

Ultra Clean Holdings, Inc.  
Form 4  
March 01, 2016

**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  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WIER BRUCE C**

(Last) (First) (Middle)

**ULTRA CLEAN HOLDINGS,  
INC., 26462 CORPORATE AVE**

(Street)

**HAYWARD, CA 94545**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Ultra Clean Holdings, Inc. [UCTT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/27/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, Engineering

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/27/2016		F		174 <sup>(1)</sup>	D \$ 5.31	29,323 D
Common Stock	02/27/2016		F		875 <sup>(2)</sup>	D \$ 5.31	28,448 D
Common Stock	02/28/2016		F		394 <sup>(3)</sup>	D \$ 5.31	28,054 D
Common Stock	02/28/2016		F		1,313 <sup>(4)</sup>	D \$ 5.31	26,741 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WIER BRUCE C ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545	SVP, Engineering

## Signatures

/s/ Marty Estkowski, as attorney-in-fact for Bruce C. Wier 03/01/2016

\_\_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).
- Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a performance restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on February 22, 2016.
  - Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on March 3, 2015.
  - Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a performance restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on February 13, 2015.
  - Represents shares withheld for payment of tax liability arising as a result of the partial settlement of a restricted stock unit award originally reported by the reporting person on the Form 4 filed with the Commission on March 4, 2014.

## Edgar Filing: Ultra Clean Holdings, Inc. - 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.

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