

ULTRA CLEAN HOLDINGS INC  
Form SC 13G/A  
February 13, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No.  5 )

Ultra Clean Holdings, Inc.

\_\_\_\_\_  
(Name of Issuer)

Common Stock, Par Value \$.001

\_\_\_\_\_  
(Title of Class of Securities)

90385V107

\_\_\_\_\_  
(CUSIP Number)

with a copy to:

Austin W. Marxe                      Allen B. Levithan, Esq.  
527 Madison Avenue, Suite 2600          Lowenstein Sandler PC  
New York, New York 10022                  65 Livingston Avenue  
    Roseland, New Jersey 07068  
    (973) 597-2406

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 31, 2013  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter disclosures provided in a prior cover page.  
The information required on the remainder of this cover page shall not be  
deemed  
to be ?filed? for the purpose of Section 18 of the Securities Exchange Act  
of  
1934 (?Act?) or otherwise subject to the liabilities of that section of the  
Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

Cusip No. 90385V107                      13G                      Page 2 of 6 Pages  
1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons  
(entities only):

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Austin W. Marxe, David M. Greenhouse and Adam C. Stettner

2. Check the Appropriate Box if a Member of a Group (See Instructions):

- (a)  Not Applicable  
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Not Applicable

6. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Voting Power: 0  
8. Shared Voting Power: 2,624,868\*  
9. Sole Dispositive Power: 0  
10. Shared Dispositive Power: 2,624,868\*\_\_\_\_\_

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,624,868\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13. Percent of Class Represented by Amount in Row (11): 9.2%\*

14. Type of Reporting Person (See Instructions): IA, IN

\* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?) and Adam C. Stettner (?Stettner?). Marxe, Greenhouse and Stettner share sole voting and investment power over 822,244 shares of Common Stock owned by Special Situations Cayman Fund, L.P., and 1,802,624 shares of Common Stock owned by Special Situations Fund III QP, L.P. See Items 2 and 4 of this Schedule for additional information.

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Item 1. Security and Issuer:

- (a) Ultra Clean Holdings, Inc.  
(b) 26462 Corporate Avenue, Hayward, California 94545

Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marxe (?Marxe?), David M. Greenhouse (?Greenhouse?) and Adam C. Stettner (?Stettner?), who are members of SSCayman LLC (?SSCay?), the general partner of Special Situations Cayman Fund, L.P. (?Cayman?). Marxe, Greenhouse and Stettner are controlling principals of AWM Investment Company, Inc. (?AWM?), the general partner of MGP Advisers Limited Partnership (?MGP?), the general partner of Special Situations Fund III QP, L.P. (?SSFQP?). AWM serves as the investment adviser to Cayman and SSFQP. The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

(b) Address of Principal Business Office or, if none, Residence:

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The principal business address for Marxe, Greenhouse and Stettner is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

Austin W. Marxe, David M. Greenhouse Adam C. Stettner are United States citizens.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 90385V107.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether

the person filing is a: Not Applicable

- (a)  Broker or Dealer registered under section 15 of the Act;
- (b)  Bank as defined in section 3(a) (6) of the Act;
- (c)  Insurance Company as defined in section 3(a) (19) of the Act;
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940;
- (e)  An Investment Adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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(g)  A parent holding company or control person in accordance with §240.13d-

1(b)(1)(ii)(G);

(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance

Act;

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

(j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

(a) Amount Beneficially Owned: Messrs. Marxe, Greenhouse and Stettner beneficially own a total of 2,624,868 shares of Common Stock. This amount includes 822,244 shares of Common Stock owned by Cayman and 1,802,624 shares of Common Stock owned by SSFQP.

(b) Percent of Class: Messrs. Marxe, Greenhouse and Stettner beneficially own 9.2% of the shares outstanding, of which Cayman owns 2.9% of the outstanding shares and SSFQP owns 6.3% of the outstanding shares.

(c) Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 2,624,868

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:

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2,624,868

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following \_\_\_.

Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: Not Applicable.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices of Dissolution of Group: Not applicable.

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Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2014

/s/ Austin W. Marxe  
AUSTIN W. MARXE

/s/David M Greenhouse  
DAVID M. GREENHOUSE

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/s/Adam C. Stettner  
ADAM C. STETTNER

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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JOINT FILING AGREEMENT

Austin W. Marxe, David M. Greenhouse and Adam C. Stettner hereby agree that the Schedule 13G to which this agreement is attached is filed on behalf of each of them.

/s/\_Austin W. Marxe  
Austin W. Marxe

/s/\_David M. Greenhouse  
David M. Greenhouse

/s/ Adam C. Stettner  
Adam C. Stettner

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