

ULTRA CLEAN HOLDINGS INC  
Form 8-K  
February 12, 2007

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**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): February 9, 2007

**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.)

150 INDEPENDENCE DRIVE,  
MENLO PARK, CA  
(Address of Principal Executive Offices)

94025  
(Zip Code)

Registrant's telephone number, including area code(650) 323-4100

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)
  - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - 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))
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**Item 5.02 Departures of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On Friday, February 9, 2007, Dipanjan Deb resigned from the board of directors (the "Board") of Ultra Clean Holdings, Inc. ("Ultra Clean").

As previously announced following the acquisition by Ultra Clean of Sieger Engineering, Inc. ("Sieger") on June 29, 2006, and pursuant to the Amended and Restated Stockholders' Agreement among Ultra Clean, FP-Ultra Clean, L.L.C. and the shareholders of Sieger, Leonid Mezhvinsky was nominated and elected to the Board effective Monday, February 12, 2007.

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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: February 12, 2007

By: /s/ Jack Sexton

Name: Jack Sexton

Title: Vice President and Chief Financial Officer

(D) or Indirect (I)

(Instr. 4) 7. Nature of Indirect Beneficial Ownership

(Instr. 4) Code V Amount (A) or (D) Price Common Stock, \$.001 par value 242,500 (1) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Director Stock Option (right to buy)	\$ 4.31					12/22/2006 12/22/2014	Common Stock, \$.001 par value	15,029
	\$ 5.01					04/26/2006 04/26/2016		15,000

Director Stock Option (right to buy)								Common Stock	
Director Stock Option (right to buy)	\$ 6.49				12/13/2009	12/13/2016		Common Stock	15,000
Director Stock Option (right to buy)	\$ 4.85				<u>(2)</u>	06/18/2017		Common Stock	15,000
Stock Option (right to buy)	\$ 2.73				<u>(3)</u>	12/12/2017		Common Stock	20,000
Stock Option (right to buy)	\$ 0.7				<u>(4)</u>	05/13/2019		Common Stock	15,000
Warrants to Purchase common stock	\$ 4.02				12/09/2009	12/09/2014		Common Stock	87,500
Stock Option (right to buy)	\$ 2.85				<u>(5)</u>	12/31/2019		Common Stock, \$.001 par value	7,500
Stock Option (right to buy)	\$ 5.09				03/31/2011	03/31/2020		Common Stock, \$.001 par value	15,000
Stock Option (right to buy)	\$ 4.77	12/31/2010		A	30,000	<u>(6)</u>	12/31/2020	Common Stock	30,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CANNON JAMES ANTHONY  
BBDO  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NY 10019

X

## Signatures

/s/ James A.  
Cannon

01/03/2011

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes grants of restricted stock with restrictions that lapsed as to 3,750 shares on December 31, 2010 and restrictions that will lapse as to 15,000 shares on March 31, 2011 and as to 3,750 shares on December 31, 2011.
  - (2) 5,000 shares vest on each of 6/18/08, 6/18/09 and 6/18/10.
  - (3) 6,667 shares vest on each of 12/12/08 and 12/12/09; 6,666 shares vest on 12/12/10.
  - (4) 5,000 shares vest on each of 12/31/09, 6/30/2010 and 12/31/2010.
  - (5) 3,750 shares vest on each of 12/31/2010 and 12/31/2011.
  - (6) 10,000 shares vest on each of 12/31/2011, 12/31/2012 and 12/31/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.