

ICHOR HOLDINGS, LTD.

FORM 8-K (Current report filing)

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Address	3185 LAURELVIEW CT. FREMONT, CA, 94538
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 8, 2019

ICHOR HOLDINGS, LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-37961
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

3185 Laurelview Ct.
Fremont, California 94538
(Address of principal executive offices, including Zip Code)

(510) 897-5200
(Registrant's telephone number, including area code)

Not Applicable
(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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Promotion of Jeffrey Andreson from CFO to President

On April 8, 2019, Jeffrey Andreson, Chief Financial Officer of Ichor Holdings, Ltd. (the “Company”), was promoted to President of the Company, effective immediately, and will continue to report directly to the Company’s Chief Executive Officer, Thomas Rohrs. Mr. Andreson will temporarily retain the title of Chief Financial Officer until his successor is hired. In connection with his promotion to President, Mr. Andreson’s annual base salary will increase to \$450,000 and his annual incentive target bonus will increase from 70% to 75% of his annual base salary. Additionally, Mr. Andreson will be granted restricted share units and stock options representing a grant-date fair value of \$875,000 and \$375,000, respectively.

Mr. Andreson, 57, has been serving as Ichor’s CFO since 2017. For the three years prior, he served as CFO of Nanometrics, a leading provider of advanced process control systems to the semiconductor industry. Mr. Andreson also served for seven years as CFO of Intevac, a leading supplier of thin-film processing equipment and digital night vision technologies. Mr. Andreson previously spent 12 years at Applied Materials, where he served in several financial leadership and management positions, including as controller of the \$2 billion Applied Global Services business. Mr. Andreson earned his B.S., Finance at San Jose State University and his M.B.A. at Santa Clara University.

A copy of the press release announcing Mr. Andreson’s Promotion to President of the Company is attached hereto as Exhibit 99.1.

A copy of Mr. Andreson’s offer letter is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
<u>10.1</u>	<u>Offer Letter, dated April 8, 2019, between Ichor Systems, Inc. and Jeffrey Andreson.</u>
<u>99.1</u>	<u>Press Release, dated April 10, 2019, announcing Mr. Andreson’s Promotion to President of the Company.</u>

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.

Date: April 10, 2019

ICHOR HOLDINGS, LTD.

/s/ Jeffrey Andreson

Name: Jeffrey Andreson

Title: President and Chief Financial Officer

April 8, 2019

Mr. Jeffrey Andreson
[XXXXXX]
[XXXXXX]

Dear Jeff,

I am pleased to confirm your promotion to the position of President of Ichor Systems, Inc. (“Ichor Systems” or the “Company”). While you will have the enhanced title of President effective immediately, you will also temporarily retain the title of CFO, but only until a successor is hired. Your home office will continue to be in Fremont, CA, and you will continue to report directly to the CEO. The purpose of this letter is to outline with you the specifics of your new position, consistent with the terms below.

Effective Date

The effective date of your promotion is April 8, 2019.

Salary

Your new base salary will be \$17,307.69 biweekly, which when annualized is equivalent to \$450,000.00 per year.

Incentive Bonus

You are eligible to participate in the Company’s performance incentive program. This program is subject to the terms and conditions of the plan and at the discretion of the Board of Directors. Your target bonus is 75% of your annual base salary. This bonus is based on companywide financial metrics and successful completion of established MBOs. This plan is subject to change at any time at the Company’s discretion.

Equity Incentive

You will be granted equity with a grant date fair value in the amount of \$1.25M, comprised of 70% RSUs and 30% NQSOs, under the Ichor Holdings, Ltd. 2016 Omnibus Incentive Plan. You will receive plan documents under separate cover when the grants are approved and issued.

Work Classification

Your position will be salaried, and is considered exempt for purposes of federal wage-hour law, which means that you will not be eligible for overtime pay.

Severance

You will be eligible for severance as outlined in the Ichor Holdings, Ltd Select Severance Plan.

Benefits & PTO

You will continue to be eligible for the Company's benefits and 401(k) plans, as well as the management PTO plan.

Per company policy, your employment with Ichor Systems is at will. This means that either you or Ichor Systems may terminate the employment relationship at any time, with or without cause, with or without notice.

Please note that this offer letter supersedes your previous offer letter dated November 9, 2017.

With respect to the nature of your employment relationship with Ichor Systems, this constitutes the full, complete, and final agreement between you and Ichor Systems. Additionally, no element or elements of the compensation plan listed above can be assigned or transferred by you to any other person, company, or entity of any type.

Sincerely,

/s/ Jennifer S. Speer

Jennifer S. Speer, Vice President Human Resources

ACKNOWLEDGEMENT

I, the undersigned, understand and agree to the terms and conditions of my continued employment, as set forth in this letter. I understand and agree that the terms of this letter supersede any and all prior or contemporaneous agreements and/or promises concerning the terms of my employment and that there are no other promises, expressed or implied, concerning the terms of my employment with Ichor Systems, Inc., other than those expressly set forth or reference herein.

/s/ Jeffrey Andreson April 8, 2019

Jeffrey Andreson, President and Chief Financial Officer

Ichor Promotes Jeff Andreson to President

FREMONT, Calif., April 10, 2019 – Ichor Holdings, Ltd. (NASDAQ: ICHR), a leader in the design, engineering and manufacturing of critical fluid delivery subsystems for semiconductor capital equipment, today announces the promotion of Jeff Andreson to the position of president, effective immediately. Mr. Andreson will continue to serve as chief financial officer of the company until a new CFO is appointed.

“Jeff has played a key leadership role during this period of transformational growth for Ichor,” said Tom Rohrs, Ichor’s chairman and chief executive officer. “During his tenure at Ichor, Jeff has demonstrated his thorough understanding of our business along with his passion for operational excellence and superior financial performance.”

With nearly 30 years of financial leadership and management experience, Mr. Andreson has been serving as Ichor’s CFO since 2017. For the three years prior, he served as CFO of Nanometrics, a leading provider of advanced process control systems to the semiconductor industry. Mr. Andreson also served for seven years as CFO of Intevac, a leading supplier of thin-film processing equipment and digital night vision technologies. Mr. Andreson previously spent 12 years at Applied Materials, where he served in several financial leadership and management positions, including as controller of the \$2 billion Applied Global Services business. Mr. Andreson earned his B.S., Finance at San Jose State University and his M.B.A. at Santa Clara University.

“The promotion to president recognizes Jeff’s significant contributions to the success of Ichor and the strong and highly-complementary partnership that we share,” added Mr. Rohrs. “The Board of Directors and I are gratified to recognize his capabilities and potential in the leadership of Ichor by promoting him to join me in leading the company through this next important phase of growth within our served markets, with a focus on continued improvements in operational execution and financial results.”

About Ichor

We are a leader in the design, engineering and manufacturing of critical fluid delivery subsystems and components for semiconductor capital equipment. Our product offerings include gas and chemical delivery subsystems, collectively known as fluid delivery subsystems, which are key elements of the process tools used in the manufacturing of semiconductor devices. Our gas delivery subsystems deliver, monitor and control precise quantities of the specialized gases used in semiconductor manufacturing processes such as etch and deposition. Our chemical delivery subsystems precisely blend and dispense the reactive liquid chemistries used in semiconductor manufacturing processes such as chemical-mechanical planarization, electroplating, and cleaning. We also manufacture precision machined components, weldments, and proprietary products for use in fluid delivery systems for direct sales to our customers. We also manufacture certain components for internal use in fluid delivery systems and for direct sales to our customers. This vertically integrated portion of our business is primarily focused on metal and plastic parts that are used in gas and chemical systems, respectively. Ichor is headquartered in Fremont, CA. www.ichorsystems.com.

Source: Ichor Holdings, Ltd.

Contact:

Jeff Andreson, President and CFO 510-897-5200

Claire McAdams, IR 530-265-9899

IR@ichorsystems.com

Source: Ichor Holdings, Ltd.