

TTM TECHNOLOGIES INC

Form S-4

October 23, 2014

[Table of Contents](#)

As filed with the Securities and Exchange Commission on October 23, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

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)

3672
(Primary Standard Industrial
Classification Code Number)
1665 Scenic Avenue, Suite 250

91-1033443
(I.R.S. Employer
Identification Number)

Costa Mesa, CA 92626

(714) 327-3000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Thomas T. Edman

President and Chief Executive Officer

TTM Technologies, Inc.

1665 Scenic Avenue, Suite 250

Costa Mesa, CA 92626

(714) 327-3000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Brian H. Blaney

Daniel J. Weber

R. Scott Cohen

Jaimie L. Ensign

Vice President and General Counsel

Troy B. Lewis

Jane Kim

Viasystems Group, Inc.

W. Stuart Ogg

Greenberg Traurig, LLP

101 South Hanley Road

Alain A. Dermarkar

2375 East Camelback Road

St. Louis, MO 63105

Jones Day

Suite 700

2727 North Harwood Street

Phoenix, AZ 85016

Dallas, TX 75201

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable on or after the effective date of this registration statement after all other conditions to the merger described herein have been satisfied or waived.

Edgar Filing: TTM TECHNOLOGIES INC - Form S-4

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Table of Contents

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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. "

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 x

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

CALCULATION OF REGISTRATION FEE

	Amount	Proposed	Proposed	
	to be	maximum	maximum	
Title Of Each Class Of	registered	offering price	aggregate	Amount of
Securities To Be Registered	(1)(2)	per unit	offering price (3)	registration fee (4)
Common Stock, \$0.001 par value per share	15,472,216	N/A	\$87,531,935	\$10,172

(1) Pursuant to Rule 416 under the Securities Act of 1933 (the Securities Act), this registration statement also covers an indeterminate number of additional shares of common stock, \$0.001 par value per share (TTM common stock) of TTM Technologies, Inc. (TTM) as may be issuable as a result of stock splits, stock dividends or similar transactions.

(2) Represents the estimated maximum number of shares of TTM common stock issuable to holders of common stock, \$0.01 par value per share (Viasystems common stock), of Viasystems Group, Inc. (Viasystems) in the merger of Vector Acquisition Corp., a direct wholly owned subsidiary of TTM, with and into Viasystems, with Viasystems surviving as a direct wholly owned subsidiary of TTM, and is based

upon the product of (a) 21,908,258 shares of Viasystems common stock, which is the sum of (i) 20,297,809 shares of Viasystems common stock outstanding as of October 21, 2014, plus (ii) 623,302 shares of Viasystems common stock underlying restricted stock awards, plus (iii) 987,147 shares of Viasystems common stock underlying performance share units of Viasystems (representing the estimated maximum number of shares of Viasystems common stock that may be deliverable in respect of such performance share units), multiplied by (b) the exchange ratio of 0.706 of a share of TTM common stock for each share of Viasystems common stock, plus (c) 4,986, the number of shares of TTM common stock to be issued as the stock component of the merger consideration to holders of options for Viasystems common stock.

- (3) Pursuant to Rules 457(c), 457(f)(1), and 457(f)(3) promulgated under the Securities Act and solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, the proposed maximum aggregate offering price is (i) the product of (x) \$15.24 (the average of the high and low prices of Viasystems common stock as reported on the Nasdaq Global Market on October 16, 2014), multiplied by (y) 22,036,255 (representing the estimated maximum number of shares of Viasystems common stock that may be exchanged for the merger consideration), minus (ii) \$248,300,591 (the estimated amount of cash to be paid by TTM to Viasystems stockholders in the merger, deducted pursuant to Rule 457(f)(3) under the Securities Act).
- (4) Computed based on a rate of \$116.20 per \$1,000,000 of the proposed maximum aggregate offering price, which is equal to 0.0001162 multiplied by the proposed maximum aggregate offering price of \$87,531,935.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

Table of Contents

The information contained in this proxy statement/prospectus is subject to completion and may be amended. A registration statement relating to these securities has been filed with the United States Securities and Exchange Commission. TTM Technologies, Inc. may not sell these securities nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus is not an offer to sell these securities and TTM Technologies, Inc. is not soliciting an offer to buy these securities, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation, or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION, DATED OCTOBER 23, 2014

LETTER TO STOCKHOLDERS OF VIASYSTEMS GROUP, INC.

[], 2014

Dear Viasystems Stockholder:

You are cordially invited to attend a special meeting of the stockholders of Viasystems Group, Inc., a Delaware corporation ("Viasystems"), which is being held at [] (Central Time) on [], 2014 at the Sheraton Clayton Plaza Hotel, located at 7730 Bonhomme Avenue, St. Louis, Missouri 63105 (the "Viasystems Special Meeting").

Viasystems, TTM Technologies, Inc., a Delaware corporation ("TTM"), and Vector Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of TTM ("Merger Sub"), have entered into an Agreement and Plan of Merger, dated as of September 21, 2014 (the "Merger Agreement"), pursuant to which, among other things, Merger Sub will be merged with and into Viasystems, and Viasystems will continue as the surviving corporation and a wholly owned subsidiary of TTM (the "Merger").

If the Merger is consummated, each share of common stock, \$0.01 par value per share, of Viasystems ("Viasystems common stock"), then outstanding will be cancelled and automatically converted into the right to receive (1) \$11.33 in cash and (2) 0.706 of a share of the common stock, \$0.001 par value per share, of TTM ("TTM common stock"). No fractional shares will be issued in the Merger. Immediately following consummation of the Merger, former Viasystems stockholders will own approximately 15.9% of the total amount of outstanding shares of TTM common stock. You should obtain current stock price quotations for TTM common stock and Viasystems common stock before deciding how to vote with respect to the adoption of the Merger Agreement. TTM common stock is listed for trading on the Nasdaq Global Select Market under the symbol "TTMI," and Viasystems common stock is listed for trading on the Nasdaq Global Market under the symbol "VIAS."

At the Viasystems Special Meeting, Viasystems stockholders will be asked to adopt the Merger Agreement and approve other related proposals. The accompanying document is a proxy statement of Viasystems and a prospectus of TTM and provides you with information about Viasystems, TTM, the Merger, documents related to the Merger, the

Viasystems Special Meeting, and other related matters. Viasystems and TTM encourage you to carefully read the proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference therein.

You may also obtain more information about Viasystems and TTM from the documents that Viasystems and TTM have filed with the Securities and Exchange Commission.

For a discussion of risk factors you should consider in evaluating the Merger Agreement you are being asked to adopt, see Risk Factors beginning on page 27 of the accompanying proxy statement/prospectus.

Your vote is very important. Whether or not you plan to attend the Viasystems Special Meeting, please vote as soon as possible by following the instructions in this proxy statement/prospectus to make sure that your shares are represented at the Viasystems Special Meeting. Your failure to vote your shares at the Viasystems Special Meeting will have the same effect as a vote against the proposal to adopt the Merger Agreement. The board of directors of Viasystems unanimously recommends that you vote **FOR the adoption of the Merger Agreement and **FOR** the other proposals described in this proxy statement/prospectus.**

We appreciate your continued support and interest in Viasystems.

Very truly yours,

[]
David M. Sindelar
Chief Executive Officer

[]
Christopher J. Steffen
Chairman of the Board

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The accompanying proxy statement/prospectus is dated [], 2014 and is first being mailed to Viasystems stockholders on or about [], 2014.

Table of Contents

VIASYSTEMS GROUP, INC.

101 South Hanley Road

St. Louis, Missouri 63105

Notice of Special Meeting of Stockholders

to be Held on [], 2014

To the Stockholders of Viasystems Group, Inc.:

A special meeting of stockholders of Viasystems Group, Inc., a Delaware corporation ("Viasystems"), will be held at [] (Central Time) on [], 2014 at the Sheraton Clayton Plaza Hotel, located at 7730 Bonhomme Avenue, St. Louis, Missouri 63105 (the "Viasystems Special Meeting"). At the Viasystems Special Meeting, stockholders will be asked to consider and take the following actions:

to adopt the Agreement and Plan of Merger, dated as of September 21, 2014 (the "Merger Agreement"), by and among Viasystems, TTM Technologies, Inc., a Delaware corporation ("TTM"), and Vector Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of TTM ("Merger Sub"), pursuant to which, among other things, Merger Sub will be merged with and into Viasystems, and Viasystems will continue as the surviving corporation and a wholly owned subsidiary of TTM (the "Merger");

to approve, on a non-binding, advisory basis, the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger;

to approve any proposal that may be made by the Chairman of the board of directors of Viasystems (the "Viasystems Board") to adjourn the Viasystems Special Meeting (1) to the extent necessary to ensure that any supplement or amendment to the accompanying proxy statement/prospectus that is required by applicable legal requirements is timely provided to Viasystems stockholders, (2) if, as of the time for which the Viasystems Special Meeting is originally scheduled, there are insufficient shares of Viasystems common stock, \$0.01 par value per share ("Viasystems common stock"), represented, in person or by proxy, to constitute a quorum, or (3) to solicit additional proxies if there are insufficient votes at the time of the Viasystems Special Meeting to approve the proposal to adopt the Merger Agreement; and

to transact any other business that may properly come before the Viasystems Special Meeting or any adjournment thereof.

The above matters are more fully described in the accompanying proxy statement of Viasystems and prospectus of TTM, which provides you with information about Viasystems, TTM, the Merger, documents related to the Merger, the Viasystems Special Meeting, and other related matters. The accompanying proxy statement/prospectus also includes, as Annex A, a copy of the Merger Agreement. The record date for the Viasystems Special Meeting is [], 2014. Only stockholders of record at the close of business on that date are entitled to notice of, and may vote at, the Viasystems Special Meeting or any adjournment thereof. **Viasystems and TTM encourage you to carefully read the accompanying proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference therein.**

The approval of the proposal to adopt the Merger Agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Viasystems common stock entitled to vote at the Viasystems Special Meeting. The advisory approval of the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock present, in person or by proxy, and entitled to vote at the Viasystems Special Meeting, although such vote will not be binding on Viasystems. The proposal to approve any proposal made by the Chairman of the Viasystems Board to adjourn the Viasystems Special Meeting requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock present, in person or by proxy, and entitled to vote at the Viasystems Special Meeting. **The Viasystems Board unanimously recommends that you vote FOR each of these proposals.**

By Order of the Board of Directors,

[]

Daniel J. Weber

Secretary

[], 2014

St. Louis, Missouri

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about each of TTM Technologies, Inc. (TTM) and Viasystems Group, Inc. (Viasystems) from documents that each company has filed or will file with the Securities and Exchange Commission (SEC) but that are not being included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You may read and copy the documents incorporated by reference in this proxy statement/prospectus and other information about each of TTM and Viasystems that is filed with the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act), at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You can also obtain such documents free of charge through the SEC's website, www.sec.gov, or by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

For information about

TTM Technologies, Inc.:

By Mail: TTM Technologies, Inc.
1665 Scenic Avenue, Suite 250
Costa Mesa, CA 92626
Attention: Investor Relations
By Telephone: (714) 327-3000

For information about

Viasystems Group, Inc.:

By Mail: Viasystems Group, Inc.
101 South Hanley Road
St. Louis, MO 63105
Attention: Investor Relations
By Telephone: (314) 727-2087

If you would like to request any documents, please do so by [], 2014 in order to receive them before the Viasystems Special Meeting.

For additional information on documents incorporated by reference in this proxy statement/prospectus, see *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus. Please note that information contained on the websites of TTM or Viasystems is not incorporated by reference in, nor considered to be part of, this proxy statement/prospectus.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

TTM has supplied all information contained in or incorporated by reference into this proxy statement/prospectus relating to TTM. Viasystems has supplied all information contained in or incorporated by reference into this proxy statement/prospectus relating to Viasystems. TTM and Viasystems have both contributed to information relating to the Merger to which this proxy statement/prospectus relates.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated [], 2014, and is based on information as of such date or such other date as may be noted. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any other date. You should not assume that the information contained in any document incorporated or deemed to be incorporated by reference herein is accurate as of any date other than the date of such document. Any statement contained in a document incorporated or deemed

to be incorporated by reference into this proxy statement/prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference into this proxy statement/prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this proxy statement/prospectus. Neither the mailing of this proxy statement/prospectus to the stockholders of Viasystems nor the taking of any actions contemplated hereby by TTM or Viasystems at any time will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	8
<u>The Companies</u>	8
<u>The Merger</u>	9
<u>The Merger Agreement</u>	10
<u>The Voting Agreements</u>	10
<u>Merger Consideration</u>	10
<u>The Viasystems Board of Directors Reasons for the Merger</u>	11
<u>Opinion of Financial Advisor to Viasystems</u>	11
<u>Treatment of Viasystems Stock Options, Viasystems Restricted Stock Awards, Viasystems Performance Share Units and Viasystems Leveraged Performance Share Units</u>	11
<u>Interests of Certain Persons in the Merger</u>	13
<u>Conditions to the Merger</u>	13
<u>Regulatory Approvals Required to Consummate the Merger</u>	14
<u>Financing</u>	14
<u>Termination of the Merger Agreement</u>	15
<u>No Solicitation of Acquisition Proposals</u>	16
<u>Expenses, Termination Fee, Reverse Breakup Fee Relating to the Merger</u>	18
<u>Accounting Treatment of the Merger</u>	18
<u>Material U.S. Federal Income Tax Consequences</u>	18
<u>Legal Proceedings Related to the Merger</u>	18
<u>Comparison of the Rights of Holders of TTM Common Stock and Viasystems Common Stock</u>	19
<u>Appraisal Rights in Connection with the Merger</u>	19
<u>The Viasystems Special Meeting</u>	19
<u>SUMMARY OF HISTORICAL AND PRO FORMA FINANCIAL DATA</u>	20
<u>Summary Historical Consolidated Financial Data of TTM</u>	20
<u>Summary Historical Consolidated Financial Data of Viasystems</u>	23
<u>Unaudited Summary Pro Forma Condensed Combined Financial Information</u>	25
<u>Comparative Market Value of Common Stock</u>	26
<u>RISK FACTORS</u>	27
<u>Risks Related to the Merger</u>	27
<u>Risks Related to the Combined Company Following the Merger</u>	34
<u>Other Risk Factors of TTM and Viasystems</u>	36
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	37
<u>INFORMATION ABOUT TTM</u>	39
<u>INFORMATION ABOUT VIASYSTEMS</u>	40
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF TTM</u>	41
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF VIASYSTEMS</u>	44

<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	47
<u>COMPARATIVE PER SHARE DATA</u>	56
<u>COMPARATIVE MARKET VALUE OF COMMON STOCK</u>	57
<u>COMPARATIVE STOCK PRICES AND DIVIDENDS</u>	58
<u>Market Prices and Dividend Data</u>	58

Table of Contents

<u>THE VIASYSTEMS SPECIAL MEETING</u>	60
<u>BENEFICIAL STOCK OWNERSHIP OF VIASYSTEMS DIRECTORS, EXECUTIVE OFFICERS AND PERSONS OWNING MORE THAN 5% OF THE OUTSTANDING SHARES OF VIASYSTEMS COMMON STOCK</u>	65
<u>PROPOSAL 1 ADOPTION OF THE MERGER AGREEMENT</u>	68
<u>PROPOSAL 2 APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF CERTAIN COMPENSATORY ARRANGEMENTS WITH VIASYSTEMS NAMED EXECUTIVE OFFICERS</u>	69
<u>PROPOSAL 3 ADJOURNMENTS OF THE VIASYSTEMS SPECIAL MEETING</u>	70
<u>THE MERGER</u>	71
<u>Effects of the Merger</u>	71
<u>Background of the Merger</u>	74
<u>Recommendation of the Viasystems Board of Directors and Viasystems Reasons for the Merger</u>	85
<u>Opinion of Financial Advisor to Viasystems</u>	91
<u>Certain Information Provided by the Parties</u>	101
<u>Interests of Certain Persons in the Merger</u>	105
<u>Equity and Performance Cash Awards Held by Executive Officers and Directors</u>	106
<u>Payments to Viasystems Executive Officers Contingent Upon the Merger</u>	110
<u>Golden Parachute Compensation</u>	112
<u>Viasystems Director Compensation</u>	113
<u>Indemnification; Directors and Officers Insurance</u>	114
<u>Financing for the Merger</u>	114
<u>Regulatory Approvals</u>	116
<u>NASDAQ Listing of TTM Common Stock; Deregistration of Viasystems Common Stock After the Merger</u>	118
<u>Exchange of Shares of Viasystems Common Stock</u>	118
<u>Distributions with Respect to Unexchanged Shares of Viasystems Common Stock</u>	118
<u>Fractional Shares</u>	118
<u>Lost, Stolen or Destroyed Certificates</u>	119
<u>Appraisal Rights</u>	119
<u>Litigation Related to the Merger</u>	123
<u>Accounting Treatment of the Merger</u>	123
<u>THE MERGER AGREEMENT</u>	124
<u>The Merger</u>	124
<u>Effective Time; Closing</u>	124
<u>Merger Consideration</u>	125
<u>Withholding</u>	126
<u>Dividends and Distributions</u>	126
<u>Conditions to the Merger</u>	127
<u>The Viasystems Special Meeting</u>	129
<u>No Solicitation of Acquisition Proposals</u>	130
<u>Financing Covenant</u>	134
<u>Efforts to Consummate the Merger; Regulatory Matters</u>	137
<u>Termination</u>	139
<u>Termination Fee; Reverse Breakup Fee and Expenses</u>	141
<u>Conduct of Business Pending the Merger</u>	143

<u>Litigation Related to the Merger</u>	147
<u>Public Announcements</u>	147
<u>Access to Information; Confidentiality</u>	147
<u>Additional Agreements</u>	148

Table of Contents

<u>Governance of the Surviving Corporation</u>	149
<u>Indemnification; Directors and Officers Insurance</u>	149
<u>Employee Benefit Matters</u>	150
<u>Representations and Warranties</u>	151
<u>Extension, Waiver and Amendment of the Merger Agreement</u>	153
<u>Governing Law; Jurisdiction; Waiver of Jury Trial</u>	153
<u>Specific Performance</u>	153
<u>THE VOTING AGREEMENTS</u>	154
<u>THE REGISTRATION RIGHTS AGREEMENTS</u>	155
<u>Registration Rights Memorandum of Understanding</u>	155
<u>Addendum to Registration Rights Agreement</u>	156
<u>THE COMMITMENT LETTER</u>	157
<u>DESCRIPTION OF TTM CAPITAL STOCK</u>	158
<u>Authorized Capital Stock</u>	158
<u>Certain Provisions Affecting Control of TTM</u>	158
<u>Delaware Merger Statute</u>	162
<u>Transfer Agent and Registrar</u>	163
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	164
<u>Tax Consequences to U.S. Holders</u>	165
<u>Tax Consequences to Non-U.S. Holders</u>	166
<u>Certain Other Tax Consequences of the Merger</u>	168
<u>COMPARISON OF RIGHTS OF HOLDERS OF TTM COMMON STOCK AND VIASYSTEMS COMMON STOCK</u>	170
<u>LEGAL MATTERS</u>	180
<u>EXPERTS</u>	180
<u>TTM</u>	180
<u>Viasystems</u>	180
<u>SUBMISSIONS OF VIASYSTEMS STOCKHOLDER PROPOSALS</u>	181
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	181
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	182
<u>TTM</u>	182
<u>Viasystems</u>	183
<u>ANNEXES</u>	
<u>ANNEX A MERGER AGREEMENT</u>	A-i
<u>ANNEX B-1 VOTING AGREEMENT AFFILIATES OF HICKS, MUSE & CO. PARTNERS, L.P.</u>	B-1-1
<u>ANNEX B-2 VOTING AGREEMENT AFFILIATES OF BLACK DIAMOND CAPITAL MANAGEMENT, L.L.C.</u>	B-2-1
<u>ANNEX C OPINION OF STIFEL, NICOLAUS & COMPANY, INCORPORATED</u>	C-1
<u>ANNEX D SECTION 262 OF THE DELAWARE GENERAL CORPORATION LAW</u>	D-1

Table of Contents

QUESTIONS AND ANSWERS

The board of directors (the **Viasystems Board**) of Viasystems Group, Inc. (**Viasystems**) is soliciting proxies from its stockholders to vote at a special meeting of Viasystems stockholders, to be held at [] (Central Time) on [], 2014 at the Sheraton Clayton Plaza Hotel, located at 7730 Bonhomme Avenue, St. Louis, Missouri 63105 (the **Viasystems Special Meeting**), and any adjournment or postponement of the Viasystems Special Meeting.

The questions and answers below highlight selected information from this proxy statement/prospectus and are intended to briefly address some commonly asked questions about, among other things, (1) the Agreement and Plan of Merger, dated September 21, 2014 (the **Merger Agreement**), by and among Viasystems, TTM Technologies, Inc., a Delaware corporation (**TTM**), and Vector Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of TTM (**Merger Sub**), (2) the proposed merger of Merger Sub with and into Viasystems (the **Merger**), pursuant to which the separate corporate existence of Merger Sub will cease and Viasystems will survive the Merger as a wholly owned subsidiary of TTM (following the Merger, Viasystems is referred to herein as the **surviving corporation**), and (3) the Viasystems Special Meeting, where the stockholders of Viasystems will be asked to consider and vote on several proposals relating to the adoption of the Merger Agreement and related transactions.

The following questions and answers do not contain all of the information that is important to you. You should carefully read this proxy statement/prospectus in its entirety, including the annexes and the documents incorporated by reference therein, to fully understand the matters to be acted upon and the voting procedures for the Viasystems Special Meeting. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions under *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.

Q: Why have I received this proxy statement/prospectus?

A: You are receiving this proxy statement/prospectus because you were a stockholder of record of Viasystems on the record date for the Viasystems Special Meeting. On September 21, 2014, the boards of directors of TTM and Viasystems each approved the Merger Agreement, providing for Viasystems to be acquired by TTM. A copy of the Merger Agreement is attached to this proxy statement/prospectus as Annex A, which TTM and Viasystems encourage you to review.

In order to consummate the Merger, Viasystems stockholders must vote to adopt the Merger Agreement. Adoption of the Merger Agreement requires the approval of the holders of a majority of the outstanding shares of Viasystems common stock entitled to vote on such matter.

This proxy statement/prospectus is being delivered to you as both as a proxy statement of Viasystems and a prospectus of TTM. It is a proxy statement because the Viasystems Board is soliciting proxies from its stockholders to vote on the adoption of the Merger Agreement at the Viasystems Special Meeting as well as the other matters set forth in the notice of the Viasystems Special Meeting and described in this proxy statement/prospectus, and your proxy will be used at the Viasystems Special Meeting or at any adjournment or postponement thereof. It is a prospectus because TTM will issue TTM common stock to Viasystems stockholders in connection with the Merger. On or about [], 2014, Viasystems began to deliver printed versions of these materials to its stockholders of record at the close of business on [], 2014.

Q: What are the specific proposals on which I am being asked to vote at the Viasystems Special Meeting?

A: Viasystems stockholders are being asked to approve three proposals related to the Merger:

First, Viasystems stockholders are being asked to approve a proposal to adopt the Merger Agreement (Proposal 1).

Secondly, Viasystems stockholders are being asked to approve, on a non-binding, advisory basis, the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger (Proposal 2).

Table of Contents

Finally, Viasystems stockholders are being asked to approve any proposal that may be made by the Chairman of the Viasystems Board to adjourn the Viasystems Special Meeting (1) to the extent necessary to ensure that any supplement or amendment to this proxy statement/prospectus that is required by applicable legal requirements is timely provided to Viasystems stockholders, (2) if, as of the time for which the Viasystems Special Meeting is originally scheduled, there are insufficient shares of Viasystems common stock, \$0.01 par value per share (Viasystems common stock), represented, either in person or by proxy, to constitute a quorum, or (3) to solicit additional proxies if there are insufficient votes at the time of the Viasystems Special Meeting to approve the proposal to adopt the Merger Agreement (Proposal 3).

The Viasystems Board unanimously recommends that the Viasystems stockholders vote **FOR** each of these proposals. For a discussion of the reasons for this recommendation, see *The Merger Recommendation of the Viasystems Board of Directors and Viasystems Reasons for the Merger* beginning on page 85 of this proxy statement/prospectus.

Q: What will I receive for my shares of Viasystems common stock in the Merger?

A: Subject to certain limitations set forth in the Merger Agreement, Viasystems stockholders will receive the following in exchange for each share of Viasystems common stock in the Merger (the Merger Consideration):

\$11.33 in cash, without interest, and

0.706 of a share of validly issued, fully paid and nonassessable common stock, \$0.001 par value per share, of TTM (TTM common stock).

You will not own any shares in the surviving corporation after the consummation of the Merger. See *The Merger Agreement* beginning on page 124 of this proxy statement/prospectus.

The implied value of the stock portion of the Merger Consideration will fluctuate as the market price of TTM common stock fluctuates. You should obtain current stock price quotations for TTM common stock and Viasystems common stock before deciding how to vote with respect to the adoption of the Merger Agreement. TTM common stock is listed for trading on the Nasdaq Global Select Market (NASDAQ) under the symbol TTMI and Viasystems common stock is listed for trading on the Nasdaq Global Market under the symbol VIAS.

Q: Where will the TTM common stock that I receive in the Merger be traded?

A: The new shares of TTM common stock issued in the Merger will be listed on NASDAQ upon consummation of the Merger. TTM common stock is traded on NASDAQ under the symbol TTMI.

Q: How does the Viasystems Board recommend that Viasystems stockholders vote?

A:

On September 21, 2014, the Viasystems Board unanimously determined that the Merger Agreement and the transactions contemplated by the Merger Agreement are advisable and in the best interests of Viasystems and its stockholders. The Viasystems Board unanimously recommends that Viasystems stockholders vote:

FOR the proposal to adopt the Merger Agreement;

FOR the approval on a non-binding, advisory basis of the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger; and

FOR the proposal to approve any proposal that may be made by the Chairman of the Viasystems Board to adjourn the Viasystems Special Meeting (1) to the extent necessary to ensure that any supplement or amendment to this proxy statement/prospectus that is required by applicable legal requirements is timely provided to Viasystems stockholders, (2) if, as of the time for which the Viasystems Special Meeting is originally scheduled, there are insufficient shares of Viasystems common stock represented, in person or by proxy, to constitute a quorum, or (3) to solicit additional proxies if there are insufficient votes at the time of the Viasystems Special Meeting to approve the proposal to adopt the Merger Agreement.

Table of Contents

See *The Merger Recommendation of the Viasystems Board of Directors and Viasystems Reasons for the Merger* beginning on page 85 of this proxy statement/prospectus.

Q: When is the Merger expected to be consummated?

A: TTM and Viasystems are working toward consummating the Merger as expeditiously as possible and currently expect the Merger to be consummated in the first half of 2015. However, TTM and Viasystems cannot be certain when, or if, the conditions to the Merger will be satisfied or waived, or that the Merger will be consummated. As more fully described in this proxy statement/prospectus and in the Merger Agreement, the completion of the Merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, the adoption of the Merger Agreement by the holders of a majority of the outstanding shares of Viasystems common stock entitled to vote on such matter, the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the receipt of certain foreign antitrust approvals under applicable antitrust and competition laws of the People's Republic of China (China), Germany and Estonia, the receipt of approval from the Committee on Foreign Investment in the United States, the effectiveness of the registration statement (of which this proxy statement/prospectus is a part) relating to the issuance of the shares of TTM common stock to be issued in the Merger, and the absence of any law or regulation that prohibits the completion of the Merger. Each party's obligation to consummate the Merger is also subject to the material accuracy of the representations and warranties of the other party in the Merger Agreement, compliance in all material respects with covenants of the other party in the Merger Agreement, and the absence of a material adverse effect (as defined in the Merger Agreement) on the other party. The Merger Agreement does not include a financing condition.

Q: Are there risks associated with the Merger that I should consider in deciding how to vote?