

ULTRA CLEAN HOLDINGS INC  
Form 8-K  
May 20, 2011

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): May 19, 2011

ULTRA CLEAN HOLDINGS, INC.  
(Exact Name of Registrant  
as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

000-50646  
(Commission File Number)

61-1430858  
(IRS Employer Identification No.)

26462 CORPORATE AVENUE,  
HAYWARD, CA  
(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)

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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 (see General Instruction A.2. below):

- 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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Company's Annual Meeting of Stockholders held on May 19, 2011, stockholders considered and approved four proposals, each of which is described in more detail in the Company's definitive proxy statement filed on April 22, 2011 for the Annual Meeting of Stockholders.

The vote results detailed below represent the final results as certified by the Inspector of Elections:

Proposal 1

Election of directors for a one-year term.

| Director            | For        | Withheld  | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| Susan Billat        | 14,547,043 | 89,601    | 3,064,140        |
| John Chenault       | 14,567,577 | 69,067    | 3,064,140        |
| Clarence L. Granger | 14,333,813 | 302,831   | 3,064,140        |
| David T. ibnAle     | 13,568,858 | 1,067,786 | 3,064,140        |
| Leonid Mezhevinsky  | 13,298,254 | 1,338,390 | 3,064,140        |

Proposal 2

Ratification of the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for fiscal 2011.

| For        | Against | Abstain |
|------------|---------|---------|
| 17,486,245 | 211,210 | 3,329   |

Proposal 3

Approval, by non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 14,358,274 | 51,527  | 226,843 | 3,064,140        |

Proposal 4

Selection, by a non-binding advisory vote, of the frequency with which stockholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid by the Company to its Named Executive Officers.

| One Year   | Two Years | Three Years | Abstain |
|------------|-----------|-------------|---------|
| 13,254,126 | 40,750    | 1,111,604   | 230,164 |

In line with the advisory voting by the Company's stockholders, the Company has decided that it will include an advisory stockholder vote on executive compensation in its proxy materials on an annual basis until the next required advisory vote on the frequency of stockholder votes on executive compensation.



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 hereunto duly authorized.

ULTRA CLEAN HOLDINGS, INC.

Date: May 19, 2011

By: /s/ Kevin C. Eichler

Name: Kevin C. Eichler

Title: Chief Financial Officer

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