

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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): January 9, 2023

Ultra Clean Holdings, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50646
(Commission File Number)

61-1430858
(IRS Employer
Identification No.)

26462 Corporate Avenue
Hayward, California
(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)

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	UCTT	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Matters.

On January 9, 2023, Ultra Clean Holdings, Inc. (the “Company”) issued a press release revising its estimated revenue outlook for the fourth quarter of 2022. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

The information furnished under Item 8.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into the Company’s filings with the SEC under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Press Release dated January 9, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 thereunto duly authorized.

ULTRA CLEAN HOLDINGS, INC.

Date:	<u>January 9, 2023</u>	By:	<u>/s/ Paul Y. Cho</u>
		Name:	Paul Y. Cho
		Title:	General Counsel and Corporate Secretary

Ultra Clean Revises Fourth Quarter 2022 Guidance

HAYWARD, Calif., January 9, 2023 /PRNewswire/ Ultra Clean Holdings, Inc. (Nasdaq: UCTT), today announced a revision to its fourth quarter, 2022 revenue guidance.

On October 26, 2022, the Company announced it expected revenue for the fourth quarter of 2022 in the range of \$600 million to \$650 million. The Company now expects revenue to be in the range of \$560 million to \$570 million.

The guidance change is the result of customer order modifications related to the weakening industry environment and manufacturing output declines due to the resurgence of COVID in UCT's China facility. These circumstances were unforeseen when the original guidance was provided, and the Company believes this does not represent a change to its competitive position or capabilities.

The Company is responding to changing business conditions by initiating a series of cost improvement initiatives to reduce operating expenses while balancing investments to ensure long-term growth. Additional details will be provided during the Company's Fourth Quarter and Full Year 2022 Earnings call.

About Ultra Clean Holdings, Inc.

Ultra Clean Holdings, Inc. is a leading developer and supplier of critical subsystems, components and parts, and ultra-high purity cleaning and analytical services primarily for the semiconductor industry. Under its Products division, UCT offers its customers an integrated outsourced solution for major subassemblies, improved design-to-delivery cycle times, design for manufacturability, prototyping, and high-precision manufacturing. Under its Services Division, UCT offers its customers tool chamber parts cleaning and coating, as well as micro-contamination analytical services. Ultra Clean is headquartered in Hayward, California. Additional information is available at www.uct.com.

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