

ULTRA CLEAN HOLDINGS INC
Form SC 13G/A
January 31, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN THE STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)*

Ultra Clean Holdings Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

90385V107
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed: (1)

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.

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).

(1) This amendment is being filed pursuant to SEC Rule 13d-2, and is intended to satisfy subsections (b) and (d) thereunder.

(1)

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)	
	AIT Holding Company LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/> (1)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	SOLE VOTING POWER	
	5	
	0	
NUMBER OF	SHARED VOTING POWER	
SHARES	6	
BENEFICIALLY	2,968,244 (1)	
OWNED BY	SOLE DISPOSITIVE POWER	
EACH	7	
REPORTING	0	
PERSON WITH	SHARED DISPOSITIVE POWER	
	8	
	2,968,244 (1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,968,244 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES <input type="checkbox"/>	
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	10.4% (2)	
12	TYPE OF REPORTING PERSON	
	OO	

(1) This schedule is being filed by AIT Holding Company LLC ("AIT") and HLHZ AIT Holding, L.L.C. ("HLHZ AIT" and, together with AIT, the "Reporting Persons"). AIT beneficially owns directly 2,968,244 shares (the "Shares") of common stock, \$0.001 par value of Ultra Clean Holdings, Inc. ("Ultra Clean"). HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares. Eugene W. Bernosky, Gary F. Imdieke, Joseph A. Julian, Michael H. Mallinen, David A. Preiser, David R. Salemi and Leonard M. Tannenbaum are the Managers of AIT Holding Company LLC and share voting and dispositive power over the Shares held by AIT Holding Company LLC, and each disclaims beneficial ownership of the shares identified in this footnote except to the extent of his respective proportionate pecuniary interest in such shares. The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

AIT and HLHZ AIT are subject to a Lock-Up and Standstill Agreement, whereby AIT and HLHZ AIT agree that for a period of twenty-seven (27) months following the closing of the Agreement and Plan of Merger entered into May 18, 2012, between Element Merger Subsidiary, LLC, AIT Holding Company LLC, AIT, and UCTT, that they will not, without UCTT's prior written consent, engage in certain activities with respect to securities of UCTT or its subsidiaries. For additional information, see the "Selling Stockholder" section of the prospectus dated June 24, 2013,

filed by UCTT with the SEC on June 25, 2013 (Reg. No. 333-184941).

(2) This percentage is calculated based upon 28,583,595 shares of Ultra Clean's common stock outstanding as of October 29, 2013 as reported in the latest Quarterly Report on Form 10-Q filed by Ultra Clean.

(2)

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)	
	HLHZ AIT Holdings, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/> (1)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
	SOLE VOTING POWER	
	5	
	0	
NUMBER OF	SHARED VOTING POWER	
SHARES	6	
BENEFICIALLY	2,968,244 (1)	
OWNED BY	SOLE DISPOSITIVE POWER	
EACH	7	
REPORTING	0	
PERSON WITH	SHARED DISPOSITIVE POWER	
	8	
	2,968,244 (1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	
	2,968,244 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES <input type="checkbox"/>	
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	10.4% (2)	
12	TYPE OF REPORTING PERSON	
	OO	

(1) This schedule is being filed by the Reporting Persons. AIT beneficially owns directly the Shares. HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares. Eugene W. Bernosky, Gary F. Imdieke, Joseph A. Julian, Michael H. Mallinen, David A. Preiser, David R. Salemi and Leonard M. Tannenbaum are the Managers of AIT Holding Company LLC and share voting and dispositive power over the Shares held by AIT Holding Company LLC, and each disclaims beneficial ownership of the shares identified in this footnote except to the extent of his respective proportionate pecuniary interest in such shares. The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

AIT and HLHZ AIT are subject to a Lock-Up and Standstill Agreement, whereby AIT and HLHZ AIT agree that for a period of twenty-seven (27) months following the closing of the Agreement and Plan of Merger entered into May 18, 2012, between Element Merger Subsidiary, LLC, AIT Holding Company LLC, AIT, and UCTT, that they will not, without UCTT's prior written consent, engage in certain activities with respect to securities of UCTT or its

subsidiaries. For additional information, see the "Selling Stockholder" section of the prospectus dated June 24, 2013, filed by UCTT with the SEC on June 25, 2013 (Reg. No. 333-184941).

(2) This percentage is calculated based upon 28,583,595 shares of Ultra Clean's common stock outstanding as of October 29, 2013 as reported in the latest Quarterly Report on Form 10-Q filed by Ultra Clean.

(3)

- Item 1.(a) Name of Issuer:
Ultra Clean Holdings LLC
- Item 1.(b) Address of Issuer's Principal Executive Offices:
26462 Corporate Avenue, Hayward, California 94545
- Item 2.(a) Name of Person(s) Filing:
AIT Holding Company LLC
HLHZ AIT Holdings, L.L.C.
- Item 2.(b) Address of Principal Business Office or, if None, Residence
AIT Holding Company LLC, 245 Park Avenue, 20th Floor, New York, NY 10167
HLHZ AIT Holdings, L.L.C., 245 Park Avenue, 20th Floor, New York, NY 10167
- Item 2.(c) Citizenship:
AIT Holding Company LLC - Delaware
HLHZ AIT Holdings, L.L.C. - California
- Item 2.(d) Title of Class of Securities:
Common Stock, \$0.001 par value
- Item 2.(e) CUSIP Number:
90385V107
- Item 3. Not applicable.
- Item 4. Ownership.
- | | |
|-------|--|
| (a) | Amount beneficially owned: |
| | 2,968,244 (1) |
| (b) | Percent of class: |
| | 10.4% (2) |
| (c) | Number of shares to which such person has: |
| (i) | Sole power to vote or direct the vote: 0 |
| (ii) | Shared power to vote or direct the vote: 2,968,244 (1) |
| (iii) | Sole power to dispose or to direct the disposition of: 0 |
| (iv) | Shared power to dispose of or direct the disposition of: 2,968,244 (1) |

(1) This schedule is being filed by AIT Holding Company LLC ("AIT") and HLHZ AIT Holding, L.L.C. ("HLHZ AIT" and, together with AIT, the "Reporting Persons"). AIT beneficially owns directly 2,968,244 shares (the "Shares") of common stock, \$0.001 par value of Ultra Clean Holdings, Inc. ("Ultra Clean"). HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares. Eugene W. Bernosky, Gary F. Imdieke, Joseph A. Julian, Michael H. Mallinen, David A. Preiser, David R. Salemi and Leonard M. Tannenbaum are the Managers of AIT Holding Company LLC and share voting and dispositive power over the Shares held by AIT Holding Company LLC, and each disclaims beneficial ownership of the shares identified in this footnote except to the extent of his respective proportionate pecuniary interest in such shares. The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

AIT and HLHZ AIT are subject to a Lock-Up and Standstill Agreement, whereby AIT and HLHZ AIT agree that for a period of twenty-seven (27) months following the closing of the Agreement and Plan of Merger entered into May 18, 2012, between Element Merger Subsidiary, LLC, AIT Holding Company LLC, AIT, and UCTT, that they will not, without UCTT's prior written consent, engage in certain activities with respect to securities of UCTT or its subsidiaries. For additional information, see the "Selling Stockholder" section of the prospectus dated June 24, 2013, filed by UCTT with the SEC on June 25, 2013 (Reg. No. 333-184941).

(2) This percentage is calculated based upon 28,583,595 shares of Ultra Clean's common stock outstanding as of October 29, 2013 as reported in the latest Quarterly Report on Form 10-Q filed by Ultra Clean.

(4)

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of a Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(5)

SIGNATURE

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.

Dated: January 31, 2014

By: /s/ Joseph Julian
Chairman of the Board of Managers of
AIT Holding Company LLC

By: /s/ David Preiser
Manager of HLHZ AIT Holdings, L.L.C.

(6)