

ULTRA CLEAN HOLDINGS INC
Form 8-K
September 12, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

**CURRENT REPORT
Pursuant To Section 13 Or 15(d) of
The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 29, 2006

ULTRA CLEAN HOLDINGS, INC.

(Exact Name of Registrant
as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-50646
(Commission File Number)

61-1430858
(IRS Employer Identification No.)

150 INDEPENDENCE DRIVE,
MENLO PARK, CA
(Address of Principal Executive Offices)

94025
(Zip Code)

Registrant's telephone number, including area code(650) 323-4100

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On June 29, 2006, Ultra Clean Holdings, Inc. ("Ultra Clean") acquired Sieger Engineering, Inc. ("Sieger"), pursuant to an Agreement and Plan of Merger and Reorganization among Ultra Clean, Sieger, Bob Acquisition Inc., Pete Acquisition LLC, the Sieger shareholders and Leonid Mezhvinsky. The transaction closed and became effective on June 29, 2006.

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K filed by the Company on July 6, 2006 and is being filed to provide the financial statements and pro forma financial information described under Item 9.01 below. These financial statements are filed as Exhibits 99.1 and 99.2 to this Form 8-K/A.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The required financial statements of Sieger as of and for the years ended December 31, 2005, 2004 and 2003 are attached hereto as Exhibit 99.1 and are incorporated in their entirety herein by reference.

(b) Pro Forma Financial Information

The required pro forma financial information as of and for the three months ended March 31, 2006 and for the twelve months ended December 31, 2005 is attached hereto as Exhibit 99.2 and is incorporated in its entirety herein by reference.

(d) Exhibits

Exhibit

Number

Exhibit Description

23.1	Consent of Independent Registered Public Accounting Firm, with respect to the financial statements of Sieger Engineering, Inc.
99.1	Financial statements of Sieger Engineering, Inc. as of and for the years ended December 31, 2005, 2004 and 2003
99.2	Pro forma financial information as of and for the three months ended March 31, 2006 and for the twelve months ended December 31, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ULTRA CLEAN HOLDINGS, INC.

Date: September 12, 2006

By: /s/ Jack Sexton

Name: Jack Sexton

Title: Vice President and Chief Financial Officer
