

ULTRA CLEAN HOLDINGS INC
Form SC 13G
February 13, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Ultra Clean Holdings, Inc.

(Name of Issuer)

Common Stock; Par value \$.001

(Title of Class of Securities)

90385V107

(CUSIP Number)

December 31, 2008

(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 the disclosures provided in a prior cover page.

The information required in 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1. Names of Reporting Persons.
HomeField Capital L.P.

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

- (a)
- (b)

3. SEC Use Only
.....

4. Citizenship or Place of Organization: Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- 5. Sole Voting Power: 2,029,868
- 6. Shared Voting Power: -0-
- 7. Sole Dispositive Power: 2,029,868
- 8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,029,868

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
.....

11. Percent of Class Represented by Amount in Row (11) 9.55%

12. Type of Reporting Person (See Instructions) IA

1. Names of Reporting Persons.
HomeField Capital Associates LLC

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

(a)

(b)

3. SEC Use Only
.....

4. Citizenship or Place of Organization: Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power: -2,029,868-

6. Shared Voting Power: -0-

7. Sole Dispositive Power: -2,029,868-

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,029,868

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
.....

11. Percent of Class Represented by Amount in Row (11) 9.55%

12. Type of Reporting Person (See Instructions) OO

1. Names of Reporting Persons.
William J. Feil

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power: 2,029,8681

6. Shared Voting Power: -0-

7. Sole Dispositive Power: 2,029,868

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,029,868

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
.....

11. Percent of Class Represented by Amount in Row (11) 9.55%

12. Type of Reporting Person (See Instructions) IN

1 Represents the holdings of HomeField Capital L.P. William J. Feil disclaims any beneficial ownership interest of the shares held by any funds or accounts for which HomeField Capital L.P. acts as an investment adviser, except for that portion of such shares that relates to his economic interest in such shares, if any.

1. Names of Reporting Persons.
Richard Crosby

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

(a)

(b)

3. SEC Use Only
.....

4. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power: 2,029,8682
	6.	Shared Voting Power: -0-
	7.	Sole Dispositive Power: 2,029,868
	8.	Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,029,868

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
.....

11. Percent of Class Represented by Amount in Row (11) 9.55%

12. Type of Reporting Person (See Instructions) IN

2 Represents the holdings of HomeField Capital L.P. Richard Crosby disclaims any beneficial ownership interest of the shares held by any funds or accounts for which HomeField Capital L.P. acts as an investment adviser, except for that portion of such shares that relates to his economic interest in such shares, if any.

1. Names of Reporting Persons.
William J. Vernon

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