

Ultra Clean Holdings, Inc.  
Form POS AM  
February 25, 2016

**As filed with the Securities and Exchange Commission on February 24, 2016**

**Registration No. 333-202211**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective**

**Amendment No. 1**

**to**

**FORM S-3**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**ULTRA CLEAN HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of

Incorporation or Organization)

**61-1430858**

(I.R.S. Employer

Identification Number)

**26462 Corporate Avenue**

**Hayward, CA 94545**

**(510) 576-4400**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**James P. Scholhamer**

**Chief Executive Officer**

**Ultra Clean Holdings, Inc.**

**26462 Corporate Avenue**

**Hayward, CA 94545**

**(510) 576-4600**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**Alan F. Denenberg, Esq.**

**Davis Polk & Wardwell LLP**

**1600 El Camino Real**

**Menlo Park, CA 94025**

**(650) 752-2004**

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

## **EXPLANATORY NOTE**

### **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the Registration Statement No. 333-202211 on Form S-3 filed by Ultra Clean Holdings, Inc., a Delaware corporation (the “Company”) with the Securities and Exchange Commission (the “SEC”) on February 20, 2015 (the “Registration Statement”), registering 1,437,500 shares of the Company’s common stock for resale, from time to time, by the selling shareholder identified in the Registration Statement. The Registration Statement was declared effective by the SEC on March 4, 2015.

The Company has no further obligation to maintain effectiveness of the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, this Post-Effective Amendment No. 1 is being filed to terminate the effectiveness of the Registration Statement and to remove from registration all securities registered but not sold under the Registration Statement. As a result of this deregistration, no securities remain registered for resale pursuant to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hayward, State of California, on this 24<sup>th</sup> day of February, 2016.

ULTRA CLEAN HOLDINGS,  
INC.

By: /s/ James P. Scholhamer  
James P. Scholhamer  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the registration statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ James P. Scholhamer James P. Scholhamer	Chief Executive Officer and Director  (Principal Executive Officer)	February 24, 2016
/s/ Kevin C. Eichler Kevin C. Eichler	President, Chief Financial Officer and Secretary  (Principal Financial Officer)	February 24, 2016
/s/ Sheri Brumm Sheri Brumm	Senior Vice President of Finance and  Chief Accounting Officer  (Principal Accounting Officer)	February 24, 2016
* Clarence L. Granger	Director	February 24, 2016

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\*  
David T. ibnAle                      Director                      February 24, 2016

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Leonid Mezhvinsky                      Director                      February 24, 2016

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Emily Maddox Liggett                      Director                      February 24, 2016

Thomas T. Edman                      Director

Barbara V. Scherer                      Director

\*BY: /s/ Kevin C. Eichler  
Kevin C. Eichler  
*Attorney-in-fact*