

Edgar Filing: FORMFACTOR INC - Form SC 13G

FORMFACTOR INC
Form SC 13G
February 13, 2004

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

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

FormFactor, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

346375108

(CUSIP Number)

December 31, 2003

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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Exhibit Index on Page 13

CUSIP No. 346375108

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mohr, Davidow Ventures IV, L.P. ("MDV IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

3,433,557 shares, except that Fourth MDV Partners, L.L.C. ("Fourth MDV Partners"), the general partner of MDV IV, may be deemed to have sole voting power, and Lawrence G. Mohr ("Mohr"), William H. Davidow ("Davidow"), Jonathan D. Feiber ("Feiber"), and Nancy Schoendorf ("Schoendorf"), the members of Fourth MDV Partners, may be deemed to have shared power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

3,433,557 shares, except that Fourth MDV Partners, the general partner of MDV IV, may be deemed to have sole dispositive power, and Mohr, Davidow, Feiber, and Schoendorf, the members of Fourth MDV Partners, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,433,557 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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9.59%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MDV IV Entrepreneurs' Network Fund, L.P.
("MDV IV Entrepreneurs' Network Fund")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

131,487 shares, except that Fourth MDV Partners, L.L.C. ("Fourth MDV Partners"), the general partner of MDV IV Entrepreneurs' Network Fund, may be deemed to have sole voting power, and Lawrence G. Mohr ("Mohr"), William H. Davidow ("Davidow"), Jonathan D. Feiber ("Feiber"), and Nancy Schoendorf ("Schoendorf"), the members of Fourth MDV Partners, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY

See response to row 5.

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

131,487 shares, except that Fourth MDV Partners, the general partner of MDV IV Entrepreneurs' Network Fund, may be deemed to have sole dispositive power, and Mohr, Davidow, Feiber, and Schoendorf, the members of Fourth MDV Partners, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

131,487 shares.

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.37%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fourth MDV Partners, L.L.C. ("Fourth MDV Partners")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

3,565,044 shares, 3,433,557 of which are directly owned by MDV IV and 131,487 of which are directly owned by MDV IV Entrepreneurs' Network Fund. Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, may be deemed to have sole voting power, and Mohr, Davidow, Feiber, and Schoendorf, the members of Fourth MDV Partners, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

3,565,044 shares, 3,433,557 of which are directly owned by MDV IV and 131,487 of which are directly owned by MDV IV Entrepreneurs' Network Fund. Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, may be deemed to have sole dispositive power, and Mohr, Davidow, Feiber, and Schoendorf, the members of Fourth MDV Partners, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

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See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,565,044 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.96%

12 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Lawrence G. Mohr, Jr. ("Mohr")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

5 SOLE VOTING POWER
0 shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 6 SHARED VOTING POWER
3,565,044 shares, of which 3,433,557 are directly owned by MDV IV and 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund. Mohr is a general partner of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
3,565,044 shares, of which 3,433,557 are directly owned by MDV IV and 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund. Mohr is a general partner

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of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,044 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.96%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William H. Davidow ("Davidow")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

160,361 shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6 SHARED VOTING POWER

3,640,044 shares, of which 3,433,557 are directly owned by MDV IV, 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund and 75,000 are directly owned by Chachagua Partnership ("Chachagua"). Davidow is a general partner of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and a general partner of Chachagua, and may be deemed to have shared power to vote these shares. Davidow disclaims beneficial ownership of the securities held by Chachagua except to the extent of his indirect pecuniary interest therein.

7 SOLE DISPOSITIVE POWER

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160,361 shares.

8 SHARED DISPOSITIVE POWER

3,640,044 shares, of which 3,433,557 are directly owned by MDV IV, 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund and 75,000 are directly owned by Chachagua. Davidow is a general partner of Fourth MDV Partners, the general partner of MDV and MDV IV Entrepreneurs' Network Fund, and a general partner of Chachagua, and may be deemed to have shared power to dispose of these shares. Davidow disclaims beneficial ownership of the securities held by Chachagua except to the extent of his indirect pecuniary interest therein.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,800,405 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.62%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jonathan D. Feiber ("Feiber")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER
NUMBER OF SHARES

BENEFICIALLY OWNED BY EACH

3,565,044 shares, of which 3,433,557 are directly owned by MDV IV and 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund. Feiber is a general partner

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REPORTING PERSON of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

3,565,044 shares, of which 3,433,557 are directly owned by MDV IV and 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund. Feiber is a general partner of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,044 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.96%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Nancy J. Schoendorf ("Schoendorf")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF SHARES BENEFICIALLY 6 SHARED VOTING POWER

3,565,044 shares, of which 3,433,557 are directly owned

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OWNED BY EACH REPORTING PERSON by MDV IV and 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund. Schoendorf is a general partner of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

3,565,044 shares, of which 3,433,557 are directly owned by MDV IV and 131,487 are directly owned by MDV IV Entrepreneurs' Network Fund. Schoendorf is a general partner of Fourth MDV Partners, the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,044 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.96%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1(a). NAME OF ISSUER:

FormFactor, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2140 Research Drive

Livermore, California 94550

ITEM 2(a). NAME OF PERSON FILING:

This statement is filed by Mohr, Davidow Ventures IV, L.P., a Delaware limited partnership ("MDV IV"), MDV IV Entrepreneurs' Network Fund, L.P., a Delaware limited partnership ("MDV IV Entrepreneurs' Network Fund"), Fourth MDV Partners, L.L.C., a Delaware limited liability company ("Fourth MDV Partners"), Lawrence G. Mohr ("Mohr"), William H. Davidow ("Davidow"), Jonathan D. Feiber ("Feiber"), and Nancy Schoendorf ("Schoendorf"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons".

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Fourth MDV Partners is the general partner of MDV IV and MDV IV Entrepreneurs' Network Fund, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by MDV IV and MDV IV Entrepreneurs' Network Fund. Mohr, Davidow, Feiber, and Schoendorf are the general partners/managing members of Fourth MDV Partners, and may be deemed to have shared power to vote and shared power to dispose of the shares of issuer directly owned by MDV IV and MDV IV Entrepreneurs' Network Fund.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Mohr, Davidow Ventures
2775 Sand Hill Road, Suite 240
Menlo Park, California 94025

ITEM 2(c) CITIZENSHIP:

MDV IV and MDV IV Entrepreneurs' Network Fund, are Delaware limited partnerships. Fourth MDV Partners is a Delaware limited liability company. Mohr, Davidow, Feiber, and Schoendorf are United States citizens.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common Stock

ITEM 2(e). CUSIP NUMBER:
346375108

ITEM 3. Not Applicable

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ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2003:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of 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 cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

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(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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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:

Under certain circumstances set forth in the limited partnership agreements of MDV IV and MDV IV Entrepreneurs' Network Fund and the limited liability company agreement of Fourth MDV, the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON 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 GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

Not applicable.

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SIGNATURES

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: February 13, 2004

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By: /s/ Nancy J. Schoendorf

Nancy J. Schoendorf, individually, and on behalf of MDV IV, in her capacity as a managing member of Fourth MDV Partners, the general partner of MDV IV, on behalf of MDV IV Entrepreneurs' Network Fund, in her capacity as a managing member of Fourth MDV, the general partner of MDV IV Entrepreneurs' Network Fund, and on behalf of Fourth MDV Partners in her capacity as a managing member thereof.

By: /s/ William H. Davidow

William H. Davidow

By: /s/ Jonathan D. Feiber

Jonathan D. Feiber

By: /s/ Lawrence G. Mohr, Jr.

Lawrence G. Mohr, Jr.

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EXHIBIT INDEX

Exhibit -----	Found on Sequentially Numbered Page -----
Exhibit A: Agreement of Joint Filing	14

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EXHIBIT A

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of FormFactor, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

February 13, 2004

By: /s/ Nancy J. Schoendorf

Nancy J. Schoendorf, individually, and on behalf of MDV IV, in her capacity as a managing member of Fourth MDV Partners, the general partner of MDV

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IV, on behalf of MDV IV Entrepreneurs' Network Fund, in her capacity as a managing member of Fourth MDV, the general partner of MDV IV Entrepreneurs' Network Fund, and on behalf of Fourth MDV Partners in her capacity as a managing member thereof.

By: /s/ William H. Davidow

William H. Davidow

By: /s/ Jonathan D. Feiber

Jonathan D. Feiber

By: /s/ Lawrence G. Mohr, Jr.

Lawrence G. Mohr, Jr.