

ULTRA CLEAN HOLDINGS INC  
Form 8-K  
August 27, 2008

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 25, 2008

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)

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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)

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- o Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - 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 8.01. Other Events.

On August 25, 2008, Clarence Granger, Chief Executive Officer of Ultra Clean Holdings, Inc. (the "Company") entered into a replacement Rule 10b5-1 trading plan ("Plan") with a broker to sell up to approximately 660,000 shares of common stock of the Company that will be acquired upon the exercise of his employee stock options, subject to a quarterly maximum.

On August 25, 2008, Jack Sexton, Vice President and Chief Financial Officer of the Company also entered into a Plan with a broker to sell up to 138,000 shares of common stock of the Company that will be acquired upon the exercise of his employee stock options. Mr. Sexton's previous 10b5-1 plan had expired earlier in August 2008.

Each of Messers. Granger and Sexton entered into a Plan as part of his personal long-term investment strategy for asset diversification and liquidity and will have no further control over the timing of the sales of common stock under his Plan.

The Plans are intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company's insider trading policy. Rule 10b5-1 allows corporate insiders to establish pre-arranged written stock trading plans at a time when the insider is not aware of material, non-public information. Subsequent receipt by the insider of material, non-public information will not prevent pre-arranged transactions under the Rule 10b5-1 plan from being executed.

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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 27, 2008

By: /s/ Jack Sexton

Name:

Jack Sexton

Title:

Vice President and Chief  
Financial Officer

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