

Ultra Clean Holdings, Inc.  
Form 8-K  
March 01, 2016

**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): February 26, 2016

**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.)

26462 CORPORATE AVENUE,  
  
HAYWARD, CA  
(Address of Principal Executive  
Offices)

94545  
  
(Zip Code)

Registrant's telephone number, including area code: (510) 576-4400

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)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws.**

On February 26, 2016, the Board of Directors of the Company approved the amendment and restatement of the Company's Amended and Restated Bylaws (as amended and restated, the "Bylaws"). Section 2.06(a) of the Bylaws has been amended to implement a majority voting standard in uncontested elections of directors, superseding the previously plurality voting standard.

The foregoing description is qualified in its entirety by reference to the full text of the Bylaws attached hereto as Exhibit 3.01 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Description</b>
3.01	Amended and Restated Bylaws of Ultra Clean Holdings, Inc.

**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: March 1, 2016 By: /s/ Kevin C. Eichler  
Name: Kevin C. Eichler  
President, Chief  
Title: Financial Officer  
and Secretary

**EXHIBIT INDEX**

**Exhibit  
No.      Exhibit Description**

3.01      Amended and Restated Bylaws of Ultra Clean Holdings, Inc.