

Ultra Clean Holdings, Inc.  
Form SC 13G/A  
February 14, 2017  
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. 4)\*

Ultra Clean Holdings Inc.  
(Name of Issuer)

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

90385V107  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filings of this Statement)

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

- Rule 13d-1(b)  
[X] 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).

---

NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1 AIT Holding Company LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

3 SEC USE ONLY (b) [ X ] (1)

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5 0

NUMBER OF SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 1,116,296

7 SOLE DISPOSITIVE POWER

8 0

SHARED DISPOSITIVE POWER

8 1,116,296

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,116,296 (1)

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

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

3.39% (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 1,116,296 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. Indieke, 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.

(2) This percentage is calculated based upon 32,922,211 shares of Ultra Clean's common stock outstanding as of October 28, 2016 as reported in the latest Quarterly Report on Form 10-Q filed by Ultra Clean.

(2)

---

|    |   |   |
|----|---|---|
| 1  | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)<br>HLHZ AIT Holdings, L.L.C.      |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> (1) |
| 3  | SEC USE ONLY  |   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>California<br>SOLE VOTING POWER<br>5<br>0   |   |
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH   |   |
|    | SHARED VOTING POWER<br>6<br>1,116,296<br>SOLE DISPOSITIVE POWER<br>7<br>0<br>SHARED DISPOSITIVE POWER<br>8<br>1,116,296 (1) |   |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING<br>PERSON<br><br>1,116,296 (1)  |   |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES   | <input type="checkbox"/>  |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>3.39% (2)  |   |
| 12 | TYPE OF REPORTING PERSON<br>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.

(2) This percentage is calculated based upon 32,922,211 shares of Ultra Clean's common stock outstanding as of October 28, 2016 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:  
1,116,296 (1)
- (b) Percent of class:  
3.39% (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:  
1,116,296 (1)
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose of or direct the disposition of:  
1,116,296 (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 1,116,296 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.

(2) This percentage is calculated based upon 32,922,211 shares of Ultra Clean's common stock outstanding as of October 28, 2016 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.

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: February 14, 2017

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)