

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

ULTRA CLEAN HOLDINGS INC

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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): 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)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - 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 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.

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

Ultra Clean Technology Updates Q4 2008 Guidance

Monday, January 26, 2009 4:30 pm ET

Worsening Industry Conditions Impact Results

HAYWARD, Calif., January 26, 2009 /PRNewswire/ -- Ultra Clean Holdings, Inc. (Nasdaq: [UCTT](#)), today announced that it has revised its previously issued financial outlook for the quarter ending January 2, 2009 to reflect continued deterioration in semiconductor equipment market conditions. The Company's original Q4'08 guidance of revenue between \$47 and \$53 million, and loss per share between (\$0.10) and (\$0.16), has been revised to revenue between \$46 and \$47 million and loss per share between (\$0.20) and (\$0.23), on a GAAP basis, inclusive of estimated amortization of intangibles and SFAS 123(R) charges. These estimates do not include possible year end adjustments such as non-cash goodwill impairment charges and year end tax adjustments. The foregoing are estimates only and subject to review and change in connection with our year end audit.

"Business conditions in the semiconductor equipment sector have continued to deteriorate, as has been reported by many companies. While we see customers taking longer term steps to increase their outsourcing programs in response to this challenging environment, in the short term we are negatively affected by significantly reduced and rescheduled equipment purchases," said Clarence Granger, Chairman and Chief Executive Officer of Ultra Clean. "We have been and are continuing to significantly cut our operating expenses through headcount reductions, factory closures, factory and office shut downs, and employee furlough programs. We continue to take measures to help us maintain a strong balance sheet and healthy cash position."

Ultra Clean will release Q4'08 financial results on Tuesday, February 17, 2009 after markets close. The Company will host a conference call to discuss Q4'08 financial results and management's outlook at 2:00 pm PST on Tuesday, February 17, 2009. The call-in number is 888/561-5097 (domestic) and 706/679-7569 (international). A replay of the conference will be available for fourteen days following the call at 800/642-1687 (domestic) and 706/645-9291 (international). The confirmation number for live broadcast and replay is 82608074 (all callers).

About Ultra Clean Holdings, Inc.

Ultra Clean Holdings, Inc. is a developer and supplier of critical subsystems for the semiconductor capital equipment, flat panel, solar and medical device industries. Ultra Clean offers its customers an integrated outsourced solution for gas delivery systems and other subassemblies, improved design-to-delivery cycle times, component neutral design and manufacturing and component testing capabilities. Ultra Clean's customers are primarily original equipment manufacturers for the semiconductor capital equipment, flat panel, solar and medical device industries. Ultra Clean is headquartered in Hayward, California. Additional information is available at www.uct.com.

Safe Harbor Statement

The foregoing information contains, or may be deemed to contain, "forward- looking statements" (as defined in the U.S. Private Securities Litigation Reform Act of 1995) which reflect our current views with respect to future events and financial performance. We use words such as "anticipates," "believes," "plan," "expect," "future," "intends," "may," "will," "should," "estimates," "predicts," "potential," "continue" and similar expressions to identify these forward-looking statements. Forward looking statements included in the press release include estimates made with respect to our fourth quarter revenue and diluted earnings per share. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, our actual results may differ materially from the results predicted or implied by these forward- looking statements. These risks, uncertainties and other factors include, among others, those identified in "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in our annual report on Form 10-K for the year ended December 28, 2007 and quarterly report on Form 10-Q for the quarter ended September 26, 2008, filed with the Securities and Exchange Commission. Ultra Clean Holdings, Inc. undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information future developments or otherwise.