

THERMA WAVE INC
Form 3
January 17, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| KLA TENCOR CORP | | (Month/Day/Year) | THERMA WAVE INC [TWAV] | |
| (Last) | (First) | 01/07/2007 | | |
| ONE TECHNOLOGY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MILPITAS, CA 95035 | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (specify below) | |
| | | | See footnotes 1 and 2 below | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| No securities owned | \$ 0 | I | See footnotes 1 and 2 below ⁽¹⁾ ₍₂₎ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| KLA TENCOR CORP ONE TECHNOLOGY DRIVE MILPITAS, CA 95035 | ^ | ^ | ^ | See footnotes 1 and 2 below |

Signatures

| | |
|--|------------|
| /s/ Jeffrey L. Hall, Chief Financial Officer | 01/17/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- KLA-Tencor Corporation ("KLA"), Therma-Wave, Inc. ("Therma-Wave") and a wholly-owned subsidiary of KLA ("Merger Corp.") entered into an Agreement and Plan of Merger, dated as of January 7, 2007 (the "Merger Agreement"), pursuant to which Merger Corp.
- (1) will commence a tender offer (the "Offer") to acquire the outstanding common stock (the "Common Shares") and Series B Convertible Preferred Stock (the "Preferred Shares") of Therma-Wave. Upon consummation of the Offer, Therma-Wave will merge with Merger Corp. (the "Merger").
 - (2) Certain officers and directors and the holders of the Preferred Shares (the "Shareholders") entered into a tender and support agreement (the "Tender and Support Agreement"), pursuant to which the Shareholders agreed to tender their Common Shares and Preferred Shares within three business days of the commencement of the Offer. KLA has no pecuniary interest in the shares held by the Shareholders. KLA expressly disclaims beneficial ownership of any shares covered by the Tender and Support Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.