

TTM TECHNOLOGIES INC

Form 424B3

February 10, 2010

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**Filed pursuant to Rule 424(b)(3)
Registration Statement No. 333-164012**

PROXY STATEMENT/PROSPECTUS

To the Stockholders of TTM Technologies, Inc. and the Shareholders of Meadville Holdings Limited:

On behalf of the board of directors of TTM Technologies, Inc., we are pleased to deliver to you this proxy statement/prospectus relating to the proposed issuance and sale by us of 36,334,000 shares of our common stock in connection with the acquisition transaction described below.

On November 16, 2009, we and certain of our subsidiaries entered into a stock purchase agreement with Meadville Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands and listed on the Stock Exchange of Hong Kong, and one of Meadville's subsidiaries, pursuant to which we have agreed to acquire the entire outstanding capital stock of all of Meadville's indirect wholly owned subsidiaries that comprise and operate Meadville's printed circuit board, or PCB, business. The aggregate purchase price consideration will consist of \$114,034,328 in cash and the issuance of 36,334,000 shares of our common stock to Meadville, plus our assumption of indebtedness of those subsidiaries. In this proxy statement/prospectus we refer to the transactions contemplated by the stock purchase agreement as the PCB Combination and to the subsidiaries we have agreed to acquire from Meadville as the PCB Subsidiaries.

The proposed PCB Combination is being effected through the purchase by TTM Hong Kong Limited, one of our indirect wholly owned subsidiaries, of all of the capital stock of the PCB Subsidiaries owned by MTG Investment (BVI) Limited, or MTG, a wholly owned subsidiary of Meadville. Completion of the PCB Combination requires the approval by our stockholders of the issuance of 36,334,000 shares of our common stock. Our board of directors has scheduled a special meeting of our stockholders to obtain this approval on March 12, 2010. We currently estimate that approximately 46% of the shares of our common stock outstanding after completion of the PCB Combination will be held by Meadville and, following the effectiveness of Meadville's special dividend of our shares to its shareholders or their transferees as described in this proxy statement/prospectus, ultimately by Meadville's shareholders or their transferees.

Consummation of the PCB Combination is subject to a number of conditions described in this proxy statement/prospectus, including the approval by our stockholders of the issuance and sale to Meadville of 36,334,000 shares of our common stock. For a description of these conditions, see the section entitled The PCB Combination Conditions to Completion of the PCB Combination in this proxy statement/prospectus.

Except for the approval by our stockholders of the issuance and sale by us of 36,334,000 shares of our common stock, our stockholders are not being requested, and are not entitled, to vote to approve the PCB Combination itself or any of the other transactions contemplated by the stock purchase agreement.

Approval of the proposed issuance of shares of our common stock in the PCB Combination requires the affirmative vote of the holders of our shares representing not less than a majority (greater than 50%) of the votes present in person or represented by proxy at the special meeting and entitled to vote thereon, provided that a quorum consisting of the holders of not less than a majority (greater than 50%) of the votes entitled to be cast by our stockholders is present at the special meeting in person or by proxy.

We believe that the PCB Combination will:

create a leading global PCB company with high-technology capabilities and a highly diversified revenue mix by geography and end-market;

result in a one stop global solution from quick-turn through volume production and a focused facility specialization strategy;

create an opportunity for us to capture significant incremental volume business from existing and new customers in North America, Europe, the Middle East, and Africa;

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position us to serve the growing Asian market demand;

result in a global sales force and manufacturing platform;

create a combination of entities with complementary footprints, customers, and end-markets;

further diversify our end-market exposure and customer base;

result in the creation of operational efficiencies; and

combine deep, talented management teams with leading expertise in the U.S. and the People's Republic of China, or PRC.

This proxy statement/prospectus also provides information about us, Meadville, the PCB Subsidiaries, and our proposed acquisition of the PCB Subsidiaries that our stockholders should know when they vote. **In particular, the section entitled Risk Factors beginning on page 19 contains a description of risks that you should consider in evaluating the proposed PCB Combination. We urge you to read this entire proxy statement/prospectus carefully.**

Our board of directors previously approved our execution of the stock purchase agreement, which we executed on November 16, 2009 and pursuant to which we agreed to acquire the PCB Subsidiaries, and the issuance of shares of our common stock pursuant to the stock purchase agreement. Accordingly, our board of directors unanimously recommends that our stockholders vote for approval of the proposed issuance of 36,334,000 shares of our common stock in connection with the PCB Combination.

If you are a holder of our shares of common stock, whether or not you plan to attend the special meeting, your vote is very important. Please sign and submit your proxy as soon as possible so that your shares can be voted at the special meeting in accordance with your instructions. Record holders of our common stock can vote via the Internet, by telephone, or by mailing the enclosed proxy card (beneficial owners may vote via the Internet, by telephone, or by mailing the enclosed voting instructions). Instructions for using these convenient services appear on the instructions on the enclosed proxy card or voting instructions.

On behalf of our company, we look forward to seeing our stockholders at the special meeting and we thank you for your support.

Sincerely,

Kenton K. Alder
Chief Executive Officer and President

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

Proxy statement/prospectus dated February 10, 2010 and first mailed to our stockholders and Meadville shareholders on or about February 11, 2010.

In addition to this proxy statement/prospectus, we, certain of our subsidiaries, and Meadville will prepare a joint Circular to be issued to Meadville's shareholders in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong and the Hong Kong Code on Takeovers and Mergers. The Circular is subject to the approval of the Stock Exchange of Hong Kong and the Corporate Finance Division of the Securities Futures Commission of Hong Kong.

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 12, 2010**

To the Stockholders of TTM Technologies, Inc.:

We will hold a special meeting of stockholders at our corporate offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704, on March 12, 2010 at 10:00 a.m., Pacific time, for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of 36,334,000 shares of our common stock in connection with the proposed acquisition of certain companies engaged in the printed circuit board business pursuant to the terms of a Stock Purchase Agreement, dated as of November 16, 2009, among our company, Meadville Holdings Limited, MTG Investment (BVI) Limited, TTM Technologies International, Inc., and TTM Hong Kong Limited; and
2. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Our board of directors has unanimously approved the PCB Combination and the issuance of our shares of common stock in the PCB Combination pursuant to the stock purchase agreement, and recommends that you vote for the proposal to approve the issuance of 36,334,000 shares of our common stock in connection with the proposed PCB Combination. A copy of the stock purchase agreement is attached as Annex A to the accompanying proxy statement/prospectus. The proposal is described in more detail in the accompanying proxy statement/prospectus, which we encourage you to read in its entirety before voting.

Only our stockholders of record at the close of business on February 1, 2010, which we refer to as the Record Date, are entitled to notice of the special meeting and to vote at the special meeting and at any adjournments or postponements thereof. A list of such holders as of the Record Date will be available during normal business hours for examination by any such holder for a period of ten days prior to the date of the special meeting, at our principal executive offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704.

All of our stockholders are urged to attend the meeting in person or by proxy. **Your vote is important. Whether or not you expect to attend the meeting in person, please sign and submit your proxy as soon as possible so that your shares can be voted at the special meeting in accordance with the instructions on the enclosed proxy card.** The proxy is revocable and will not affect your right to vote in person in the event you attend the special meeting. You may revoke your proxy at any time before it is voted. If you receive more than one proxy card because your shares are registered in different names or at different addresses, please sign and return each proxy card so that all of your shares will be represented at the special meeting.

By Order of the Board of Directors,

Steven W. Richards
Secretary

Santa Ana, California
February 10, 2010

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IMPORTANT

We file annual, quarterly, and special reports, proxy statements, and other information with the Securities and Exchange Commission, or SEC, under the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. You may read and copy these reports and other information filed by us at the Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet web site that contains reports, proxy statements, and other information about issuers, like us, who file electronically with the SEC through the Electronic Data Gathering, Analysis and Retrieval (EDGAR) system. The address of this site is www.sec.gov.

This proxy statement/prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this proxy statement/prospectus. You may request this information, which includes copies of our annual, quarterly, and special reports, proxy statements, and other information, from us, without charge, excluding all exhibits, unless we have specifically incorporated by reference an exhibit in this proxy statement/prospectus. Our stockholders and Meadville shareholders may obtain documents incorporated by reference in this proxy statement/prospectus by requesting them from us in writing or by telephone at the following address or telephone number:

TTM Technologies, Inc.
2630 South Harbor Boulevard
Santa Ana, California 92704
(714) 327-3000

To obtain timely delivery, holders of our common stock must request any information no later than March 4, 2010.

In addition, we provide copies of our Forms 8-K, 10-K, 10-Q, Proxy Statement, and Annual Report at no charge to investors upon request and we make electronic copies of our most recently filed reports available through our website at www.ttmtech.com/investors/investors.jsp as soon as reasonably practicable after filing such material with the SEC.

For a more detailed description of the information incorporated by reference into this proxy statement/prospectus and how you may obtain it, see the sections entitled **Where You Can Find More Information** and **Incorporation of Certain Information by Reference**.

Holders of our common stock who have questions about the special meeting or how to vote or revoke their proxy should contact The Altman Group by telephone at (866) 521-4428 (toll-free) or via email at www.ttmproxyinfo@altmangroup.com.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

What is the proposed transaction to which this proxy statement/prospectus relates?

This proxy statement/prospectus relates to the issuance by our company of 36,334,000 shares of our common stock in the proposed acquisition by us of the PCB Subsidiaries, as contemplated by the Stock Purchase Agreement, dated November 16, 2009, between us, TTM Technologies International, Inc., TTM Hong Kong Limited, Meadville Holdings Limited, and MTG Investment (BVI) Limited, which we refer to as the stock purchase agreement. The PCB Combination is being effected through TTM Hong Kong Limited's purchase of all of the shares of capital stock of the PCB Subsidiaries owned by MTG Investment (BVI) Limited, a wholly owned subsidiary of Meadville. Completion of the PCB Combination requires the approval by holders of our common stock of the issuance of 36,334,000 shares of our common stock.

Our stockholders are not being requested and are not entitled under applicable Delaware law or our Certificate of Incorporation to vote to approve the PCB Combination itself or any of the other transactions contemplated by the stock purchase agreement.

When and where will the special meeting be held and what business will occur at the meeting?

The special meeting will be held at 10:00 a.m., Pacific time, on March 12, 2010, at our corporate offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704. At the special meeting, holders of our common stock will be asked to consider and vote upon the issuance of 36,334,000 shares of our common stock in connection with the PCB Combination. You do not need to be present at the special meeting to have your vote counted. By utilizing any one of the various voting procedures described in this proxy statement/prospectus prior to the date of the special meeting, your vote will be counted and included in the final results.

How does TTM's board of directors recommend that holders of its common stock vote with respect to the proposal?

Our board of directors recommends a vote for approval of the issuance of 36,334,000 shares of our common stock in connection with the PCB Combination.

Why is it important for holders of TTM's common stock to vote?

We cannot complete the PCB Combination unless the issuance of 36,334,000 shares of our common stock is approved by the affirmative vote of not less than a majority (greater than 50%) of the votes present in person or represented by proxy at the special meeting and entitled to vote thereon.

Why are holders of TTM's common stock being asked to approve the issuance of shares of its common stock?

We will issue 36,334,000 shares of our common stock, or up to approximately 46% of our common stock outstanding after completion of the PCB Combination, to Meadville in connection with the PCB Combination. Meadville will subsequently distribute the shares of our common stock that it receives in the PCB Combination to Meadville's shareholders by way of a special dividend or, to the extent a Meadville shareholder so elects, Meadville will sell the shares of our common stock that such Meadville shareholder would have been entitled to receive and remit the net cash proceeds of sale thereof to such electing Meadville shareholder. The rules of the Nasdaq Stock Market, where our

shares of common stock are listed for trading, require the approval of holders of our common stock prior to the issuance of additional shares of our common stock in connection with the acquisition of the stock or assets of another company if:

the common stock will have voting power equal to or in excess of 20% of the voting power outstanding before the issuance of such stock; or

the number of shares of common stock issued will be equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of such stock.

Therefore, your approval is required for the issuance of shares of our common stock in connection with the PCB Combination.

We and Meadville, among other parties, executed the stock purchase agreement on November 16, 2009. Our stockholders are not being asked to vote on the proposed PCB Combination itself, but instead solely on whether we may issue 36,334,000 shares of our common stock in connection with the PCB Combination. If the requisite number of our shares are not voted

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in favor of the issuance, we will be unable to effect the PCB Combination under the terms set forth in the stock purchase agreement.

Who may vote at the special meeting?

Only holders of record of our common stock listed on our books at the close of business on February 1, 2010, which we refer to as the Record Date, will be entitled to notice of, and to vote at, the special meeting. As of the Record Date, there were outstanding 43,186,855 shares of our common stock.

Are there different voting procedures depending on how I hold my TTM common stock?

Many holders of our common stock hold their shares through a stockbroker, bank, or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares of our common stock held of record and those owned beneficially.

Holder of Record

If your shares of our common stock are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares of our common stock, the holder of record, and these proxy materials are being sent directly to you by us. As the holder of record, you have the right to grant your voting proxy directly to our company or to vote in person at the special meeting. We have enclosed a proxy card for you to use.

Beneficial Owner

If your shares of our common stock are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of securities held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered, with respect to those securities, the holder of record. As the beneficial owner, you have the right to direct your broker or nominee on how to vote and you are also invited to attend the special meeting. Your broker or nominee has enclosed a voting instruction card for you to use in directing the broker or nominee regarding how to vote your securities. The voting instruction card provides various alternative voting methods, such as via the Internet, by telephone, or by mail.

How many votes may a holder of TTM's common stock cast?

Each share of our common stock has one vote. The enclosed proxy card shows the number of shares of our common stock that you are entitled to vote.

How can I vote my TTM common stock in person at the special meeting?

Shares of our common stock held directly in your name as the holder of record may be voted in person at the special meeting. If you choose to do so, please bring the enclosed proxy card and proof of identification. Even if you plan to attend the special meeting, we recommend that you also submit your proxy as described below so that your vote will be counted if you later decide not to attend the special meeting. Securities held in street name may be voted in person by you only if you obtain a signed proxy from the record holder giving you the right to vote the securities in person.

How can I vote my TTM common stock without attending the special meeting?

Whether you hold securities directly as the holder of record or beneficially in street name, you may direct your vote without attending the special meeting. You may vote your directly held securities by granting a proxy or, for securities held in street name, by submitting voting instructions to your broker, bank, or nominee following the instructions on the form included with this proxy statement/prospectus by the deadline indicated on that form.

How do I vote?

If you are the stockholder of record (that is, the shares are held in your name), you may vote your proxy in one of three convenient ways:

By the Internet

Go to www.voteproxy.com and follow the instructions. You will need the control number that appears on your proxy card included in this proxy statement/prospectus. This method of voting will be available until 8:59 p.m., Pacific time, on March 11, 2010.

By telephone

On a touch-tone telephone, call toll-free (800) 776-9437 and follow the instructions. You will need the control number that appears in the box on the front of your proxy card included in this proxy

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statement/prospectus. This method of voting will be available until 8:59 p.m., Pacific time, on March 11, 2010.

By mail

If you vote by traditional proxy card, mark your selections on the proxy card, date the card, and sign your name exactly as it appears on the card, then mail it in the postage-paid envelope enclosed with the materials. You should mail the proxy card in plenty of time to allow delivery to our transfer agent prior to the meeting.

If you are a stockholder of record and attend the meeting, you may deliver your completed proxy card in person. If you are not the stockholder of record (that is, your shares are held in the name of a bank, broker, or other holder of record, which is often referred to as held in street name) then you will receive instructions from the holder of record that you must follow to ensure that your shares are voted as you wish. You will not be able to vote those shares at the meeting unless you have received, in advance, a proxy card from the record holder (that is, the bank, broker, or other holder of record).

If you complete and properly sign and timely return a proxy card to us or complete your proxy by telephone or online, your shares will be voted as you direct.

What vote is required to take action at the special meeting?

In order to conduct business at the special meeting, a quorum must be present. The presence of the holders of not less than a majority (greater than 50%) of the votes entitled to be cast by holders of our common stock constitutes a quorum. We will treat our common stock represented by a properly signed and returned proxy, including abstentions and broker non-votes, as present at the special meeting for the purposes of determining the existence of a quorum. If a quorum is not present, it is expected that the special meeting will be adjourned or postponed to solicit additional proxies.

Assuming a quorum is present, approval of the issuance of shares of our common stock in connection with the PCB Combination requires the affirmative vote of holders of shares representing not less than a majority (greater than 50%) of the votes present in person or represented by proxy at the special meeting and entitled to vote thereon.

What does it mean if I receive more than one proxy card or voting instruction card?

It means that your securities are registered differently or are in more than one account. Please complete and return all proxy cards and voting instruction cards you receive.

May I change my vote after I have given it?

You may change your proxy instructions and your vote at any time prior to the vote at the special meeting. For shares held directly in your name, you may accomplish this by granting a new proxy bearing a later date, which automatically revokes the earlier proxy, and delivering such new proxy to our Secretary either by mail or by calling the phone number, or accessing the Internet address, listed on the proxy card or by attending the special meeting and voting in person. Attendance at the special meeting will not cause your previously granted proxy to be revoked unless you specifically request to do so. For securities held beneficially by you, you may accomplish this by submitting new voting instructions to your broker, bank, or nominee by the deadline indicated in the instructions sent to you by your broker, bank, or nominee.

Who bears the cost of soliciting proxies?

We will pay the entire cost of preparing, assembling, printing, mailing, and distributing these proxy materials. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or by electronic communication by our directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. We have retained the services of The Altman Group to aid in the solicitation of proxies from banks, brokers, nominees, and intermediaries. We will pay The Altman Group a fee of \$6,500 for its services, plus we will reimburse The Altman Group for various out-of-pocket and other expenses. We may also, upon request, reimburse brokerage firms and other persons representing beneficial owners of our common stock for their expenses in forwarding solicitation materials to such beneficial owners.

How are votes counted?

For the proposal, you may vote for, against, or abstain. If you abstain, it has the same effect as a vote against the proposal. If you sign your proxy card or broker voting instruction card with no further instructions, your shares of our common stock will be voted in accordance with the recommendations of the

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board of directors described in this proxy statement/prospectus because you will have conferred on the persons named as proxy holders discretionary authority to do so by the act of returning your proxy card or broker voting instruction card. Unless you give other instructions on your proxy card included with this proxy statement/prospectus, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our board of directors. With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by our board of directors or, if no recommendation is given, in their own discretion.

If my securities are held in street name by my broker, will my broker vote my TTM common stock for me?

Included with this proxy statement/prospectus you should have received from your broker a voting instruction card with instructions on how to vote your securities and how to provide instructions to your broker on how you want your securities voted. If you have any questions regarding the procedures necessary for your broker to vote your securities, you should contact your broker directly. Please instruct your broker as to how you would like him or her to vote your securities following the procedures on the instruction card.

What are broker non-votes ?

Broker non-votes are securities held by banks, brokers, or nominees for which, with respect to any item to be voted upon, voting instructions have not been received from the beneficial owners or the persons entitled to vote those securities and with respect to which the bank, broker, or nominee does not have discretionary voting power under rules applicable to broker-dealers. Broker non-votes, if any, will have no effect on the vote on the proposal to issue our shares of common stock, assuming that there is a quorum.

What do holders of TTM common stock need to do now?

After carefully reading and considering the information contained in this proxy statement/prospectus, you should either complete, sign, and date your proxy card and voting instructions and return them in the enclosed postage-paid envelope, vote by phone or by the Internet as provided for on the voting instruction card included in this package, or vote in person at the special meeting. You can simplify your voting and

save us the expense of mailing and processing paper copies by either voting via the Internet or calling the toll-free number listed on the proxy card. Please vote your securities as soon as possible so that your securities will be represented at the special meeting.

Where can I find the voting results of the special meeting?

We may be able to announce preliminary voting results at the special meeting and we intend to issue a press release with the final results after the special meeting is completed. In addition, we intend to publish the final voting results in a report on Form 8-K that we will file with the SEC.

What will happen if the proposal is not approved?

If the proposal to issue 36,334,000 shares of our common stock in connection with the PCB Combination is not approved, the PCB Combination cannot proceed.

Are there risks associated with the PCB Combination of which holders of TTM common stock should be aware?

Yes. There are risks to us and Meadville, and the combined company may not achieve the expected financial and operating benefits because of, among other reasons, the risks and uncertainties discussed in the section entitled Risk Factors. In deciding whether to approve the issuance of shares of our common stock, we urge you to carefully read and consider the risk factors contained in the section entitled Risk Factors.

Do TTM's stockholders have appraisal rights in connection with the PCB Combination?

Under Delaware law and our Certificate of Incorporation, holders of our common stock are not entitled to any rights to seek appraisal of their securities or to exercise any preemptive rights in connection with the proposal to issue 36,334,000 shares of our common stock in connection with the PCB Combination.

Who should I contact if I have questions about the special meeting?

If you have questions about the special meeting, please contact The Altman Group by telephone at (866) 521-4428 (toll-free) or via email at ttmiproxyinfo@altmangroup.com.

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SUMMARY

*This section highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. To better understand the proposed transaction, you should read this entire proxy statement/prospectus carefully, as well as those additional documents to which we refer you. You may obtain more information by following the instructions in the section entitled *Where You Can Find More Information*. We have included page references for certain items to direct you to more complete descriptions of the topics presented in this summary.*

*Unless otherwise indicated or unless the context requires otherwise, all references in this document to *TTM*, our company, *we*, *us*, *our*, and similar names refer to TTM Technologies, Inc. and its subsidiaries; all references in this document to *Meadville* refer to Meadville Holdings Limited; all references in this document to the *PCB Subsidiaries* refer to MTG Management (BVI) Limited, MTG PCB (BVI) Limited, MTG PCB No. 2 (BVI) Limited, MTG Flex (BVI) Limited, and their respective subsidiaries engaged in the printed circuit board business; all references in this document to the *stock purchase agreement* refer to the Stock Purchase Agreement, dated as of November 16, 2009, among TTM Technologies, Inc., TTM Technologies International, Inc., TTM Hong Kong Limited, Meadville Holdings Limited, and MTG Investment (BVI) Limited, a copy of which is attached as Annex A to this proxy statement/prospectus; the term *PCB Business* refers to Meadville's business operations that have historically conducted PCB operations; and all references to the *PCB Combination* refer to the transactions contemplated by the stock purchase agreement and the agreements ancillary to the stock purchase agreement.*

All references to *HK\$* are to Hong Kong Dollars, and all other references to *\$* are to U.S. Dollars unless otherwise noted.

TTM Technologies, Inc.

We are a one-stop provider of time-critical and technologically complex PCBs and backplane assemblies, which serve as the foundation of sophisticated electronic products. We serve high-end commercial and aerospace/defense markets including the networking/communications infrastructure, high-end computing, defense, and industrial/medical markets which are characterized by high levels of complexity and moderate production volumes. Our customers include both original equipment manufacturers (OEMs), electronic manufacturing services (EMS) providers, and aerospace/defense companies. Our time-to-market and high technology focused manufacturing services enable our customers to reduce the time required to develop new products and bring them to market. In 2006, we completed the acquisition of the Tyco Printed Circuit Group business (PCG) from Tyco International Ltd. for a total purchase price of \$226.8 million, excluding acquisition costs. We acquired six PCB fabrication facilities and three backplane assembly facilities, and during the second quarter of 2007 we ceased production in one PCB fabrication facility in Dallas, Oregon. As of December 31, 2009, we operated a total of nine facilities, eight of which are located in the United States and one of which is located in Shanghai, China. In the second quarter of 2009 we ceased operations at our Redmond, Washington facility. In addition, in September 2009 we announced that we would cease operations at our Hayward, California and Los Angeles, California facilities. We ceased operations at the Los Angeles, California facility in the fourth quarter of 2009 and expect to cease operations at the Hayward, California facility in the first quarter of 2010.

For the nine months ended September 28, 2009, based on financial statements prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP, we generated \$432.5 million in net sales and \$2.5 million in net income.

Our common stock is listed on the NASDAQ Global Select Market under the symbol TTMI. We were originally incorporated in Washington in 1978 and reincorporated in Delaware in 2005. We maintain our executive offices at 2630 South Harbor Boulevard, Santa Ana, California 92704, and our main telephone number at that location is (714) 327-3000. We also maintain a website on the Internet at www.ttmtech.com. The information contained on our website does not constitute part of this proxy statement/prospectus.

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Recent Events Relating to TTM Technologies, Inc.

On February 4, 2010 we issued a press release relating to our operating results for the fourth quarter of 2009 and for the full year ended December 31, 2009. Our fourth quarter 2009 net sales were \$149.9 million. This represented an increase of \$10.8 million, or 7.8 percent, from third quarter 2009 net sales of \$139.1 million. Our fourth quarter 2009 gross margin of 18.5 percent improved from third quarter 2009 gross margin of 17.4 percent. Our fourth quarter 2009 operating income of \$7.3 million was an improvement over a third quarter 2009 operating loss of \$5.4 million. We recorded \$17.1 million and \$6.1 million in charges related to previously announced plant closures and the PCB Combination in the third and fourth quarters of 2009, respectively. Net income for the fourth quarter of 2009 was \$2.8 million, or \$0.06 per diluted share, compared to a net loss in the third quarter of 2009 of \$4.9 million, or \$0.11 per basic share.

Net sales of \$582.5 million for the full year 2009 decreased \$98.5 million, or 14.5 percent, from full year 2008 net sales of \$681.0 million. The decrease in sales was primarily due to the weak economy and our restructuring efforts. For 2009, we recorded net income of \$5.2 million, or \$0.12 per diluted share, compared to a net loss of \$36.9 million, or \$0.86 per basic share, in 2008.

Our cash and cash equivalents, restricted cash, and short-term investments at the end of the fourth quarter of 2009 totaled \$215.7 million, an increase of \$15.0 million from \$200.7 million at the end of the third quarter of 2009.

Information Regarding Meadville and the PCB Subsidiaries (Page 113)

MTG is the owner of all of the outstanding capital stock of each of MTG Management (BVI) Limited, MTG PCB (BVI) Limited, MTG PCB No. 2 (BVI) Limited, and MTG Flex (BVI) Limited, and each of these entities is the owner of all or a substantial part of the equity interests of numerous subsidiaries engaged in PCB operations. Meadville is one of the leading PCB manufacturers in the PRC by revenue, with a focus on producing high-end products. For the year ended December 31, 2008, Meadville was the third largest PCB manufacturer in the PRC by revenue derived from production in the PRC. Meadville's products include double-sided and multi-layer PCBs, high density interconnect PCBs, or HDI PCBs, rigid-flex PCBs, integrated circuit substrates, which we refer to as IC substrates, circuit design, and quick turnaround (QTA) value-added services. In addition to having the ability to mass produce a wide range of PCB products, Meadville is able to provide a one-stop shop service to its customers, from PCB layout design to small volume quick-turn production of PCBs, including prototypes, to large volume mass production of PCBs.

Meadville's main customers are multinational and PRC OEMs, EMS providers, and PCB traders, many of which are based in the PRC, Japan, South Korea, North America, and Europe. These customers use Meadville's products for a variety of industry applications, including in communications equipment, computers and computer peripherals, cellular phones, high-end consumer electronics, automotive components, and medical and industrial equipment.

Meadville is headquartered in Hong Kong and currently operates a total of seven PCB plants