
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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 21, 2015

TTM TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

0-31285
(Commission
File Number)

91-1033443
(IRS Employer
Identification No.)

1665 Scenic Avenue, Suite 250
Costa Mesa, California
(Address of Principal Executive Offices)

92626
(Zip Code)

Registrant's telephone number, including area code: (714) 327-3000

(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))
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Item 7.01. Regulation FD Disclosure.

Beginning on April 21, 2015, executives of TTM Technologies, Inc. (the "Company") will present information about the Company, including the information described in the slides furnished as Exhibit 99.1 to this Current Report on Form 8-K, to various potential lenders in connection with the proposed financing arrangements related to the Company's proposed acquisition of Viasystems Group, Inc. ("Viasystems").

The information in this Current Report (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

The Company does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in its expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slides presented to potential lenders, dated April 21, 2015

Forward-Looking Statements

Certain statements in this communication may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions you that such statements are simply predictions and actual events or results may differ materially. These statements reflect the Company's current expectations, and the Company does not undertake to update or revise these forward-looking statements, even if experience or future changes make it clear that any projected results expressed or implied in this or other Company statements will not be realized. Further, these statements involve risks and uncertainties, many of which are beyond the Company's control, which could cause actual results to differ materially from the forward-looking statements. These risks and uncertainties include, but are not limited to, general market and economic conditions, including interest rates, currency exchange rates and consumer spending, the ability of the Company and Viasystems to consummate the proposed Merger and realize anticipated synergies, demand for the Company's products, market pressures on prices of the Company's products, warranty claims, changes in product mix, contemplated significant capital expenditures and related financing requirements, and the Company's dependence upon a small number of customers. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in the Annual Report on Form 10-K of the Company for the year ended December 29, 2014, which was filed with the SEC on February 27, 2015, under the heading "Item 1A. Risk Factors" and in the Company's other filings made with the SEC available at the SEC's website at www.sec.gov.

The Company does not undertake any obligation to update any such forward-looking statements to reflect any new information, subsequent events or circumstances, or otherwise, except as may be required by law.

Use of Non-GAAP Financial Measures

In addition to the financial statements presented in accordance with U.S. GAAP, TTM and Viasystems use certain non-GAAP financial measures, including "adjusted EBITDA." The companies present non-GAAP financial information to enable investors to see each company through the eyes of management and to provide better insight into its ongoing financial performance.

Adjusted EBITDA is defined by TTM as earnings before interest expense, income taxes, depreciation, amortization of intangibles, stock-based compensation expense, gain on sale of assets, asset impairments, restructuring, costs related to acquisitions, and other charges. Adjusted EBITDA is

defined by Viasystems as earnings before interest expense, income taxes, depreciation and amortization, stock-based compensation, restructuring and impairment charges, costs relating to acquisitions and equity registrations, and other non-recurring items. Adjusted EBITDA is not a recognized financial measure under U.S. GAAP, and it does not purport to be an alternative to operating income or an indicator of operating performance. Adjusted EBITDA is presented to enhance an understanding of operating results and is not intended to represent cash flows or results of operations. The Boards of Directors, lenders, and management of TTM and Viasystems use adjusted EBITDA primarily as an additional measure of operating performance for matters including executive compensation and competitor comparisons. The use of this non-GAAP measure provides an indication of each company's ability to service debt, and management considers it an appropriate measure to use because of the companies' leveraged positions.

Adjusted EBITDA has certain material limitations, primarily due to the exclusion of certain amounts that are material to each company's consolidated results of operations, such as interest expense, income tax expense, and depreciation and amortization. In addition, adjusted EBITDA may differ from the adjusted EBITDA calculations reported by other companies in the industry, limiting its usefulness as a comparative measure.

The companies use adjusted EBITDA to provide meaningful supplemental information regarding operating performance and profitability by excluding from EBITDA certain items that each company believes are not indicative of its ongoing operating results or will not impact future operating cash flows, which include stock-based compensation expense, gain on sale of assets, asset impairments, restructuring, costs related to acquisitions, and other charges.

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.

Date: April 21, 2015

TTM TECHNOLOGIES, INC.

By: /s/ Todd B. Schull

Todd B. Schull
Executive Vice President,
Chief Financial Officer, Treasurer and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slides presented to potential lenders, dated April 21, 2015



Lenders' Presentation
April 2015







Transaction and earnings update

- **Timing:** acquisition expected to close in Q2 2015 after regulatory approvals
- **TTM and Viasystems have continued to perform well with strong Q4 2014:**
 - **TTM Q4 2014 update:**
 - Net sales up 7% Y-o-Y and up 13% sequentially
 - Adj. EBITDA up 4% Y-o-Y and up 39% sequentially¹
 - Capex declined by \$3mm and cash increased by \$30mm compared to Q3 2014
 - **Viasystems Q4 2014 update:**
 - Net sales up 2% Y-o-Y and up 3% sequentially
 - Adj. EBITDA¹ up 2% Y-o-Y and up 8% sequentially¹
 - Capex declined by \$23mm and cash increased by \$17mm compared to Q4 2013
- **Q1 2015 guidance:** TTM expects to be on the high end of previously disclosed guidance
 - Net sales of approximately \$329mm vs. \$292mm in Q1 2014
 - Non-GAAP earnings of approximately \$0.13 vs. \$0.01 in Q1 2014²
 - Adj. EBITDA of approximately \$42mm vs. \$29mm in Q1 2014²
- **Debt financing update:** current financing structure of \$775mm 1st lien term loan B and \$175mm 2nd lien term loan to result in lower pro forma leverage profile of less than 3.4x
 - TTM and Viasystems have generated cash and have paid down debt

¹ Please refer to Adjusted EBITDA reconciliation in Appendix

² Reconciliation of Q1 non-GAAP data is not available without unreasonable efforts and thus has not been included herein in compliance with applicable regulations

Overview of TTM end markets

(\$ billions)		% of TTM's 2014 net sales	2013 PCB TAM	2013 SAM	End market characteristics
Networking / Communications		33%	\$4.7	\$2.7	<ul style="list-style-type: none"> Core supplier to a wide range of high-end networking products 4G LTE network build out in China Increasing IP traffic fueling infrastructure spend by service providers
Cellular Phone		23%	\$9.6	\$6.1	<ul style="list-style-type: none"> Focus on rapidly growing smart phone segment Growing business with leading and emerging smart phone manufacturers Growth in emerging economies
Aerospace / Defense		16%	\$2.2	\$1.0	<ul style="list-style-type: none"> Age and fuel economy driving airline fleet replacement Defense modernization continues to drive key programs and product development Approved defense budget restores some visibility and ordering
Computing / Storage / Peripherals		13%	\$17.0	\$4.2	<ul style="list-style-type: none"> Significant penetration in tablet segment Growth in mobile devices and tablets driving PCB complexity Increasing demand for cloud services driving infrastructure products
Medical / Industrial / Instrumentation		9%	\$3.5	\$1.1	<ul style="list-style-type: none"> Emerging use of advanced technologies in medical segment Medical – MRI and ultrasound imaging, fluid analysis, laser surgery, patient monitoring Instrumentation – semiconductor test equipment, network analyzers, GPS Industrial – power grid controls, robotics, sensors
Other ¹		6%	\$9.6	\$1.8	<ul style="list-style-type: none"> Growing supplier to automotive and transportation markets Select consumer products (media devices, cameras)

Source: TTM filings, Prismark Partners and TTM estimates

Note: Total Available Market ("TAM") represents end-market demand as a whole. Serviceable Available Market ("SAM") represents those customers within the TAM that TTM can specifically target using existing sales channels

¹ Other includes consumer, automotive and transportation markets

Overview of Viasystems end markets

(\$ billions)

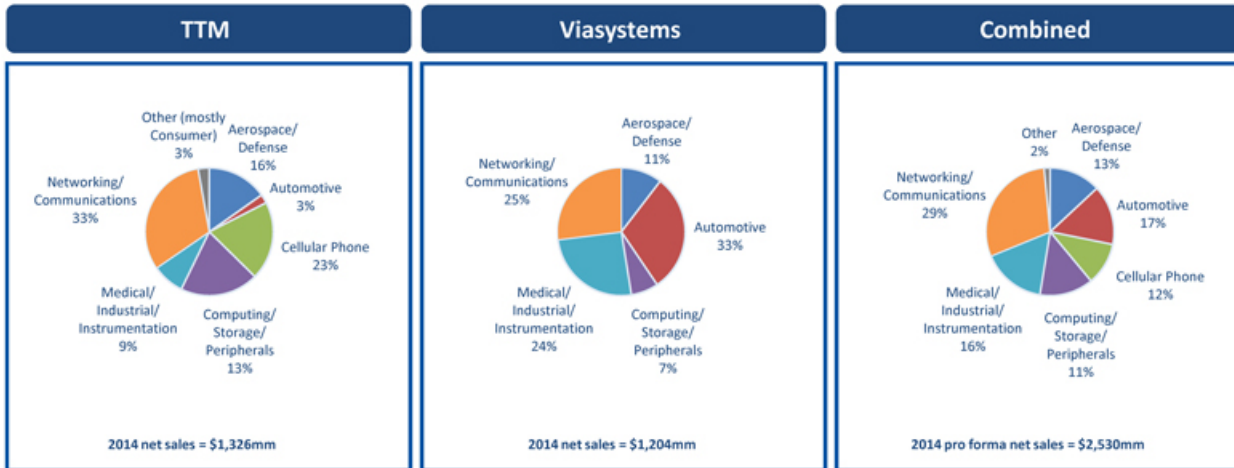
		% of Viasystems' 2014 sales	2013 Electronic Systems Market Size	End market characteristics
Automotive		33%	\$189	<ul style="list-style-type: none"> Extended parts approval process Stringent quality standards Significant scale required by volume production
Industrial		24% ¹	\$129	<ul style="list-style-type: none"> Demand for alternative energy Opportunity in the automated test equipment market New customers and cross-selling opportunities
Medical		24% ¹	\$96	<ul style="list-style-type: none"> Development of increasingly complex medical devices
Communications Infrastructure		17%	\$151	<ul style="list-style-type: none"> Increasing data / voice / video volume
Server / Data Storage		15%	\$104	<ul style="list-style-type: none"> Enterprise datacenter spending demand New datacom customers
Military / Aerospace		11%	\$128	<ul style="list-style-type: none"> Cross-selling opportunities China production in aerospace

Source: Prismark; Viasystems provided

¹ Sales breakdown between Industrial & Medical unavailable. Industrial & Medical combined comprised 24% of Viasystems' 2014 net sales

1 Increases end market diversification

2014 net sales by end market¹



Note: TTM and Viasystems end market breakdown reclassified for illustrative purposes

¹ Viasystems end market categorization was developed by TTM based on information obtained during the due diligence process. See Slide 12 for historical Viasystems presentation of end markets

Combination reduces impact of seasonality

7 Generates significant cost savings opportunities

Expected cost savings of \$55 million annualized run rate within 12 months following consummation of the merger ¹

		Cost savings	
		\$mm	%
Labor ²	<ul style="list-style-type: none"> Rationalizing overlapping functional areas and shared services Salesforce realignment 	\$22	40%
Non-labor ²	<ul style="list-style-type: none"> Maximize overhead efficiencies Avoid duplicative efforts Service provider contract rationalization 	\$20	36%
Plant operating efficiencies	<ul style="list-style-type: none"> Optimize manufacturing resources Align assets to maximize efficiency 	\$13	24%
TOTAL:		\$55	100%

¹ Costs to achieve estimated at \$26mm

² Excludes labor and/or non-labor savings from any plant operating efficiencies

TTM Q4 2014 earnings highlights and Q1 2015 guidance

Q4 2014 highlights

(\$ millions)	2013	2014	
	Q4	Q3	Q4
Net sales	\$366.1	\$345.3	\$390.9
<i>Y-o-Y % growth</i>		2.0%	6.8%
Adj. EBITDA ¹	58.4	43.6	60.5
<i>Y-o-Y % growth</i>		3.0%	3.6%
Capex	23.1	29.5	26.2
Cash	~\$30mm increase cash on balance sheet to \$279mm at 12/29/14 vs. 9/29/14		

- Strong net sales
- Adj. EBITDA improvement
- Controlled capex
- Strong cash flow generation

Q1 2015 guidance

(\$ millions except EPS)	Q1 2014A	Previous guidance	New guidance
		Q1 2015E	Q1 2015E
Net sales	\$291.9	\$310.0 - 330.0	\$329
<i>Y-o-Y % growth</i>			12.7%
Adj. EBITDA ²	\$29.1	Not provided	\$42
<i>Y-o-Y % growth</i>			44.3%
Non-GAAP earnings ^{2,3}	\$0.01	\$0.06 - 0.12	\$0.13
<i>Y-o-Y % growth</i>			1300%

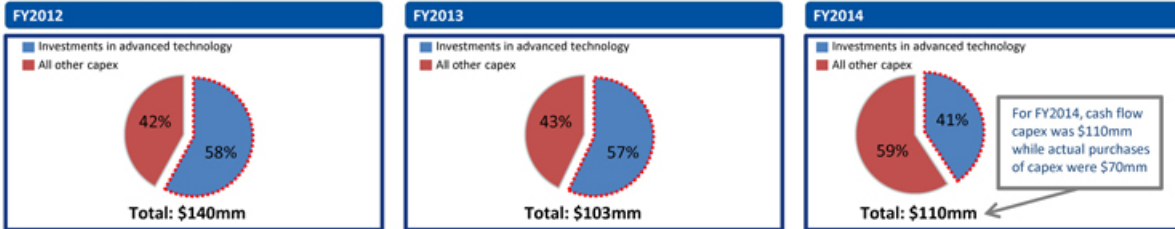
- New estimates suggest a ~\$13mm Y-o-Y improvement in TTM adj. EBITDA

¹ Please refer to adjusted EBITDA reconciliation in Appendix; ² Reconciliation of Q1 non-GAAP data is not available without unreasonable efforts and thus have not been included herein in compliance with applicable regulations; ³ Per diluted share

Capital expenditure breakdown

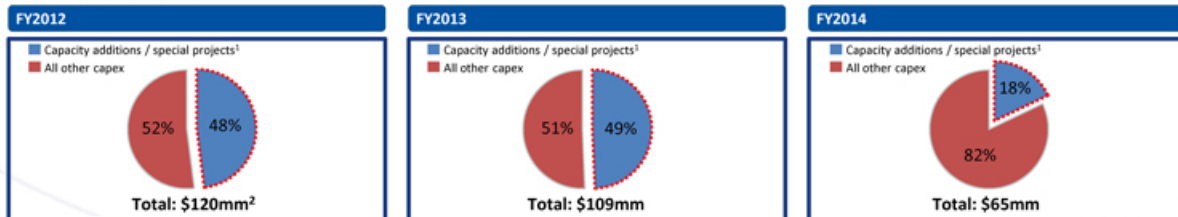
- TTM will continue to invest in advanced technology, although, not to the extent of FY2012 and FY2013. For FY2015, total cash flow capex is expected to be \$100mm of which \$45mm is for advanced technology. For FY2015, procurement capex is expected to be \$70mm of which \$22mm will be investments in advanced technology
- Excludes Viasystems capex projections for FY2015

TTM Technologies



- For TTM, there is a 12 – 18 month lag between the procurement (receipt of equipment) and the actual cash flow of capex

VIASYSTEMS



¹ Viasystems special projects include \$54mm for 2012 and \$23mm for 2013 primarily related to Zhongshan PRC capacity expansion to accept transfer of HZ operation after 3Q12 closure, Guangzhou PRC recovery from 3Q12 fire and Anaheim, CA factory relocation; ² Pro forma for DDI acquisition which includes \$11mm of DDI capex during Jan-May 2012; Source: TTM & Viasystems filings; Capex % breakdown provided by TTM & Viasystems

Sources & uses and pro forma capitalization

Sources & uses (\$ millions)

Sources	Uses	
TTM cash	\$179 Merger consideration ¹	\$362
Viasystems cash	72 Repayment of existing Viasystems debt	610
Equity component of Merger consideration	115 Call premium and accrued interest on Viasystems 2019 notes ²	59
U.S. ABL Facility	79 Refinance existing TTM debt and accrued interest	275
Asia ABL Facility	0 Refinance existing TTM convertible senior notes due May 2015	32
1st Lien Term Loan B Facility	775 Estimated fees & expenses ³	58
2nd Lien Term Loan Facility	175	
	\$1,396	\$1,396

¹ The equity portion of the Merger Consideration and Merger Consideration were calculated using a stock price of \$7.53 as of December 31, 2014; ² Assumes call premium and accrued interest date of May 1, 2015 settlement date (accrued interest calculated from November 1, 2014 through May 1, 2015) ³ Includes legal, accounting, rating agency, financing and other fees and expenses

Existing and pro forma capitalization (\$ millions)

	Actual Dec-14	Pro forma Dec-14	% of pro forma book cap.	xAdj. EBITDA w/ cost savings ¹
Cash & Cash Equivalents	\$279	\$100		
Existing Chinese \$90mm RC due Mar-2016	0	-		
Existing Chinese term loan due Sep-2016	274	-		
U.S. ABL Facility	-	79		
Asia ABL Facility	-	0		
1st Lien Term Loan B Facility	-	775		
Total 1st lien secured debt	274	854	40.4%	2.4x
Net 1st lien secured debt	(5)	754	35.7%	2.1x
2nd Lien Term Loan Facility	-	175		
Total secured debt	274	1,029	48.7%	2.8x
Net secured debt	(5)	929	44.0%	2.6x
Existing uncommitted Chinese RC due Dec-2014	0	0		
Existing 1.75% convert. senior notes due Dec-2020	250	250		
Existing 3.25% convert. senior notes due May-2015	32	-		
Total debt	556	1,279	60.5%	3.5x
Net debt	277	1,179	55.8%	3.3x
Noncontrolling interest	-	4	0.2%	0.0x
Total stockholders equity ²	715	831	39.3%	2.3x
Book capitalization	1,272	2,114	100.0%	5.8x
FY 2014 Pro forma Adj. EBITDA ¹				\$362

¹ Assumes run rate \$55mm of annualized cost savings and excludes costs to achieve such cost savings and taxes. Tax impact expected to be minimal due to existing NOLs. Assumes FY2014 TTM and Viasystems Adjusted EBITDA of \$166mm and \$141mm, respectively; ² Pro forma book equity is adjusted for \$115mm equity issuance