

KHANDROS IGOR Y
Form SC 13G/A
February 13, 2009

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

SCHEDULE 13G

(Rule 13d-102)

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

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

FORMFACTOR, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

346375 10 8

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

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

- ☐ 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.

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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).

CUSIP No. 346375 10 8

1. Names of Reporting Persons
I.R.S. Identification No. of Above Persons (Entities Only)

IGOR Y. KHANDROS

2. Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,792,497 (1)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,792,497 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,792,497 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐

11. Percent of Class Represented by Amount in Row (9)
5.7% (2)

12. Type of Reporting Person
IN

(1) Represents (a) 2,309,499 shares held by The Khandros Bloch Revocable Trust U/A/D 1/24/97 As Amended 8/18/06 (the K-B Trust) and (b) 482,998 shares issuable upon exercise of Mr. Khandros stock options that are exercisable within 60 days of December 31, 2008. Excludes 240,770 shares subject to stock options granted to Mr. Khandros that are unvested and are not exercisable within 60 days of December 31, 2008.

(2) The percent of class is based on 49,062,308 shares of common stock outstanding as of December 31, 2008.

CUSIP No. 346375 10 8

1. Names of Reporting Persons
I.R.S. Identification No. of Above Persons (Entities Only)

SUSAN BLOCH

2. Check the Appropriate Box if a Member of a Group
(a) ☐ o
(b) ☐ o

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,792,497 (1)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,792,497 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,792,497 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐ o

11. Percent of Class Represented by Amount in Row (9)
5.7% (2)

12. Type of Reporting Person
IN

(1) Represents (a) 2,309,499 shares held by the K-B Trust and (b) 482,998 shares issuable upon exercise of Mr. Khandros' stock options that are exercisable within 60 days of December 31, 2008. Excludes 240,770 shares subject to stock options granted to Mr. Khandros that are unvested and are not exercisable within 60 days of December 31, 2008.

(2) The percent of class is based on 49,062,308 shares of common stock outstanding as of December 31, 2008.

Item 1(a). Name of Issuer:
FormFactor, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
7005 Southfront Road, Livermore, California 94551

Item 2 (a). Name of Person Filing:
Igor Y. Khandros and Susan Bloch, who are husband and wife

Item 2 (b). Address of Principal Business Office or, if none, Residence:
c/o FormFactor, Inc.

7005 Southfront Road

Livermore, California 94551

Item 2 (c). Citizenship:
USA

Item 2 (d). Title of Class of Securities:
Common Stock

Item 2 (e). CUSIP Number:
346375 10 8

Item 3. **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)	<input type="radio"/>	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b)	<input type="radio"/>	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c)	<input type="radio"/>	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d)	<input type="radio"/>	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e)	<input type="radio"/>	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f)	<input type="radio"/>	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g)	<input type="radio"/>	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(h)	<input type="radio"/>	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)	<input type="radio"/>	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j)	<input type="radio"/>	A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
		Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
(k)	<input type="radio"/>	§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned:
 - See Row 9 of the cover page for each reporting person.
- (b) Percent of class:
 - See Row 11 of the cover page for each reporting person.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 - See Row 5 of the cover page for each reporting person.
 - (ii) Shared power to vote or to direct the vote:
 - See Row 6 of the cover page for each reporting person.
 - (iii) Sole power to dispose or to direct the disposition of:
 - See Row 7 of the cover page for each reporting person.
 - (iv) Shared power to dispose or to direct the disposition of:
 - See Row 8 of the cover page for each reporting person.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐ O.

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 on By the Parent Holding Company or Control Person.

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10.
Not Applicable

Certifications.

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.

February 11, 2009
(Date)

/s/ IGOR Y. KHANDROS
IGOR Y. KHANDROS

February 11, 2009
(Date)

/s/ SUSAN BLOCH
SUSAN BLOCH

Exhibit A

Joint Filing Agreement

Each of the undersigned hereby agrees that they are filing the attached statement containing the information required by Schedule 13G jointly under Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended, and that only one such statement needs to be filed with respect to the ownership by each of the undersigned of the securities of FormFactor, Inc.

February 11, 2009

(Date)

/s/ IGOR Y. KHANDROS
IGOR Y. KHANDROS

February 11, 2009

(Date)

/s/ SUSAN BLOCH
SUSAN BLOCH
