#### HAYWARD DEBORAH E

Form 4

October 27, 2017

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

**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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Add<br>HAYWARD | *                       | _     | 2. Issuer Name and Ticker or Trading Symbol Ultra Clean Holdings, Inc. [UCTT] | 5. Relationship of Reporting Person(s) to Issuer        |  |  |  |
|----------------------------|-------------------------|-------|---|---|--|--|--|
| (Last)                     | (Last) (First) (Middle) |       | 3. Date of Earliest Transaction   | (Check all applicable)                                  |  |  |  |
|                            |                         |       | (Month/Day/Year)  | Director 10% Owner                                      |  |  |  |
| ULTRA CLEAN HOLDINGS,      |                         |       | 10/25/2017  | _X_ Officer (give title Other (specify                  |  |  |  |
| INC., 26462 C              | CORPORAT                | E AVE |   | below) below) Please see Remarks                        |  |  |  |
| (Street)                   |                         |       | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Che                 |  |  |  |
|                            |                         |       | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person |  |  |  |
| HAYWARD, CA 94545          |                         |       |   | Form filed by More than One Reporting Person            |  |  |  |

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year) |        |        | ties A<br>sed of<br>4 and |                      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------|---|--|--------|--------|---------------------------|----------------------|--|---|---|
|                                      |   |  | Code V | Amount | (A)<br>or<br>(D)          | Price                | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   | (I)<br>(Instr. 4)                         |   |
| Common<br>Stock                      | 10/25/2017                              |  | S(1)   | 5,272  | D                         | \$<br>31.7352<br>(2) | 61,702   | D   |   |
| Common<br>Stock                      | 10/25/2017                              |  | S(1)   | 8,600  | D                         | \$<br>32.9409        | 53,102   | D   |   |

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | isable and       | 7. Title | and      | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------------|----------|----------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration Da | ate              | Amour    | nt of    | Derivative  | J |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)            | Underl   | ying     | Security    | 5 |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |                  | Securit  | ies      | (Instr. 5)  | ] |
|             | Derivative  |                     |                    |            | Securities |               |                  | (Instr.  | 3 and 4) |             | ( |
|             | Security    |                     |                    |            | Acquired   |               |                  |          |          |             | J |
|             |             |                     |                    |            | (A) or     |               |                  |          |          |             | J |
|             |             |                     |                    |            | Disposed   |               |                  |          |          |             | - |
|             |             |                     |                    |            | of (D)     |               |                  |          |          |             | ( |
|             |             |                     |                    |            | (Instr. 3, |               |                  |          |          |             |   |
|             |             |                     |                    |            | 4, and 5)  |               |                  |          |          |             |   |
|             |             |                     |                    |            |            |               |                  |          | Amount   |             |   |
|             |             |                     |                    |            |            |               |                  |          | or       |             |   |
|             |             |                     |                    |            |            | •             | Expiration       |          | Number   |             |   |
|             |             |                     |                    |            |            | Exercisable   | Exercisable Date |          | of       |             |   |
|             |             |                     |                    | Code V     | (A) (D)    |               |                  |          | Shares   |             |   |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAYWARD DEBORAH E ULTRA CLEAN HOLDINGS, INC. 26462 CORPORATE AVE HAYWARD, CA 94545

Please see Remarks

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### **Signatures**

/s/ Sheri Savage as attorney-in-fact for Deborah E. Hayward

10/27/2017

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Shares sold pursuant to a previously established Rule 10b5-1 Plan.
- This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$31.42 to \$32.32. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4
- This is the weighted average sale price. Shares were sold in multiple transactions at prices from \$32.48 to \$33.19. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

#### **Remarks:**

SVP, Customer Relationship Management

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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