

Edgar Filing: FORMFACTOR INC - Form SC 13G

FORMFACTOR INC
Form SC 13G
February 11, 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
(Amendment No.)*

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)

346375 10 8

(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 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).

Edgar Filing: FORMFACTOR INC - Form SC 13G

Page 1 of 17 pages

CUSIP No. 346375 10 8

Page 2 of 17 Pages

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

Institutional Venture Partners VII, L.P

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

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

1,718,636

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

1,718,636

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,718,636

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

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

4.7%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 3 of 17 Pages

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

Edgar Filing: FORMFACTOR INC - Form SC 13G

Institutional Venture Management VII, L.P

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

9,363

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

9,363

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,363

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

| |

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

0.0%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 4 of 17 Pages

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

IVP Founders Fund I, L.P

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

3 SEC USE ONLY

Edgar Filing: FORMFACTOR INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

81,027

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

0

OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

81,027

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

81,027

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

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

0.2%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 5 of 17 Pages

1 NAMES OF REPORTING PERSONS

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

Samuel D. Colella

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

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Edgar Filing: FORMFACTOR INC - Form SC 13G

		13,467

NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,809,026

	7	SOLE DISPOSITIVE POWER
		13,467

	8	SHARED DISPOSITIVE POWER
		1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,822,493

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.0%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 6 of 17 Pages

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	5	SOLE VOTING POWER
		13,135

NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		1,809,026

	7	SOLE DISPOSITIVE POWER

Edgar Filing: FORMFACTOR INC - Form SC 13G

REPORTING PERSON WITH 13,135
8 SHARED DISPOSITIVE POWER
1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,822,161

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.0%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8 Page 7 of 17 Pages

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
1,809,026

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: FORMFACTOR INC - Form SC 13G

1,809,026

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

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

4.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 8 of 17 Pages

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

Norman A. Fogelsong

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

10,676

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

1,809,026

OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

10,676

8 SHARED DISPOSITIVE POWER

1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,819,702

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

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

Edgar Filing: FORMFACTOR INC - Form SC 13G

4.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 9 of 17 Pages

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

Ruthann Quindlen

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

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

1,809,026

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,809,026

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

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

4.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Edgar Filing: FORMFACTOR INC - Form SC 13G

CUSIP No. 346375 10 8

Page 10 of 17 Pages

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

L. James Strand

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

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

13,938

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

1,809,026

OWNED BY
EACH

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON
WITH

13,938

8 SHARED DISPOSITIVE POWER

1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,822,964

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

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

5.0%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 11 of 17 Pages

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

William P. Tai

Edgar Filing: FORMFACTOR INC - Form SC 13G

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
		9,585	
NUMBER OF	6	SHARED VOTING POWER	
SHARES		1,727,999	
BENEFICIALLY			
OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH		9,585	
REPORTING			
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		1,727,999	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,737,584

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

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

4.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 12 of 17 Pages

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

T. Peter Thomas

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

3 SEC USE ONLY

Edgar Filing: FORMFACTOR INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

51,157

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,809,026

7 SOLE DISPOSITIVE POWER

51,157

8 SHARED DISPOSITIVE POWER

1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,860,183

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

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

5.1%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 13 of 17 Pages

1 NAMES OF REPORTING PERSONS

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

Geoffrey Y. Yang

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

20,266

Edgar Filing: FORMFACTOR INC - Form SC 13G

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6	SHARED VOTING POWER
	1,809,026
7	SOLE DISPOSITIVE POWER
	20,266
8	SHARED DISPOSITIVE POWER
	1,809,026

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,829,292

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.0%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 346375 10 8

Page 14 of 17 Pages

Item 1.

- (a) Name of Issuer: FormFactor, Inc.
- (b) Address of Issuer's Principal Executive Offices: 2140 Research Drive, Livermore, CA 94550

Item 2.

- (a) Name of Persons Filing:
 - Institutional Venture Partners VII, L.P. ("IVP")
 - Institutional Venture Management VII, L.P. ("IVM")
 - IVP Founders Fund I, L.P. ("FFI")
 - Samuel D. Colella ("SDC")
 - Reid W. Dennis ("RWD")
 - Mary Jane Elmore ("MJE")
 - Norman A. Fogelson ("NAF")
 - Ruthann Quindlen ("RAQ")
 - L. James Strand ("LJS")
 - William P. Tai ("WPT")
 - T. Peter Thomas ("TPT")
 - Geoffrey Y. Yang ("GY")

IVM is the General Partner of IVP. SDC, RWD, MJE, NAF, RAQ, LJS, WPT, TPT, & GY are General Partners of IVM. SDC, RWD, MJE, NAF, RAQ, LJS, TPT, & GY are General Partners of the General Partner of FFI.

- (b) Address of Principal Business Office or, if None, Residence:

Edgar Filing: FORMFACTOR INC - Form SC 13G

3000 Sand Hill Road
Building 2, Suite 290
Menlo Park, CA 94025

(c) Citizenship:

IVP, IVM and FFI: California
SDC, RWD, MJE, NAF, RAQ, LJS, WPT, TPT, & GYY: United States

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number: 346375 10 8

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable

Item 4. Ownership

See Rows 5 through 11 of cover pages

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 . On January 22, 2004, IVP and IVM distributed additional shares to their beneficial owners and thereafter all reporting persons own less than five percent of the company's stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in IVP and IVM's Limited Partnership Agreements, the General Partners and Limited Partners of each of such funds have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer owned by each such fund.

CUSIP No. 346375 10 8

Page 15 of 17 Pages

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

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

Edgar Filing: FORMFACTOR INC - Form SC 13G

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.

EXHIBITS

A: Joint Filing Statement

CUSIP No. 346375 10 8

Page 16 of 17 Pages

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.

Date: February 11, 2004

INSTITUTIONAL VENTURE PARTNERS VII, L.P.

By its General Partner, Institutional Venture Management VII, L.P.

INSTITUTIONAL VENTURE MANAGEMENT VII, L.P.

IVP FOUNDERS FUND I, L.P.

By its General Partner, Institutional Venture Management VI, L.P.

T. Peter Thomas, General Partner

T. Peter Thomas

Samuel D. Colella
Reid W. Dennis
Mary Jane Elmore
Norman A. Fogelsong
Ruthann Quindlen
L. James Strand
William P. Tai
Geoffrey Y. Yang

Nancy E. McCroskey, Authorized Signer

CUSIP No. 346375 10 8

Page 17 of 17 Pages

EXHIBIT A

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k(1)), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 11, 2004

Edgar Filing: FORMFACTOR INC - Form SC 13G

INSTITUTIONAL VENTURE PARTNERS VII, L.P.

By its General Partner, Institutional Venture Management VII, L.P.

INSTITUTIONAL VENTURE MANAGEMENT VII, L.P.

IVP FOUNDERS FUND I, L.P.

By its General Partner, Institutional Venture Management VI, L.P.

T. Peter Thomas, General Partner

T. Peter Thomas

Samuel D. Colella
Reid W. Dennis
Mary Jane Elmore
Norman A. Fogelsong
Ruthann Quindlen
L. James Strand
William P. Tai
Geoffrey Y. Yang

Nancy E. McCroskey, Authorized Signer