

ULTRA CLEAN HOLDINGS INC

Form 3

July 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

AIT HOLDING CO LLC

(Last) (First) (Middle)

245 PARK AVENUE, 20TH FLOOR

(Street)

NEW YORK, NY 10167

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/03/2012

3. Issuer Name and Ticker or Trading Symbol

ULTRA CLEAN HOLDINGS INC [UCTT]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$0.001 par value

4,500,000 ⁽¹⁾ ⁽²⁾

D A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AIT HOLDING CO LLC 245 PARK AVENUE 20TH FLOOR NEW YORK, NY 10167	Â	Â X	Â	Â
HLHZ AIT Holdings, L.L.C. 245 PARK AVENUE 20TH FLOOR NEW YORK, NY 10167	Â	Â X	Â	Â

Signatures

/s/ Joseph Julian, Chairman of the
Board of Managers of AIT
Holding Company LLC

07/13/2012

__Signature of Reporting Person

Date

/s/ David Preiser, Manager of
HLHZ AIT Holdings, L.L.C.

07/11/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

This statement is being filed by AIT Holding Company LLC ("AIT") and HLHZ AIT Holdings, L.L.C. ("HLHZ AIT" and, together with AIT, the "Reporting Persons"). AIT beneficially owns directly 4,500,000 shares (the "Shares") of common stock, \$0.001 par value of

- (1) Ultra Clean Holdings, Inc. ("Ultra Clean"), including 745,920 shares subject to an escrow agreement with Ultra Clean whereby stock certificates for such shares bear the name of an affiliate of the escrow agent as holder while AIT holds sole voting power over such shares. HLHZ AIT owns a majority voting interest in AIT and may be deemed to beneficially own indirectly the Shares.

- The Reporting Persons disclaim beneficial ownership of the Shares in excess of their pecuniary interest, if any, and this report shall not be
- (2) deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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