Ultra Clean Holdings, Inc.

Form 4

April 19, 2017

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Speirs David Issuer Symbol Ultra Clean Holdings, Inc. [UCTT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify ULTRA CLEAN HOLDINGS. 03/01/2017 below) INC., 26462 CORPORATE AVE SVP, North America (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HAYWARD, CA 94545

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
_			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/01/2017		P(1)	4,204	A	\$ 14.29	147,920	D		
Common Stock	03/15/2017		S	9,958	D	\$ 14.6	137,962	D		
Common Stock	03/17/2017		S	18,052	D	\$ 15.371 (2)	119,910	D		
Common Stock	04/17/2017		S(3)	16,119	D	\$ 15.1284 (4)	103,791	D		
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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration		Number		
							of				
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Speirs David ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545

SVP, North America

Signatures

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

> **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.
- (2) 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

Reporting Owners 2

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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
- 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. 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.