

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

(State or other jurisdiction of  
incorporation or organization)

91-1033443

(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 ☐

Accelerated filer ☒

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

Smaller reporting company ☐

### **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.

---

## 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.
- (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.

## 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.

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

---

## Exhibit index

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.
- (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.



May 14, 2008

TTM Technologies, Inc.  
2630 S. Harbor Blvd.  
Santa Ana, CA 92704

**Re: TTM Technologies, Inc. — Registration Statement on Form S-3**

Ladies and Gentlemen:

As legal counsel to TTM Technologies, Inc., a Delaware corporation (the “Company”), we have assisted in the preparation of the Company’s Registration Statement on Form S-3 (registration #333-148687) (the “Registration Statement”), filed with the Securities and Exchange Commission by the Company under the Securities Act of 1933, as amended (the “Act”). The registration statement covers, among other securities, the sale of up to an aggregate of \$175,000,000 principal amount of the Company’s 3.25% Convertible Senior Notes due 2015 (the “Notes”), which includes Notes subject to an underwriters’ over-allotment option, and shares of the Company’s common stock, par value \$.001 per share (the “Common Stock”), issuable upon conversion of the Notes (the “Shares”). The Notes are being issued pursuant to an indenture dated as of May 14, 2008, between the Company and American Stock Transfer & Trust Company, as trustee (the “Indenture”).

With respect to the opinions set forth below, we have examined originals, certified copies, or copies otherwise identified to our satisfaction as being true copies, of the Registration Statement, the Indenture, and such other corporate records of the Company, agreements and other instruments, and certificates of public officials and officers of the Company as we have deemed necessary as a basis for the opinions hereinafter expressed. As to various questions of fact material to such opinions, we have, where relevant facts were not independently established, relied upon statements of officers of the Company. For purposes of the opinion set forth below, we have assumed (i) that the documents and signatures examined by us are genuine and authentic; (ii) the persons executing the documents examined by us have the legal capacity to execute such documents; (iii) the payment of the full consideration due to the Company for the Notes; (iv) that the Indenture has been duly authorized, executed, and delivered by the Trustee; and (v) that the Notes have been duly issued, executed, and authenticated by the Trustee. For purposes of our opinions, we also have assumed that the Company has paid all taxes, penalties, and interest that are due and owing to the state of Delaware.

Greenberg Traurig, LLP | Attorneys at Law | 2375 East Camelback Road, Suite 700 | Phoenix, Arizona 85016 | Tel. 602.445.8000 | Fax. 602.445.8100

---

Based on and subject to the foregoing, we are of the opinion that:

1. The execution and delivery of the Indenture has been duly authorized by the Company and the Indenture constitutes a valid and binding agreement of the Company enforceable against the Company in accordance with its terms, except that enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium, or other similar laws now or hereafter relating to or affecting the rights of creditors or by general equitable principles.

2. The Notes have been duly authorized and constitute valid and binding obligations of the Company and are enforceable against the Company in accordance with their terms, except that enforcement thereof may be subject to bankruptcy, insolvency, reorganization, moratorium, or other similar laws now or hereafter relating to or affecting the rights of creditors or by general equitable principles.

3. The Shares have been duly authorized and, when certificates therefor have been duly authenticated, issued, and delivered in accordance with the terms of the Notes and the Indenture, will be validly issued, fully paid, and non-assessable.

We express no opinion as to the applicability or effect of any laws, orders, or judgments of any state or other jurisdiction other than the General Corporation Law of the state of Delaware, the internal laws of the state of New York, and the federal securities laws. Further, our opinion is based solely upon existing laws, rules, and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof.

We hereby expressly consent to any reference to our firm under the heading "Legal Matters" in the Registration Statement, the inclusion of this opinion as an exhibit to the Registration Statement, and to the filing of this opinion with any other appropriate governmental agency.

Very truly yours,

*/s/ Greenberg Traurig, LLP*