

ULTRA CLEAN HOLDINGS INC
Form SC 13G/A
February 12, 2007

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

OMB APPROVAL
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**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Ultra Clean Holdings, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

90385V107

(CUSIP Number)

December 31, 2006

(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. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Discovery Equity Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Illinois

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

0.0%

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

12. Type of Reporting Person (See Instructions)

PN

2

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CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Discovery Group I, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

0.0%

12. Type of Reporting Person (See Instructions)

OO

3

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CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Daniel J. Donoghue

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

0.0%

12. Type of Reporting Person (See Instructions)

IN

4

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CUSIP No. 90385V107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Michael R. Murphy

2. Check the Appropriate Box if a Member of a Group (See Instructions)

Not Applicable

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

0.0%

12. Type of Reporting Person (See Instructions)

IN

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Item 1.

- (a) Name of Issuer
- (b) Ultra Clean Holdings, Inc.
Address of Issuer's Principal Executive Offices

150 Independence Drive, Menlo Park, California 94025-1136

Item 2.

- (a) Name of Person Filing
- (b) Discovery Equity Partners, L.P. (**Discovery Partners**)
Discovery Group I, LLC, the general partner of Discovery Partners (**Discovery Group**)
Daniel J. Donoghue, a Managing Member of Discovery Group
Michael R. Murphy, a Managing Member of Discovery Group
Address of Principal Business Office or, if none, Residence

Discovery Partners, Discovery Group, Mr. Donoghue, and Mr. Murphy are all located at:

- (c) 191 North Wacker Drive, Suite 1685, Chicago, Illinois 60606
Citizenship

- (d) Discovery Partners is an Illinois limited partnership
Discovery Group is a Delaware limited liability company
Mr. Donoghue and Mr. Murphy are U.S. citizens
Title of Class of Securities

- (e) Common Stock, \$.001 par value
CUSIP Number

90385V107

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:

Not Applicable.

- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |

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- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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:

Discovery Partners None
 Discovery Group None
 Mr. Donoghue None
 Mr. Murphy None

(b) Percent of class:

Discovery Partners 0.0 %
 Discovery Group 0.0 %
 Mr. Donoghue 0.0 %
 Mr. Murphy 0.0 %

The foregoing percentages are based on 20,891,079 shares of Common Stock of the Issuer identified in Item 1 outstanding as of October 31, 2006, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

None

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

Discovery Partners None
 Discovery Group None
 Mr. Donoghue None
 Mr. Murphy None

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

None

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

Discovery Partners None
 Discovery Group None
 Mr. Donoghue None
 Mr. Murphy None

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 .

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.

Not Applicable.

Identification and Classification of Members of the Group

Item 9.

Not Applicable.

Notice of Dissolution of Group

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.

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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.

February 12, 2007

Date

DISCOVERY GROUP I, LLC,
for itself and as general partner of
DISCOVERY EQUITY PARTNERS, L.P.

Michael R. Murphy*

Signature

Michael R. Murphy, Managing Member

Name/Title

Daniel J. Donoghue*

Signature

Daniel J. Donoghue

Name/Title

Michael R. Murphy*

Signature

Michael R. Murphy

Name/Title

*By: /s/ Robert M. McLennan

Robert M. McLennan

Attorney-in-Fact for Daniel J. Donoghue

Attorney-in-Fact for Michael R. Murphy

Exhibit Index

- Exhibit 1 Joint Filing Agreement dated as of February 12, 2007, by and among Discovery Equity Partners, L.P.; Discovery Group I, LLC; Daniel J. Donoghue; and Michael R. Murphy.
- Exhibit 2 Power of Attorney of Daniel J. Donoghue, dated as of August 24, 2006
- Exhibit 3 Power of Attorney of Michael R. Murphy, dated as of August 24, 2006
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