

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

Austin W. Marxe, David M. Greenhouse and Adam C. Stettner

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

- (a) Not Applicable
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Not Applicable

6. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power: 0
8. Shared Voting Power: 0*
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 0*_____

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 0.0*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13. Percent of Class Represented by Amount in Row (11): 0.0%*

14. Type of Reporting Person (See Instructions): IA, IN

* This is a joint filing by Austin W. Marxe (?Marxe?), David M. Greenhouse (?Greenhouse?) and Adam C. Stettner (?Stettner?). Special Situations Cayman Fund, L.P. (?CAYMAN?) and Special Situations Fund III QP, L.P. (?SSFQP? and together with CAYMAN, the ?Funds?) hold shares of common stock of the Issuer. AWM Investment Company, Inc. (?AWM?), the investment adviser to the Funds, holds the power to vote and the power to dispose of the Shares held by each of the Funds. While the Shares held by each of the Funds were previously reported by Marxe, Greenhouse and Stettner, owners of AWM, on Schedule 13G, reference should be made to AWM (CIK #0001535264) for any future filings with the Securities and Exchange Commission relating to the Shares held by each of the Funds. See Items 2 and 4 of this Schedule for additional information.

Page 3 of 6 Pages

Item 1. Security and Issuer:

- (a) Ultra Clean Holdings, Inc.
(b) 26462 Corporate Avenue, Hayward, California 94545

Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marxe (?Marxe?), David M. Greenhouse (?Greenhouse?) and Adam C. Stettner (?Stettner?), who are members of (i) SSCayman, LLC, a Delaware limited liability company, the general partner of Special Situations Cayman Fund, L.P., a Cayman Islands Limited Partnership (?CAYMAN?) and (ii) MGP Advisers Limited Partnership, a Delaware limited partnership, the general partner of Special Situations Fund III QP, L.P., a Delaware limited partnership (?SSFQP? and together with CAYMAN, the ?Funds?). Marxe, Greenhouse and Stettner are also controlling principals of AWM Investment Company, Inc., a Delaware corporation (?AWM?),

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

and the investment adviser to the Funds. The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

(b) Address of Principal Business Office or, if none, Residence:

The principal business address for Marxe, Greenhouse and Stettner is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

Austin W. Marxe, David M. Greenhouse Adam C. Stettner are United States citizens.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 90385V107.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether the person filing is a: Not Applicable

- (a) Broker or Dealer registered under section 15 of the Act;
- (b) Bank as defined in section 3(a) (6) of the Act;
- (c) Insurance Company as defined in section 3(a) (19) of the Act;
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940;
- (e) An Investment Adviser in accordance with §240.13d-1(b) (I) (ii) (E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (I) (ii) (F);

Page 4 of 6 Pages

- (g) A parent holding company or control person in accordance with §240.13d-1(b) (1) (ii) (G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) 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;
- (j) Group, in accordance with §240.13d-1(b) (1) (ii) (J).

Item 4. Ownership:

- (a) Amount Beneficially Owned: 0*
- (b) Percent of Class: 0*
- (c) Number of Shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0*
 - (ii) Shared power to vote or to direct the vote: 0.0*
 - (iii) Sole power to dispose or to direct the disposition of: 0*

Edgar Filing: ULTRA CLEAN HOLDINGS INC - Form SC 13G/A

(iv) Shared power to dispose or to direct the disposition of:
0.0*

* This is a joint filing by Austin W. Marxe (?Marxe?), David M. Greenhouse (?Greenhouse?) and Adam C. Stettner (?Stettner?). Special Situations Cayman Fund, L.P. (?CAYMAN?) and Special Situations Fund III QP, L.P. (?SSFQP?) and together with CAYMAN, the ?Funds?) hold shares of common stock of the Issuer. AWM Investment Company, Inc. (?AWM?), the investment adviser to the Funds, holds the power to vote and the power to dispose of the Shares held by each of the Funds. While the Shares held by each of the Funds were previously reported by Marxe, Greenhouse and Stettner, owners of AWM, on Schedule 13G, reference should be made to AWM (CIK #0001535264) for any future filings with the Securities and Exchange Commission relating to the Shares held by each of the Funds.

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 X.

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: Not Applicable.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices of Dissolution of Group: Not applicable.

Page 5 of 6 Pages

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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.

Dated: January 20, 2015

/s/ Austin W. Marxe
AUSTIN W. MARXE

/s/David M Greenhouse
DAVID M. GREENHOUSE

/s/Adam C. Stettner
ADAM C. STETTNER

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

Page 6 of 6 Pages

JOINT FILING AGREEMENT

Austin W. Marxe, David M. Greenhouse and Adam C. Stettner hereby agree that the Schedule 13G, and any amendments thereto, to which this agreement is attached is filed on behalf of each of them.

/s/_Austin W. Marxe
Austin W. Marxe

/s/_David M. Greenhouse
David M. Greenhouse

/s/ Adam C. Stettner
Adam C. Stettner

-2-

S5313/1
1319328.02