues. Amendment No. 2 to FormFactor s Annual Report on Form 10-K presents net income (loss) available to common stockholders and restates its basic and diluted net income (loss) available to common stockholders per share for fiscal years 1999 through 2003 and its pro forma net income (loss) calculation and the related per share amount disclosures under SFAS No. 123 Accounting for Stock-based Compensation , but does not affect FormFactor s reported net income, or its balance sheet or cash flow statements for any period.

Under applicable rules, management may not conclude that a company s internal control over financial reporting is effective if a material weakness exists. Given the nature of the two restatements, FormFactor believes that the material weakness relates to insufficient personnel resources and technical accounting expertise within its accounting function. FormFactor believes that it has already taken substantial steps toward remediation of this material weakness and is taking additional steps to cure the weakness. Prior to discovering the error giving rise to the second restatement, FormFactor had hired an internal audit director, a new tax director and an additional accounting manager. Since the promotion of Mr. Jens Meyerhoff from Chief Financial Officer to Chief Operating Officer in April of 2004, FormFactor has actively sought and continues to seek to hire a new Chief Financial Officer and to hire additional personnel in its accounting department in a challenging job market for such skills. FormFactor believes that these steps should adequately address the identified material weakness in control over financial reporting.

Section 404 Assessment

Section 404 of the Sarbanes-Oxley Act requires management s annual review and evaluation of our internal controls, and an attestation of the effectiveness of these controls by our independent registered public accountants beginning with our Form 10-K for the fiscal year ending on December 25, 2004. We are dedicating significant resources, including management time and effort, and incurring substantial costs in connection with our ongoing Section 404 assessment. We are currently documenting and testing our internal controls and considering whether any improvements are necessary for maintaining an effective control environment at our company. The evaluation of our internal controls is being conducted under the direction of our senior management in consultation with independent third party consulting firms. In addition, our management is regularly discussing the results of our testing and any proposed improvements to our control environment with our Audit Committee. We expect to assess our controls and procedures on a regular basis. We will continue to work to improve our controls and procedures, and to educate and train our employees on our existing controls and procedures in connection with our efforts to maintain an effective controls infrastructure at our company. Despite the mobilization of significant resources for our Section 404 assessment, we, however, cannot provide any assurance that we will timely complete the evaluation of our internal controls or that, even if we do complete the evaluation of our internal controls, we do so in time to permit our independent registered public accountants to test our controls and timely complete their attestation procedures of our controls in a manner that will allow us to comply with applicable SEC rules and regulations by the filing deadline for our Form 10-K for fiscal year 2004.

Limitations on Effectiveness of Controls

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. The design of any control system is based, in part, upon the benefits of the control system relative to its costs. Control systems can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. In addition, over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

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Item 6. *Exhibits*

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference Form	Date	Number	Filed Herewith
31.01	Certification of Chief Executive Officer pursuant to 15U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.02	Certification of Chief Financial Officer pursuant to 15U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.01*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X

* This exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

SIGNATURE

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 thereunto duly authorized.

FORMFACTOR, INC.

By: /s/ JENS MEYERHOFF

Jens Meyerhoff
Chief Operating Officer and
Chief Financial Officer
(Principal Financial Officer and
Duly Authorized Officer)

November 30, 2004

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