

KHANDROS IGOR Y
Form SC 13G/A
February 14, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

FORMFACTOR, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

346375 10 8

(CUSIP Number)

12/31/2005

(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).

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CUSIP No. 346375 10 8

- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
IGOR Y. KHANDROS |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
USA |
| 5. | Sole Voting Power
-0- |
| 6. | Shared Voting Power
3,164,158 (1) |
| 7. | Sole Dispositive Power
-0- |
| 8. | Shared Dispositive Power
3,164,158 (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,164,158 (1) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
7.9% (2) |
| 12. | Type of Reporting Person (See Instructions)
IN |

(1) Represents (i) 2,121,430 shares held directly by Igor Khandros, (ii) 104,228 shares issuable upon exercise of Mr. Khandros' stock options that are exercisable within 60 days of December 31, 2005, (iii) 8,500 shares issuable pursuant to Mr. Khandros' restricted stock units within 60 days of December 31, 2005 and (iv) 930,000 shares held by Susan Bloch, Mr. Khandros' spouse. Excludes 288,000 shares subject to stock options granted to Mr. Khandros that are unvested and are not exercisable within 60 days of December 31, 2005. Also excludes 250,000 shares held by The Susan Bloch 2005 Grantor Retained Annuity Trust U/A dated 8/16/05. Mr. Khandros has expressly disclaimed beneficial ownership of the shares held by such trust.

(2) The percent of class is based on 40,236,686 shares of FormFactor's common stock outstanding as of December 31, 2005.

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CUSIP No. 346375 10 8

- | | | | | | | | | | |
|---|---|----|----------------------------------|----|--------------------------------------|----|---------------------------------------|----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
SUSAN BLOCH | | | | | | | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | | | | | | | | |
| 3. | SEC Use Only | | | | | | | | |
| 4. | Citizenship or Place of Organization
USA | | | | | | | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <table border="0"> <tr> <td style="vertical-align: top;">5.</td> <td style="vertical-align: top;">Sole Voting Power
250,000 (1)</td> </tr> <tr> <td style="vertical-align: top;">6.</td> <td style="vertical-align: top;">Shared Voting Power
3,164,158 (2)</td> </tr> <tr> <td style="vertical-align: top;">7.</td> <td style="vertical-align: top;">Sole Dispositive Power
250,000 (1)</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td style="vertical-align: top;">Shared Dispositive Power
3,164,158 (2)</td> </tr> </table> | 5. | Sole Voting Power
250,000 (1) | 6. | Shared Voting Power
3,164,158 (2) | 7. | Sole Dispositive Power
250,000 (1) | 8. | Shared Dispositive Power
3,164,158 (2) |
| 5. | Sole Voting Power
250,000 (1) | | | | | | | | |
| 6. | Shared Voting Power
3,164,158 (2) | | | | | | | | |
| 7. | Sole Dispositive Power
250,000 (1) | | | | | | | | |
| 8. | Shared Dispositive Power
3,164,158 (2) | | | | | | | | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,414,158 (1)(2) | | | | | | | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 11. | Percent of Class Represented by Amount in Row (9)
8.5% (3) | | | | | | | | |
| 12. | Type of Reporting Person (See Instructions)
IN | | | | | | | | |

(1) Represents 250,000 shares held by The Susan Bloch 2005 Grantor Retained Annuity Trust U/A dated 8/16/05. Mr. Khandros has expressly disclaimed beneficial ownership of the shares held by such trust.

(2) Represents (i) 2,121,430 shares held directly by Igor Khandros, (ii) 104,228 shares issuable upon exercise of Mr. Khandros' stock options that are exercisable within 60 days of December 31, 2005, (iii) 8,500 shares issuable pursuant to Mr. Khandros' restricted stock units within 60 days of December 31, 2005 and (iv) 930,000 shares held by Susan Bloch, Mr. Khandros' spouse. Excludes 288,000 shares subject to stock options granted to Mr. Khandros that are unvested and are not exercisable within 60 days of December 31, 2005. Also excludes 250,000 shares held by The Susan Bloch 2005 Grantor Retained Annuity Trust U/A dated 8/16/05.

(3) The percent of class is based on 40,236,686 shares of FormFactor's common stock outstanding as of December 31, 2005.

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Item 1.

- (a) Name of Issuer
FORMFACTOR, INC.
- (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
- (b) Address of Principal Business Office or, if none, Residence
c/o FormFactor, Inc.

7005 Southfront Road

Livermore, California 94551
- (c) Citizenship
USA
- (d) Title of Class of Securities
Common Stock
- (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) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) 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) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not Applicable.

Item 4. Ownership

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

- (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 the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote
See Row 5 of cover page for each reporting person
 - (iii) Sole power to dispose or to direct the disposition of
See Row 6 of cover page for each reporting person
 - (iv) Shared power to dispose or to direct the disposition of
See Row 7 of cover page for each reporting personSee Row 8 of 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 .

Not Applicable.

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. Certification

Not Applicable.

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: 2/12/06

/s/ IGOR Y. KHANDROS
Igor Y. Khandros

Date: 2/12/06

/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.

Date: 2/12/06 /s/ IGOR Y. KHANDROS
Igor Y. Khandros

Date: 2/12/06 /s/ SUSAN BLOCH
Susan Bloch