

ULTRA CLEAN HOLDINGS INC  
Form 8-K  
August 23, 2007

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

**FORM 8-K**

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

Date of report (Date of earliest event reported): August 23, 2007

**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))

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departures of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On Thursday, August 23, 2007, Ultra Clean Holdings, Inc. (“Ultra Clean”) announced that Leonid (Leonard) Mezhvinsky will be retiring as President effective December 31, 2007. Mr. Mezhvinsky will remain on Ultra Clean’s Board of Directors, and will facilitate the transition of his responsibilities to his successor.

The Company will immediately begin a search to identify a qualified candidate to take over Mr. Mezhvinsky’s responsibilities.

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**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: August 23,  
2007

By: /s/ Jack Sexton

Name: Jack Sexton

Title: Vice President and Chief Financial Officer

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