

TTM TECHNOLOGIES INC  
Form POS EX  
May 14, 2008

As filed with the Securities and Exchange Commission on May 14, 2008

File No. 333-148687

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

**POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**TTM TECHNOLOGIES, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**91-1033443**

*(State or other jurisdiction of  
incorporation or organization)*

*(I.R.S. Employer  
Identification Number)*

**2630 South Harbor Boulevard  
Santa Ana, California 92704  
(714) 327-3000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Kenton K. Alder  
Chief Executive Officer  
TTM Technologies, Inc.  
2630 South Harbor Boulevard  
Santa Ana, California 92704  
(714) 327-3000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*Copies to:*

**Michael L. Kaplan, Esq.  
Brian H. Blaney, Esq.  
Greenberg Traurig, LLP  
2375 East Camelback Road, Suite 700  
Phoenix, Arizona 85016**

(602) 445-8000 (phone)  
(602) 445-8100 (facsimile)

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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**Explanatory note**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-148687) of TTM Technologies, Inc. is being filed solely to file the exhibits indicated in Part II Item 16 Exhibits . Other than the addition of the exhibits and corresponding changes to the exhibit index and signature page, the remainder of the Form S-3 is unchanged.

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**Part II**

**Information not required in prospectus**

**Item 16. Exhibits.**

**Exhibit**

**number Exhibit**

- \*1.1 Form of Underwriting Agreement
- \*2.1 Form of Plan of Reorganization(1)
- \*2.2 Agreement and Plan of Merger dated as of June 24, 2005(2)
- \*2.3 Stock and Asset Purchase Agreement by and among Tyco Printed Circuit Group LP, Tyco Electronics Corporation, Raychem International, Tyco Kappa Limited, Tyco Electronics Logistics AG, and TTM (Ozarks) Acquisition, Inc. dated as of August 1, 2006(3)
- \*3.1 Registrant's Certificate of Incorporation(2)
- \*3.2 Registrant's Amended and Restated Bylaws(4)
- \*4.1 Form of Registrant's common stock certificate(2)
- \*4.2 Form of Indenture
- \*5.1 Opinion of Greenberg Traurig, LLP dated March 26, 2008
- 5.2 Opinion of Greenberg Traurig, LLP dated May 14, 2008
- \*10.1 UBS Credit Agreement(5)
- \*10.2 Employment Agreement dated as of December 31, 2005 between the Registrant and Kenton K. Alder(6)
- \*10.3 Form of Executive Change in Control Severance Agreement and schedule of agreements entered into on December 1, 2005(6)
- \*10.4 Employment Agreement dated as of December 1, 2006 between the Registrant and Douglas L. Soder(7)
- \*10.5 Form of Severance Agreement and schedule of agreements entered into on December 1, 2006(7)
- \*10.6 2006 Incentive Compensation Plan(7)
- \*10.7 Form of Stock Option Agreement(7)
- \*10.8 Form of Restricted Stock Unit Award Agreement(7)
- \*10.9 Form of Indemnification Agreement with directors(1)
- \*10.10 Statutory Warranty Deeds for Redmond Facility(1)
- \*21.1 Subsidiaries of the Registrant(7)
- \*23.1 Consent of KPMG LLP, independent registered public accounting firm
- 23.2 Consent of Greenberg Traurig, LLP (contained in Exhibits 5.1 and 5.2)
- \*24.1 Power of Attorney of Directors and Executive Officers (included on the Signature Page of the Registration Statement)
- \*25.1 Statement of Eligibility on Form T-1 of American Stock Transfer & Trust Company

\* Previously filed.

(1) Incorporated by reference to the Registration Statement on Form S-1 (Registration No. 333-39906) declared effective September 20, 2000.

(2) Incorporated by reference to the Registrant's Form 8-K as filed with the Securities and Exchange Commission (the Commission) on August 30, 2005.

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- (3) Incorporated by reference to the Registrant's Form 8-K as filed with the Commission on August 4, 2006.
  - (4) Incorporated by reference to the Registrant's Form 8-K as filed with the Commission on November 14, 2007.
  - (5) Incorporated by reference to the Registrant's Form 10-K as filed with the Commission on November 2, 2006.
  - (6) Incorporated by reference to the Registrant's Form 10-K as filed with the Commission on March 14, 2006.
  - (7) Incorporated by reference to the Registrant's Form 10-K as filed with the Commission on March 16, 2007.
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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Santa Ana, state of California, on May 14, 2008.

**TTM TECHNOLOGIES, INC.**

By: */s/ Steven W. Richards*

Name: Steven W. Richards  
 Title: Executive Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Kenton K. Alder*</i> Kenton K. Alder	President, Chief Executive Officer (Principal Executive Officer), and Director	May 14, 2008
<i>/s/ Steven W. Richards</i> Steven W. Richards	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer), and Secretary	May 14, 2008
<i>/s/ Robert E. Klatell*</i> Robert E. Klatell	Chairman of the Board	May 14, 2008
<i>/s/ Thomas T. Edman*</i> Thomas T. Edman	Director	May 14, 2008
<i>/s/ James K. Bass*</i> James K. Bass	Director	May 14, 2008
<i>/s/ Richard P. Beck*</i> Richard P. Beck	Director	May 14, 2008
<i>/s/ John G. Mayer*</i> John G. Mayer	Director	May 14, 2008

\*By: /s/ Steven W. Richards

Steven W. Richards  
*Attorney-in-Fact*

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**Exhibit index**

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