

ULTRA CLEAN HOLDINGS INC  
Form 8-K  
January 26, 2009

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): January 26, 2009

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):

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

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Conditions

On January 26, 2009, Ultra Clean Holdings, Inc. issued a press release updating guidance regarding its expected financial results for the fourth quarter ended January 2, 2009. A copy of the press release is included as an exhibit to and incorporated by reference in this Current Report on Form 8-K.

This Current Report on Form 8-K is furnished pursuant to Item 2.02 of Form 8-K and is not intended to be incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 unless expressly incorporated by reference in such filings.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1: Press Release issued by Ultra Clean Holdings, Inc. dated January 26, 2009.

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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: January 26, 2009

By: /s/ Jack Sexton  
Name: Jack Sexton  
Title: Vice President and  
Chief Financial Officer