

Ultra Clean Holdings, Inc.  
Form 4  
April 19, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Speirs David

(Last) (First) (Middle)

ULTRA CLEAN HOLDINGS, INC., 26462 CORPORATE AVE

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Ultra Clean Holdings, Inc. [UCTT]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, North America

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 03/01/2017                           |  | P <sup>(1)</sup>               |   | 4,204   | A  | \$ 14.29  |
| Common Stock                    | 03/15/2017                           |  | S                              |   | 9,958   | D  | \$ 14.6   |
| Common Stock                    | 03/17/2017                           |  | S                              |   | 18,052  | D  | \$ 15.371 <sup>(2)</sup>                              |
| Common Stock                    | 04/17/2017                           |  | S <sup>(3)</sup>               |   | 16,119  | D  | \$ 15.1284 <sup>(4)</sup>                             |
| Common Stock                    |                                      |  |                                |   |   |  | 200   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | by son  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Speirs David<br>ULTRA CLEAN HOLDINGS, INC.<br>26462 CORPORATE AVE<br>HAYWARD, CA 94545 |               |           | SVP, North America |       |

## Signatures

/s/ Sheri Brumm, as attorney-in-fact for David Speirs  
 Date: 04/19/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- This Form is being filed late to report transactions that were inadvertently omitted from prior reports. The reporting person's sale of UCTT common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 4,204 shares, with the reporting person's purchase of 4,204 shares of UCTT common stock at a price of \$14.29 per share on March 1, 2017. The reporting person has paid UCTT \$4,666.44, representing the full amount of the profit (using a per share sale price of \$15.40, which was the highest sale price for any individual sale transaction during the relevant time period) in connection with the short-swing transaction, and the reporting person has further agreed to pay UCTT any further profits that result from future sales.
- (1) This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$15.3338 to \$15.40. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon

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request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) Shares sold pursuant to a previously established Rule 10b5-1 Plan.

This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$15.00 to \$15.30. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon

(4) request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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