

ULTRA CLEAN HOLDINGS INC  
Form 10-K/A  
March 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A**  
**Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 28, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-50646

**Ultra Clean Holdings, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**61-1430858**  
(IRS Employer  
Identification No.)

**26462 Corporate Avenue**

**Hayward, California**  
(Address of principal executive offices)

**94545**  
(Zip Code)

**Registrant's telephone number, including area code:**

**(510) 576-4400**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
<b>Common Stock, \$0.001 par value</b>	<b>The NASDAQ Global Market LLC</b>

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting stock held by non-affiliates of the Registrant, based on the closing sale price of the Registrant's common stock on June 29, 2012 as reported on the NASDAQ Global Market, was approximately \$150.5 million. Shares of common stock held by each executive officer and director and by each person who may be deemed to be an affiliate of the Registrant have been excluded from this computation. The determination of affiliate status for this purpose is not necessarily a conclusive determination for other purposes.

Number of shares of the registrant's common stock outstanding as of February 28, 2013: 28,155,408

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement to be delivered to stockholders in connection with the 2012 annual meeting of stockholders are incorporated by reference in Part III of this Form 10-K where indicated. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 28, 2012.

**Explanatory Note**

Ultra Clean Holdings, Inc. is filing this Amendment No. 1 (the Amendment ) on Form 10-K/A to amend its Annual Report on Form 10-K for the fiscal year ended December 28, 2012 (the Report ) that was filed with the Securities and Exchange Commission on March 13, 2013, for the purpose of furnishing Exhibit 101 Interactive Data File (XBRL Exhibit), which was not included with the original filing.

This Amendment does not reflect any subsequent events occurring after the original filing date of the Report and does not modify or update in any way disclosures made in the Report except to furnish the exhibit described above that should have been attached to the original filing.

**Part IV**

**Item 15. Exhibits, Financial Statement Schedules**

1. Financial Statements Schedules (see Part II, Item 8 of this Annual Report on Form 10-K).
2. Exhibits: the exhibits listed in the accompanying index are filed or incorporated by reference as part of this Annual Report on Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Ultra Clean Holdings, Inc.

By: /s/ CLARENCE L. GRANGER  
**Clarence L. Granger**  
**Chairman & Chief Executive Officer**

Date: March 14, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment to Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CLARENCE L. GRANGER <b>Clarence L. Granger</b>	Chairman & Chief Executive Officer (Principal Executive Officer) and Director	March 14, 2013
/s/ KEVIN C. EICHLER <b>Kevin C. Eichler</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 14, 2013
*	Director	March 14, 2013
<b>Leonid Mezhvinsky</b>		
*	Director	March 14, 2013
<b>John Chenault</b>		
*	Director	March 14, 2013
<b>Susan H. Billat</b>		
*	Director	March 14, 2013
<b>David T. IbnAle</b>		
*By: /s/ CLARENCE L. GRANGER <b>Clarence L. Granger</b> <b>Attorney-in-fact</b>		

**INDEX TO EXHIBITS**

- 2.1 Agreement and Plan of Merger dated as of October 30, 2002, among Ultra Clean Holdings, Inc., Ultra Clean Technology Systems and Service, Inc., Mitsubishi Corporation, Mitsubishi International Corporation and Clean Merger Company(a)
- 2.2 Agreement and Plan of Merger and Reorganization dated as of June 29, 2006 by and among Sieger Engineering, Inc., Leonid Mezhvinsky, Ultra Clean Holdings, Inc., Bob Acquisition Inc., Pete Acquisition LLC, Leonid and Inna Mezhvinsky as trustees of the Revocable Trust Agreement of Leonid Mezhvinsky and Inna Mezhvinsky dated April 26, Joe and Jenny Chen as trustees of the Joe Chen and Jenny Chen Revocable Trust dated 2002, Victor Mezhvinsky, Victor Mezhvinsky as trustee of the Joshua Mezhvinsky 2004 Irrevocable Trust under Agreement dated June 4, 2004, David Hongyu Wu and Winnie Wei Zhen Wu as trustees of the Chen Minors Irrevocable Trust, Frank Moreman and Leonid Mezhvinsky as Sellers Agent(g)
- 2.3 Agreement and Plan of Merger, dated as of May 18, 2012, among American Integration Technologies, LLC, AIT Holding Company LLC, Ultra Clean Holdings, Inc. and Element Merger Subsidiary, LLC(r)
- 3.1 Amended and Restated Certificate of Incorporation of Ultra Clean Holdings, Inc.(b)
- 3.2 Amended and Restated Bylaws of Ultra Clean Holdings, Inc.(i)
- 4.1 Amended and Restated Registration Rights Agreement dated as of June 29, 2006 among Ultra Clean, FP-Ultra Clean L.L.C. and the Sieger Shareholders(g)
- 4.2 Lock-Up and Standstill Agreement, dated July 3, 2012, among Ultra Clean Holdings, Inc., AIT Holding Company LLC, HLHZ AIT Holdings, L.L.C. and Houlihan Lokey, Inc.(s)
- 4.3 Registration Rights Agreement, dated July 3, 2012, among Ultra Clean Holdings, Inc. and AIT Holding Company LLC(s)
- 4.4 Specimen Stock Certificate(c)
- 10.1 Amended and Restated 2003 Stock Incentive Plan (Amended as of June 10, 2010)(d)
- 10.2 Form of Stock Option Agreement(c)
- 10.3 Credit Agreement, dated as of July 3, 2012, among Ultra Clean Holdings, Inc., Ultra Clean Technology Systems and Service, Inc., American Integration Technologies LLC, Ultra Clean Asia Pacific Pte. Ltd., the several lenders from time to time party thereto, Silicon Valley Bank and U.S. Bank National Association(t)
- 10.4 Guarantee and Collateral Agreement in favor of Silicon Valley Bank, dated as of July 3, 2012, made by Ultra Clean Holdings, Inc., Ultra Clean Technology Systems and Service, Inc.,  
  
American Integration Technologies LLC, Ultra Clean Asia Pacific Pte. Ltd., UCT Sieger Engineering LLC, Integrated Flow Systems LLC and the other Grantors referred to therein and from time to time party thereto(t)
- 10.5 Amendment and Waiver Agreement, dated as of February 15, 2013, among the Company, certain of the Company's subsidiaries, Silicon Valley Bank and the several other banks and financial institutions or entities party thereto(u)
- 10.6 Employee Stock Purchase Plan (Restated as of October 21, 2004)(e)
- 10.7 Form of Indemnification Agreement between Ultra Clean Holdings, Inc. and each of its directors and executive officers(b)
- 10.8 Form of Award Agreement(c)
- 10.9 Severance Policy for Executive Officers (revised)(l)
- 10.10 Form of Restricted Stock Unit Award Agreement(j)
- 10.11 Separation Agreement dated as of December 31, 2007 between the Company and Leonid Mezhvinsky(k)
- 10.12 Change of Control Severance Agreement dated as of July 28, 2008 by and between Ultra Clean Holdings, Inc. and Clarence L. Granger(l)
- 10.13 Change of control Severance Agreement dated as of July 21, 2009 by and between Ultra Clean Holdings, Inc. and Kevin C. Eichler(m)
- 10.14 Separation and Release Agreement between Ultra Clean Holdings, Inc. and David Savage(o)
- 10.15 Offer Letter between the Company and Gino Addiego dated February 17, 2011(p)

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10.16 Change of Control Severance Agreement dated as of March 1, 2011, by and between Ultra Clean Holdings, Inc. and Gino Addiego(q)



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21.1	Subsidiaries of Ultra Clean Holdings, Inc.(h)
23.1	Consent of Independent Registered Public Accounting Firm(h)
24.1	Power of Attorney (included on signature page to initial 10-K filing)
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XB RL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

- (a) Filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-11904), filed January 14, 2004.
- (b) Filed as an exhibit to Amendment No. 2 to the Registrant's Registration Statement on Form S-1/A (File No. 333-11904), filed March 2, 2004.
- (c) Filed as an exhibit to Amendment No. 3 to the Registrant's Registration Statement on Form S-1/A (File No. 333-11904), filed March 8, 2004.
- (d) Filed as an exhibit to the Registrant's Registration Statement on Form S-8 (File No. 333-167530), filed June 15, 2010.
- (e) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the three months ended September 30, 2004.
- (f) Not used.
- (g) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed July 6, 2006.
- (h) Previously filed with Ultra Clean Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 28, 2012, as filed with the Securities and Exchange Commission on March 13, 2013.
- (i) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed August 3, 2009.
- (j) Filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 28, 2007.
- (k) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the three months ended March 28, 2008.
- (l) Filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2009.
- (m) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the three months ended October 2, 2009.
- (n) Not used.
- (o) Filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010.
- (p) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed March 7, 2011.
- (q) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the three months ended March 30, 2012.
- (r) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed May 23, 2012.
- (s) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the three months ended June 29, 2012.
- (t) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed July 10, 2012.
- (u) Filed as an exhibit to the Registrant's Current Report on Form 8-K, filed March 22, 2012.

Denotes management contract or compensatory plan.

\* Filed herewith

\*\* Furnished herewith