

TTM TECHNOLOGIES INC

Form 424B3

November 07, 2014

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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-199559**

**November 7, 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 7:30 a.m. (Central Time) on December 16, 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 November 7, 2014 and is first being mailed to Viasystems stockholders on or about November 10, 2014.

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**VIASYSTEMS GROUP, INC.**

**101 South Hanley Road**

**St. Louis, Missouri 63105**

**Notice of Special Meeting of Stockholders**

**to be Held on December 16, 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 7:30 a.m. (Central Time) on December 16, 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 November 6, 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*

November 7, 2014

St. Louis, Missouri

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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 December 9, 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 November 7, 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.**

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**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 7:30 a.m. (Central Time) on December 16, 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 Viasystems stockholders 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 November 10, 2014, Viasystems began to deliver printed versions of these materials to its stockholders of record at the close of business on November 6, 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 ).

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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.

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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?**

**A:** Yes. There are a number of risks related to the Merger and the other transactions contemplated by the Merger Agreement that are discussed in this proxy statement/prospectus and in the documents incorporated by reference or referred to in this proxy statement/prospectus. Please read with particular care the detailed description of the risks described in *Risk Factors* beginning on page 27 of this proxy statement/prospectus and in Viasystems' and TTM's respective filings with the Securities and Exchange Commission (the SEC) referred to in *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.

**Q: Will Viasystems stockholders be subject to U.S. federal income tax on the Merger Consideration received in the Merger?**

**A:** The exchange of shares of Viasystems common stock for cash and TTM common stock pursuant to the Merger is expected to be a taxable transaction for U.S. federal income tax purposes, and may also be a taxable transaction under applicable state, local, or foreign income or other tax laws.

For more information regarding the amount and timing of any income, gain, or loss with respect to the Merger, see *Material U.S. Federal Income Tax Consequences* beginning on page 164 of this proxy statement/prospectus.

Because individual circumstances may differ, all Viasystems stockholders should contact their own tax advisors to determine the particular tax consequences to them of the exchange of Viasystems common stock pursuant to the Merger, including the application and effect of any state, local, foreign, or other tax laws.

**Q: When and where is the Viasystems Special Meeting?**

**A:** The Viasystems Special Meeting will be held at 7:30 a.m. (Central Time) on December 16, 2014 at the Sheraton Clayton Plaza Hotel, located at 7730 Bonhomme Avenue, St. Louis, Missouri 63105. For additional information about the Viasystems Special Meeting, see *The Viasystems Special Meeting* beginning on page 60 of this proxy statement/prospectus.

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**Q: What is a quorum?**

**A:** Holders of a majority of the outstanding shares of Viasystems common stock entitled to vote as of the record date must be present, in person or by proxy, at the Viasystems Special Meeting to constitute a quorum and to conduct business at the Viasystems Special Meeting. Your shares are counted as present if you attend the Viasystems Special Meeting in person or properly vote by telephone, over the Internet, or by submitting a properly executed proxy card by mail. Abstentions will be counted as present for the purpose of determining a quorum.

**Q: Who can vote at the Viasystems Special Meeting?**

**A:** Holders of record at the close of business on the record date of Viasystems common stock will be entitled to notice of and to vote at the Viasystems Special Meeting.

As of November 6, 2014, the record date for determining stockholders of Viasystems entitled to vote at the Viasystems Special Meeting, there were 20,921,111 shares of Viasystems common stock outstanding and entitled to vote at the Viasystems Special Meeting, held by approximately 117 holders of record.

**Q: How many votes do I have if I am a Viasystems stockholder?**

**A:** Each share of Viasystems common stock that you own at the close of business on the record date will entitle you to one vote on each proposal presented at the Viasystems Special Meeting.

**Q: How many votes are required to approve each proposal?**

**A:** Proposal 1 requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock outstanding on the record date.

Proposal 2 requires the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the Viasystems Special Meeting.

Proposal 3 requires the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the Viasystems Special Meeting.

In connection with the execution of the Merger Agreement, certain Viasystems stockholders entered into voting agreements with TTM, pursuant to which they agreed to vote, and granted TTM an irrevocable proxy to vote, their shares of Viasystems common stock in favor of the adoption of the Merger Agreement. As of November 6, 2014, the record date for determining Viasystems stockholders entitled to vote at the Viasystems Special Meeting, these stockholders collectively beneficially owned approximately 67% of the outstanding shares of Viasystems common stock. If the Merger Agreement is terminated in accordance with its terms, these voting agreements will also terminate. See *The Voting Agreements* beginning on page 154 of this proxy statement/prospectus.

**Q: If I am a Viasystems stockholder, what happens if I do not vote or if I abstain from voting?**

**A:** The adoption of the Merger Agreement by Viasystems stockholders requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock outstanding on the record date. As a result, if you are a Viasystems stockholder and do not vote your shares of Viasystems common stock, this will have the same effect as voting against the adoption of the Merger Agreement. Likewise, abstentions will have the same effect as a vote against the proposal to adopt the Merger Agreement.

Approval of the proposals relating to the advisory vote on certain compensation arrangements and possible adjournment of the Viasystems Special Meeting requires the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and entitled to vote at the Viasystems Special Meeting (assuming a quorum of stockholders is represented in person or by proxy). As a result, if you do not vote your shares of Viasystems common stock, this will have no effect on these proposals. However, abstentions will have the same effect as a vote against these proposals.

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**Q: If I am a Viasystems stockholder and my shares of Viasystems common stock are held in street name by a broker, bank, or other nominee, will my broker or bank vote my shares for me?**

**A:** In general, if your shares are held in street name and you do not instruct your broker on a timely basis on how to vote your shares, your brokerage firm, in its discretion, may either leave your shares unvoted or vote your shares on routine matters, but not on any non-routine matters. At the Viasystems Special Meeting, only non-routine matters are being considered. Accordingly, without your voting instructions, your brokerage firm cannot vote your shares on any of the proposals to be considered at the Viasystems Special Meeting.

**Q: Why am I being asked to consider and vote upon a proposal 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?**

**A:** Under SEC rules, Viasystems is required to seek a non-binding, advisory vote with respect to the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger, otherwise referred to as golden parachute compensation.

**Q: What will happen if Viasystems stockholders do not approve the golden parachute compensation?**

**A:** Approval of the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger is not a condition to the Merger. In addition, the vote is an advisory vote and will not be binding on Viasystems or the surviving corporation in the Merger. Therefore, if the Merger Agreement is adopted by Viasystems stockholders and the Merger is consummated, this compensation, including amounts that Viasystems is contractually obligated to pay, could still be payable regardless of the outcome of the advisory vote, subject only to the conditions applicable thereto.

**Q: Are TTM stockholders voting on the Merger?**

**A:** No. No vote of TTM stockholders is required to consummate the Merger. In addition, none of TTM's directors, executive officers, or their affiliates, as a group, own any shares of Viasystems common stock.

**Q: If I beneficially owned restricted shares of Viasystems common stock as of the record date issued pursuant to any of Viasystems equity incentive plans, will I be able to vote on the matters to be voted upon at the Viasystems Special Meeting?**

**A:** Yes. Holders who beneficially owned restricted shares of Viasystems common stock as of the record date issued pursuant to any of Viasystems equity incentive plans may vote on the adoption of the Merger Agreement and on the other matters to be voted on at the Viasystems Special Meeting.

**Q: Will any matters other than Proposals 1, 2, and 3 be presented for a vote at the Viasystems Special Meeting?**

**A:** Viasystems is not aware of any other matters that will be presented for a vote at the Viasystems Special Meeting. However, if any other matters properly come before the Viasystems Special Meeting, the proxies will have the discretion to vote upon such matters in their discretion.

**Q: Who can attend the Viasystems Special Meeting?**

**A:** Stockholders of record, or their duly authorized proxies, may attend the Viasystems Special Meeting. To gain admittance, you must present valid picture identification, such as a driver's license or passport. If you hold shares in street name (through a broker, bank, or other nominee) and wish to attend the Viasystems Special Meeting, you will also need to bring a copy of a brokerage statement (in a name matching your photo identification) reflecting your stock ownership as of the record date. If you are a representative of a corporate or institutional stockholder, you must present valid photo identification along with proof that you are a representative of such stockholder. Please note that use of cameras, recording devices and other electronic devices will not be permitted at the Viasystems Special Meeting.

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Regardless of whether you intend to attend the Viasystems Special Meeting, you are encouraged to vote your shares of Viasystems common stock as promptly as possible. Voting your shares will not impact your ability to attend the Viasystems Special Meeting.

### **Q: How do I vote my shares?**

**A:** If you are a Viasystems stockholder of record, you may vote by mail, by telephone, over the Internet or in person at the Viasystems Special Meeting. Votes submitted by mail, by telephone, or over the Internet must be received by 11:59 p.m., Eastern Time, on December 15, 2014.

**Voting by Mail.** By signing the proxy card and returning it in the enclosed prepaid and addressed envelope, you are authorizing the individuals named on the proxy card to vote your shares at the Viasystems Special Meeting in the manner you indicate. You are encouraged to sign and return the proxy card even if you plan to attend the Viasystems Special Meeting so that your shares will be voted if you are ultimately unable to attend the Viasystems Special Meeting.

**Voting by Telephone or over the Internet.** To vote by telephone or over the Internet, please follow the instructions included on your proxy card. If you vote by telephone or over the Internet, you do not need to complete and mail a proxy card.

**Voting in Person at the Meeting.** If your shares are registered directly in your name, you are considered the stockholder of record and you have the right to vote in person at the Viasystems Special Meeting. If you attend the Viasystems Special Meeting and plan to vote in person, you will be provided with a ballot at the Viasystems Special Meeting.

**Voting Instructions for Viasystems Retirement Savings Plan Participants.** If you are a participant in Viasystems Retirement Savings Plan (the 401(k) Plan ) and a portion of your 401(k) Plan account is invested in shares of Viasystems common stock, your proxy represents all shares you own through the 401(k) Plan. Your proxy will serve as voting instructions for the trustee of the 401(k) Plan who will vote your shares on your behalf. If you own shares through the 401(k) Plan and you do not instruct the 401(k) Plan trustee on how to vote your shares, the investment committee for the 401(k) Plan will vote those shares in its sole discretion. We encourage you to provide instructions to the trustee regarding the voting of your shares. Instructions provided by telephone or the Internet must be received by 11:59 p.m., Eastern Time, on December 15, 2014.

### **Q: How do I vote if my shares of Viasystems common stock are held in street name by a brokerage firm, bank, or other nominee?**

**A:** If your shares are held in an account at a brokerage firm, bank, or other nominee, then you are the beneficial owner of shares held in street name and this proxy statement/prospectus is being sent to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Viasystems Special Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other nominee how to vote the shares in your account by following the instructions that the broker, bank, or other nominee provides you along with this proxy

statement/prospectus.

**Q: Can I change my vote after I have delivered my proxy?**

**A:** Yes. You can change your vote at any time before your proxy is voted at the Viasystems Special Meeting. If you are a Viasystems stockholder of record, you may revoke your proxy at any time before it is voted at the Viasystems Special Meeting. To revoke your proxy, you must:

enter a new vote by telephone or over the Internet by 11:59 p.m., Eastern Time, on December 15, 2014;

sign and return another proxy card, which must be received by 11:59 p.m., Eastern Time, on December 15, 2014;

provide written notice of the revocation to Viasystems Secretary at: Viasystems Group, Inc., Attention: Daniel J. Weber, Secretary, 101 South Hanley Road, St. Louis, Missouri 63105, which must be received by 11:59 p.m., Eastern Time, on December 15, 2014; or

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attend the Viasystems Special Meeting and vote in person.

If you are the beneficial owner of shares held in street name by a brokerage firm, bank, or other nominee, you should follow the instructions of your bank, broker, or other nominee regarding the revocation of proxies.

If the Viasystems Special Meeting is postponed or adjourned, it will not affect the ability of stockholders of record on the record date to exercise their voting rights or to revoke any previously granted proxy using the methods described above.

**Q: What if I receive more than one proxy card?**

**A:** If you receive more than one proxy card, your shares of Viasystems common stock are registered in more than one name or are registered in different accounts. Please complete, date, sign, and return each appropriate proxy card to ensure that all your shares are voted.

**Q: What do I need to do now?**

**A:** After carefully reading and considering the information contained in this proxy statement/prospectus, please respond by completing, signing, and dating the appropriate proxy card or voting instruction card and returning in the enclosed postage-paid envelope, or, if available, by submitting your voting instruction electronically via the Internet or by telephone, as soon as possible so that your shares of Viasystems common stock may be represented and voted at the Viasystems Special Meeting. In addition, you may also vote your shares in person at the Viasystems Special Meeting. If you hold shares registered in the name of a broker, bank, or other nominee, that broker, bank, or other nominee has enclosed, or will provide, instructions for directing your broker, bank, or other nominee how to vote those shares.

**Q: Should I send in my stock certificates (or evidence of shares in book-entry form) with my proxy card?**

**A:** No. Please do NOT send your Viasystems stock certificates (or evidence of shares in book-entry form) with your proxy card. After the Merger is consummated, you will receive written instructions for exchanging your shares of Viasystems common stock for the Merger Consideration.

**Q: Who can help answer my questions?**

**A:** If you are a Viasystems stockholder and have any questions about the Merger, the Viasystems Special Meeting or how to submit your proxy, or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card, you should contact the firm assisting Viasystems with the solicitation of proxies:

D.F. King & Co., Inc.

48 Wall Street

New York, NY 10005

Stockholders may call toll-free: (866) 521-4487

Banks and Brokers may call collect: (212) 269-5550

Email: [info@dfking.com](mailto:info@dfking.com)

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**SUMMARY**

*This summary highlights selected information described in more detail elsewhere in this proxy statement/prospectus and the documents incorporated herein by reference and may not contain all of the information that is important to you. To understand the Merger (as described below) and the other matters to be voted on by Viasystems stockholders at the Viasystems Special Meeting (as described below) more fully, and to obtain a more complete description of the terms of the Merger Agreement (as described below), you should carefully read this entire proxy statement/prospectus, including the annexes hereto and documents incorporated by reference herein, and the other documents to which TTM Technologies, Inc. ( TTM ) and Viasystems Group, Inc. ( Viasystems ) refer you. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions in the section entitled Where You Can Find More Information beginning on page 182 of this proxy statement/prospectus. TTM and Viasystems have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.*

**The Companies (see pages 39 and 40)**

***TTM***

TTM was originally incorporated in Washington in 1978 and reincorporated in Delaware in 2005. TTM is a leading global provider of time-critical and technologically complex printed circuit board ( PCBs ) products and backplane assemblies (PCBs populated with electronic components), which serve as the foundation of sophisticated electronic products. TTM is the largest PCB manufacturer in North America and one of the largest PCB manufacturers in the world. In 2013, TTM generated approximately \$1.4 billion in net sales and ended the year with 16,290 employees worldwide. TTM operates a total of 13 specialized facilities in the United States and China, which serve a diversified customer base consisting of over 1,000 customers in various markets throughout the world, including manufacturers of networking/communications infrastructure products, touch screen tablets, and smartphones. TTM also serves the aerospace and defense, high-end computing, and industrial/medical industries. Its customers include both original equipment manufacturers ( OEMs ) and electronic manufacturing services ( EMS ) providers.

TTM manages its worldwide operations through two geographic operating segments: (1) Asia Pacific, which consists of five PCB fabrication plants and one drilling facility, and (2) North America, which consists of seven domestic PCB fabrication plants, including a facility that provides follow-on value-added services primarily for one of the PCB fabrication plants, and one backplane assembly plant in Shanghai, China, which is managed in conjunction with its U.S. operations.

TTM common stock, \$0.001 par value per share ( TTM common stock ) is traded on the Nasdaq Global Select Market ( NASDAQ ) under the symbol TTMI.

TTM s current contact information is as follows:

TTM Technologies, Inc.

1665 Scenic Avenue, Suite 250

Costa Mesa, CA 92626

Telephone: (714) 327-3000

***Merger Sub***

Vector Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of TTM ( Merger Sub ), was organized in 2014 solely for the purpose of entering into the Merger Agreement and completing the Merger and other transactions contemplated by the Merger Agreement. Merger Sub has not conducted any business

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operations other than in connection with the transactions contemplated by the Merger Agreement. Upon consummation of the Merger, Merger Sub will cease to exist, and Viasystems will continue as the surviving corporation and wholly owned subsidiary of TTM under the name Viasystems Group, Inc. Merger Sub's current contact information is as follows:

Vector Acquisition Corp.  
1665 Scenic Avenue, Suite 250  
Costa Mesa, CA 92626  
Telephone: (714) 327-3000

***Viasystems***

Viasystems was incorporated in Delaware in 1996 under the name Circo Craft Holding Company. Circo Craft Holding Company had no operations prior to its first acquisition in October 1996, when it changed its name to Circo Technologies, Inc. In January 1997, Circo Technologies, Inc. changed its name to Viasystems Group, Inc.

Viasystems is a technology leader and worldwide provider of complex multi-layer rigid, flexible and rigid-flex PCBs and electro-mechanical solutions ( E-M Solutions ). In 2013, Viasystems generated approximately \$1.2 billion in net sales and ended the year with 15,057 employees worldwide. PCBs serve as the electronic backbone of almost all electronic equipment, and Viasystems E-M Solutions products and services integrate PCBs and other components into finished or semi-finished electronic equipment, for which Viasystems also provides custom and standard metal enclosures, metal cabinets, metal racks and sub-racks, backplanes, and busbars. The products Viasystems manufactures include, or can be found in, a wide variety of commercial products, including automotive engine controls, hybrid converters, automotive electronics for navigation, safety and entertainment, telecommunications switching equipment, data networking equipment, computer storage equipment, semiconductor test equipment, wind and solar energy applications, off-shore drilling equipment, communications applications, flight control systems and complex industrial, medical, and other technical instruments. Viasystems broad offering of E-M Solutions products and services includes component fabrication, component integration, and final system assembly and testing. These services can be bundled with Viasystems PCBs to provide an integrated solution to customers. Viasystems is a supplier to more than 1,000 OEMs and contract electronic manufacturers in numerous end markets.

Viasystems common stock, \$0.01 par value per share ( Viasystems common stock ), is traded on the Nasdaq Global Market under the symbol VIAS.

Viasystems current contact information is as follows:

Viasystems Group, Inc.  
101 South Hanley Road  
St. Louis, Missouri 63105  
Telephone: (314) 727-2087

**The Merger (see page 71)**

The boards of directors of TTM and Viasystems have each approved the Agreement and Plan of Merger, entered into on September 21, 2014 (the Merger Agreement ), by and among TTM, Viasystems, and Merger Sub. At a special meeting of stockholders of Viasystems that will be held at 7:30 a.m. (Central Time) on December 16, 2014 at the Sheraton Clayton Plaza Hotel, located at 7730 Bonhomme Avenue, St. Louis, Missouri 63105 (the Viasystems Special Meeting ), you will be asked to consider and vote upon a proposal to adopt the Merger Agreement, pursuant to which Merger Sub will merge with and into Viasystems, with Viasystems surviving the merger as a wholly owned subsidiary of TTM (the Merger ).

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The effect of the Merger will be that Viasystems will be acquired by TTM and shares of Viasystems common stock will no longer be publicly traded.

Viasystems stockholders are receiving this proxy statement/prospectus in connection with Viasystems solicitation of proxies for the Viasystems Special Meeting.

### **The Merger Agreement (see page 124)**

A copy of the Merger Agreement is attached as Annex A to this proxy statement/prospectus. TTM and Viasystems encourage you to carefully read the entire Merger Agreement because it is the principal document governing the Merger.

### **The Voting Agreements (see page 154)**

In connection with the execution of the Merger Agreement, TTM entered into a voting agreement (the HM Voting Agreement ), by and among TTM and Hicks, Muse, Tate & Furst Equity Fund III, L.P., HM3 Coinvestors, L.P., HMTF Equity Fund IV (1999), L.P., HMTF Private Equity Fund IV (1999), L.P., Hicks, Muse PG-IV (1999), C.V., HM 4-P (1999) Coinvestors, L.P., and HM 4-EQ (1999) Coinvestors, L.P. (together, the HM Funds ), dated September 21, 2014, and a voting agreement (the BD Voting Agreement and, together with the HM Voting Agreement, the Voting Agreements ) by and among TTM and GSC Recovery II, L.P. and GSC Recovery IIA, L.P. (together, the BD Funds ), dated September 21, 2014.

Pursuant to the Voting Agreements, the HM Funds and the BD Funds have agreed to vote, and granted TTM an irrevocable proxy to vote, their shares of Viasystems common stock in favor of the adoption of the Merger Agreement and against, among other things, any alternative acquisition proposal. The Voting Agreements provide that the stockholders signing the Voting Agreements will not sell their shares of Viasystems common stock prior to the consummation of the Merger (or earlier termination of the Merger Agreement). As of November 6, 2014, the record date for determining Viasystems stockholders entitled to vote at the Viasystems Special Meeting, these stockholders collectively beneficially owned approximately 67% of the outstanding shares of Viasystems common stock. If the Merger Agreement is terminated in accordance with its terms, these Voting Agreements will also terminate.

Copies of the Voting Agreements are attached as Annexes B-1 and B-2 to this proxy statement/prospectus. TTM and Viasystems encourage you to carefully read the Voting Agreements.

### **Merger Consideration (see page 125)**

At the effective time of the Merger, each share of Viasystems common stock outstanding immediately prior to the effective time of the Merger (excluding each share of Viasystems common stock (1) held in treasury or that is owned, directly or indirectly, by a wholly owned subsidiary of Viasystems, TTM, or Merger Sub, and (2) held by a Viasystems stockholder who shall have demanded properly in writing appraisal for such shares of Viasystems common stock in accordance with the applicable provisions of the Delaware General Corporation Law (the DGCL ), in each case as set forth in the Merger Agreement) (such shares, excluding the shares described in the foregoing (1) and (2), the Merger Shares ) will be cancelled and converted automatically into the right to receive, in accordance with the terms of the Merger Agreement, (1) \$11.33 in cash, without interest, and (2) 0.706 of a share of TTM common stock (the Merger Consideration ). TTM expects that it will issue approximately 15.3 million shares of TTM common stock in the Merger.

Based on the closing price of TTM common stock on NASDAQ on September 19, 2014, the final trading day prior to the public announcement of the execution of the Merger Agreement, the Merger Consideration represented approximately \$16.46 in value for each share of Viasystems common stock. Based on the closing

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price of TTM common stock on NASDAQ on November 4, 2014, the latest practicable date before the date of this proxy statement/prospectus, the Merger Consideration represented approximately \$16.23 in value for each share of Viasystems common stock. TTM will not issue any fractional shares of TTM common stock in the Merger. Any holder of Viasystems common stock who would otherwise be entitled to a fractional share of TTM common stock will receive a cash payment in lieu of such fractional shares.

### **The Viasystems Board of Directors Reasons for the Merger (see page 85)**

In the course of reaching its decision to approve the Merger Agreement, the board of directors of Viasystems (the Viasystems Board ) considered a number of factors in its deliberations. Those factors are described in *The Merger Recommendation of the Viasystems Board of Directors and Viasystems Reasons for the Merger* beginning on page 85 of this proxy statement/prospectus.

### **Opinion of Financial Advisor to Viasystems (see page 91)**

On September 21, 2014, Stifel, Nicolaus & Company, Incorporated ( Stifel ), Viasystems financial advisor, rendered an opinion to the Viasystems Board that the Merger Consideration of (1) \$11.33 in cash and (2) 0.706 of a share of TTM common stock to be received by holders of Merger Shares from TTM pursuant to the Merger Agreement was fair, from a financial point of view, to such holders of Merger Shares, as of such date, based upon and subject to the procedures followed, assumptions made, qualifications, and limitations on the review undertaken and other matters considered by Stifel in preparing its opinion. Stifel s opinion did not address any other aspect or implication of the Merger or any other agreement, arrangement, or understanding entered into in connection with the Merger or otherwise. The full text of Stifel s opinion, dated September 21, 2014, which sets forth, among other things, the procedures followed, assumptions made, matters considered, and limitations on the scope of the review undertaken by Stifel in connection with its opinion, is attached as Annex C to this proxy statement/prospectus and is incorporated into this proxy statement/prospectus by reference in its entirety. Stifel s opinion was provided for the information of the Viasystems Board in connection with its consideration of the Merger and Stifel s opinion does not constitute advice or a recommendation to any holder of Merger Shares as to how such person should vote or act on any matter relating to the Merger. See *The Merger Opinion of Financial Advisor to Viasystems* beginning on page 91 for additional information.

TTM and Viasystems encourage you to carefully read Stifel s opinion.

### **Treatment of Viasystems Stock Options, Viasystems Restricted Stock Awards, Viasystems Performance Share Units and Viasystems Leveraged Performance Share Units (see page 125)**

#### ***Treatment of Viasystems Stock Options***

Immediately prior to the effective time of the Merger, each option to acquire shares of Viasystems common stock that is then outstanding, whether or not then vested or exercisable, will be automatically vested in its entirety and cancelled in exchange for the right to receive from the surviving corporation:

an amount in cash, if any, equal to the product obtained by multiplying:

the Cash Percentage (as defined in the Merger Agreement and described in the section entitled *The Merger Agreement Merger Consideration Treatment of Viasystems Stock Options, Viasystems Restricted Stock and Viasystems Performance Share Units* ); by

the excess, if any, of the Deemed Value of Merger Consideration (as defined in the Merger Agreement and described in the section entitled *The Merger Agreement Merger Consideration Treatment of Viasystems Stock Options, Viasystems Restricted Stock and Viasystems Performance Share Units* ) over the per share exercise price of such Viasystems stock option; by

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the number of shares of Viasystems common stock subject to such Viasystems stock option; and

a number, rounded down to the nearest whole number, of shares of TTM common stock, if any, equal to the quotient of:

the product obtained by multiplying:

the Stock Percentage (as defined in the Merger Agreement and described in the section entitled *The Merger Agreement Merger Consideration Treatment of Viasystems Stock Options, Viasystems Restricted Stock and Viasystems Performance Share Units* ); by

the excess, if any, of the Deemed Value of Merger Consideration over the per share exercise price of such Viasystems stock option; by

the number of shares of Viasystems common stock subject to such Viasystems stock option; divided by

the Parent Common Stock Price (as defined in the Merger Agreement and described in the section entitled *The Merger Agreement Merger Consideration Treatment of Viasystems Stock Options, Viasystems Restricted Stock and Viasystems Performance Share Units* );

together with cash in the amount equal to (1) the fractional amount of any shares of TTM common stock that would, absent such rounding down, be issuable (after taking into account all Viasystems stock options held by such holder), multiplied by (2) the Parent Common Stock Price.

Any shares of Viasystems common stock issued in respect of Viasystems stock options will be cancelled and converted into the right to receive the Merger Consideration at the effective time of the Merger.

***Treatment of Viasystems Restricted Stock Awards***

Immediately prior to the effective time of the Merger, each unvested Viasystems restricted stock award that is then outstanding will be automatically vested in full, all restrictions thereto will lapse, and such restricted stock will be treated in the Merger as an outstanding share of Viasystems common stock that will be cancelled and converted into the right to receive the Merger Consideration at the effective time of the Merger.

***Treatment of Viasystems Performance Share Units***

Immediately prior to the effective time of the Merger, each Viasystems restricted stock unit subject to vesting based on the achievement of performance conditions (each, a Viasystems Performance Share Unit ) that is outstanding immediately prior to the effective time of the Merger shall, immediately prior to the effective time, vest. Viasystems Performance Share Units other than those identified as Leveraged Performance Share Units (each Viasystems Performance Share Unit so identified, a Viasystems Leveraged Performance Share Unit ) will vest based on the greater of:

100% of the target payout; and

the payout that would result under the Viasystems Performance Share Unit based on Viasystems' actual performance through the trading day immediately preceding the closing date of the Merger, as provided in the award agreements for the Viasystems Performance Share Units.

On September 21, 2014, the Viasystems Board took action to provide that the Viasystems Performance Share Units granted in 2012, which have a three-year performance period ending with 2014, will effectively be paid out at the greater of target and actual performance as described above whether the Merger occurs in 2014 or thereafter.

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Viasystems Leveraged Performance Share Units will vest based upon the greater of:

the closing price per share of Viasystems common stock on the Nasdaq Global Market on the trading day immediately preceding the closing date of the Merger; and

the target share price as provided in the award agreements for such Viasystems Leveraged Performance Share Units.

Shares of Viasystems common stock issued or deemed to be issued in settlement of any Viasystems Performance Share Units, including Viasystems Leveraged Performance Share Units, will be converted into the right to receive the Merger Consideration at the effective time of the Merger.

## **Interests of Certain Persons in the Merger (see page 105)**

You should be aware that the directors and executive officers of Viasystems may have economic interests in the Merger that may be different from or in addition to those of Viasystems stockholders generally and that may create potential conflicts of interest. These interests include, but are not limited to, the treatment in the Merger of Viasystems equity compensation awards (including the acceleration of Viasystems stock options, Viasystems restricted stock awards, and Viasystems Performance Share Units), bonus awards (including annual incentive bonuses and, in some cases, a transaction bonus related to the Merger), severance plans, and other rights that may be held by Viasystems directors and executive officers, such as the right to ongoing indemnification by the surviving corporation for acts or omissions occurring prior to the Merger.

As of the record date, Viasystems directors and executive officers, and their affiliates, as a group, owned and were entitled to vote 760,512 shares of Viasystems common stock, or approximately 3.6% of the outstanding shares of Viasystems common stock. Viasystems currently expects that its directors and executive officers who are also Viasystems stockholders will vote their shares **FOR** Proposals 1, 2 and 3, but none of Viasystems directors or executive officers have entered into any agreement obligating them to do so. The Viasystems Board was aware of and considered these interests, among other matters, in reaching its decision to approve the Merger and Merger Agreement and recommends that Viasystems stockholders adopt the Merger Agreement.

## **Conditions to the Merger (see page 127)**

TTM and Viasystems currently expect to consummate the Merger in the first half of 2015, subject to receipt of required stockholder and regulatory approvals and the satisfaction or waiver of the other conditions to the Merger. As more fully described in this proxy statement/prospectus and in the Merger Agreement, each party's obligation to consummate the Merger depends on a number of conditions being satisfied or, where legally permissible, waived, including the following:

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 HSR Act ) and certain other required foreign antitrust approvals under applicable antitrust and competition laws of China, Germany and Estonia;

the approval of the transaction from the Committee on Foreign Investment in the United States ( CFIUS );

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 legal injunction, restraint, or prohibition on the completion of the Merger.

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The obligation of TTM and Merger Sub to consummate the Merger is subject to the following additional conditions:

the accuracy of the representations and warranties of Viasystems, subject to certain materiality standards as described under *The Merger Agreement Conditions to the Merger* beginning on page 127 of this proxy statement/prospectus;

performance by Viasystems in all material respects of its obligations under the Merger Agreement;

the absence of a material adverse effect with respect to Viasystems and its subsidiaries, taken as a whole; and

the receipt of an officer's certificate certifying that the foregoing conditions have been satisfied.

The obligation of Viasystems to consummate the Merger is subject to the following additional conditions:

the accuracy of the representations and warranties of TTM and Merger Sub, subject to certain materiality standards as described under *The Merger Agreement Conditions to the Merger* beginning on page 127 of this proxy statement/prospectus;

performance by TTM and Merger Sub in all material respects of their respective obligations under the Merger Agreement;

the absence of a material adverse effect with respect to TTM and its subsidiaries, taken as a whole; and

the receipt of an officer's certificate certifying that the foregoing conditions have been satisfied.

**Regulatory Approvals Required to Consummate the Merger (see page 116)**

TTM and Viasystems have agreed to cooperate and use reasonable best efforts to obtain all regulatory approvals required or deemed necessary to consummate the transactions contemplated by the Merger Agreement. For an acquisition transaction meeting certain size thresholds, such as the Merger, the HSR Act requires the parties to file notification and report forms with the Antitrust Division of the United States Department of Justice (the DOJ) and the Federal Trade Commission (the FTC) and to observe specified required waiting periods before consummating the Merger. TTM and Viasystems filed the required notifications with the Antitrust Division of the DOJ and the FTC on October 3, 2014. On October 31, 2014, TTM voluntarily withdrew its HSR Act notification and report forms. TTM refiled the required notifications with the Antitrust Division of the DOJ and the FTC on November 4, 2014. In addition, foreign antitrust approvals of the Merger are required under the Antimonopoly Law (China), the Act Against Restrictions of Competition (Germany), and the Competition Act (Estonia). TTM and Viasystems filed the required notifications with the applicable foreign government agencies in Germany and Estonia on October 21, 2014 and in China on October 28, 2014.

Further, TTM and Viasystems have agreed to submit a joint voluntary notice under the Defense Production Act of 1950, as amended ( Exon-Florio ), pursuant to their obligations under the Merger Agreement to seek a written notice from CFIUS clearing the Merger (which written notice is described in greater detail in the definition of CFIUS Approval set forth in the Merger Agreement included herein as Annex A and is referred to herein as the CFIUS Approval ).

**Financing (see page 114)**

TTM's obligation to consummate the Merger is not conditioned upon its obtaining financing to pay the cash portion of the Merger Consideration. In connection with the Merger, TTM has entered into a commitment letter (the Original Commitment Letter ) with JPMorgan Chase Bank, N.A. ( JPMorgan Chase ), J.P. Morgan Securities LLC ( JPMorgan ), and Barclays Bank PLC ( Barclays ) and, together with JPMorgan Chase, the Original Lenders ), which contains commitments from the Original Lenders. The Royal Bank of Scotland plc ( RBS ), HSBC Securities (USA) Inc. ( HSBC Securities ), and HSBC Bank USA, N.A. ( HSBC Bank ) and, together with the Original Lenders and RBS, the Lenders ) were subsequently added as parties to the Original Commitment Letter. The commitment by the Lenders provides for a \$150 million senior secured asset-based

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revolving facility and a \$1,115 million senior secured term loan B facility, the proceeds of which TTM expects to be sufficient to fund the cash portion of the Merger Consideration and to pay the fees and expenses related to the Merger, which may include the refinancing or repayment of outstanding indebtedness of Viasystems and TTM. While TTM has obtained a commitment for such financing, TTM is continuing to evaluate and explore various capital structure options for the ultimate financing structure to be implemented.

**Termination of the Merger Agreement (see page 139)**

TTM and Viasystems may terminate the Merger Agreement at any time before the effective time of the Merger under the following circumstances:

by mutual written consent of TTM and Viasystems;

by either TTM or Viasystems if the Merger has not been consummated on or before June 21, 2015 (the Outside Date ) (except that the right to terminate the Merger Agreement is not available to the party whose failure to fulfill any obligation under the Merger Agreement caused the failure of the effective time of the Merger to occur on or before such date); however, if on June 21, 2015, one or more of the closing conditions relating to the receipt of required antitrust clearances, the CFIUS Approval, and the absence of legal restraints attributable to an antitrust and competition law or Exon-Florio or otherwise seeking approval under an antitrust and competition law or the CFIUS Approval have not been fulfilled, but all other conditions to closing are or will be capable of being fulfilled, then the Outside Date may be extended by either TTM or Viasystems from June 21, 2015 to September 21, 2015 by written notice to the other parties;

by either TTM or Viasystems if any governmental entity of competent authority issues an order or enacts a law that prohibits, restrains or makes illegal, or otherwise prevents or prohibits, the consummation of the Merger; or

by either TTM or Viasystems if the Viasystems stockholders have not adopted the Merger Agreement at a duly convened meeting of the stockholders of Viasystems, including any adjournment or postponement thereof (except that the right to terminate the Merger Agreement for this reason will not be available to Viasystems if it has not materially complied with certain of the covenants relating to the conduct of its business and the holding of the Viasystems Special Meeting).

In addition, Viasystems may terminate the Merger Agreement at any time before the effective time of the Merger under the following circumstances:

if there should have occurred any event, occurrence, condition, change, development, state of facts or circumstance that would reasonably be expected to cause a material adverse effect on TTM and its subsidiaries, taken as a whole, or if TTM or Merger Sub has breached any representation, warranty, covenant, or agreement contained in the Merger Agreement, or if any representation or warranty of TTM or Merger Sub has become untrue, in each case, such that the conditions to closing relating to the accuracy of TTM's and Merger Sub's representations and warranties or the performance by TTM and Merger Sub of their

obligations under the Merger Agreement could not be satisfied; however, Viasystems may not so terminate the Merger Agreement unless any such breach or failure to be true is incapable of being cured or has not been cured prior to the Outside Date, and Viasystems may not terminate the Merger Agreement if Viasystems is then in material breach of any representation, warranty, or covenant under the Merger Agreement; or

prior to adoption of the Merger Agreement by the Viasystems stockholders, in order to enter into a definitive written agreement providing for a superior proposal in compliance with the no solicitation provisions of the Merger Agreement.

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In addition, TTM may terminate the Merger Agreement at any time before the effective time of the Merger under the following circumstances:

if there should have occurred any event, occurrence, condition, change, development, state of facts or circumstance that would reasonably be expected to cause a material adverse effect on Viasystems and its subsidiaries, taken as a whole, or Viasystems has breached any representation, warranty, covenant, or agreement contained in the Merger Agreement, or if any representation or warranty of Viasystems has become untrue, in each case, such that the conditions to closing relating to the accuracy of Viasystems representations and warranties or the performance by Viasystems of its obligations under the Merger Agreement could not be satisfied; however, TTM may not so terminate the Merger Agreement unless any such breach or failure to be true is incapable of being cured or has not been cured prior to the Outside Date, and TTM may not terminate the Merger Agreement if TTM is then in material breach of any representation, warranty, or covenant under the Merger Agreement;

prior to adoption of the Merger Agreement by the Viasystems stockholders, if a company adverse recommendation change (as described in *The Merger Agreement No Solicitation of Acquisition Proposals*) has occurred; or

prior to adoption of the Merger Agreement by the Viasystems stockholders, if Viasystems shall not have timely rejected any alternative acquisition proposal, or shall have failed to timely publicly reconfirm its recommendation after a request by TTM to do so following an alternative acquisition proposal, or if Viasystems has breached in any material respect the no solicitation provisions of the Merger Agreement (as described in *The Merger Agreement No Solicitation of Acquisition Proposals*).

In some cases, termination of the Merger Agreement may require a party to pay a termination or reverse breakup fee to the other party as described below.

**No Solicitation of Acquisition Proposals (see page 130)**

The Merger Agreement contains detailed provisions prohibiting Viasystems from seeking an alternative transaction to the Merger. Under these no solicitation provisions, Viasystems has agreed that, from the time of the execution and delivery of the Merger Agreement until the earlier of the effective time of the Merger or the termination of the Merger Agreement in accordance with its terms, Viasystems will not, and will cause its subsidiaries and its directors, officers, employees, financial advisor, attorneys, accountants, or other advisors, agents, or representatives not to:

solicit, initiate, cause, knowingly facilitate or encourage (including by way of furnishing information) the submission of any inquiries, proposals or offers or any other efforts or attempts that constitute or may reasonably be expected to lead to any acquisition proposal (as described in *The Merger Agreement No Solicitation of Acquisition Proposals*), engage in any discussions or negotiations or otherwise cooperate with or assist or participate in, or knowingly facilitate or encourage, any inquiries, proposals, discussions or negotiations of any acquisition proposal or resolve to or publicly propose to take any of the above actions;

approve or recommend, or resolve to or publicly propose to approve or recommend, any acquisition proposal;

enter into any merger agreement, agreement-in-principle, letter of intent, share purchase agreement, asset purchase agreement, share exchange agreement, option agreement, or other similar agreement relating to an acquisition proposal or enter into any letter of intent, agreement, or agreement-in-principle requiring Viasystems (whether or not subject to conditions) to abandon, terminate, or fail to consummate the Merger;

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withdraw, modify, or qualify in a manner adverse to TTM or Merger Sub the Viasystems Board recommendation regarding the Merger Agreement, or the approval or declaration of advisability by the Viasystems Board of the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement; or

approve or recommend, or resolve to or publicly propose to approve or recommend, any acquisition proposal.

Notwithstanding these restrictions, the Merger Agreement also provides that if, at any time after execution of the Merger Agreement and prior to the adoption of the Merger Agreement by Viasystems stockholders, (1) Viasystems receives a bona fide acquisition proposal, (2) a breach of the no solicitation provisions of the Merger Agreement did not contribute to the making of such acquisition proposal, (3) the Viasystems Board determines in good faith, after consultation with its financial advisors and outside counsel, that such acquisition proposal constitutes or is reasonably likely to lead to a superior proposal (as described in *The Merger Agreement No Solicitation of Acquisition Proposals* ), and (4) the Viasystems Board determines in good faith, after consultation with outside counsel, that failure to take such action would constitute a breach by the Viasystems Board of its fiduciary duties under applicable law, then Viasystems may:

furnish confidential information with respect to Viasystems and its subsidiaries to the person making such acquisition proposal; and

participate in discussions or negotiations with the person making such acquisition proposal regarding such acquisition proposal.

Viasystems has also agreed in the Merger Agreement that it will promptly (and in any event within 24 hours) notify TTM in writing if Viasystems or its subsidiaries or representatives receives (1) an acquisition proposal or indication by any person that it is considering making an acquisition proposal, (2) any request for non-public information in contemplation of an acquisition proposal, or (3) any inquiry or request for discussions or negotiations regarding any acquisition proposal. Such notice must include the identity of the person making the proposal, indication, inquiry or request and a copy thereof (or, if not in writing, a written description of the material terms thereof). In addition, Viasystems has agreed to keep TTM reasonably informed on a current basis (and in any event no later than 24 hours after the occurrence of any material changes, developments, discussions or negotiations) as to the status of any acquisition proposal, indication, inquiry, or request (including the material terms and conditions thereof and of any material modification thereto), and any material developments, discussions, and negotiations, including furnishing copies of any written inquiries, correspondence, and draft documentation, and written summaries of any oral inquiries or discussions.

In addition, if (1) Viasystems receives a bona fide acquisition proposal, (2) a breach of the no solicitation provisions of the Merger Agreement did not contribute to the making of such proposal, and (3) the Viasystems Board determines in good faith, after consultation with its financial advisors and outside counsel, that such acquisition proposal constitutes a superior proposal after giving effect to the adjustments to the terms of the Merger Agreement which may be offered by TTM in accordance with the procedures set forth in the Merger Agreement, then the Viasystems Board may, at any time prior to the effective time of the Merger, if it determines in good faith, after consultation with its outside counsel, that failure to take such action would constitute a breach by the Viasystems Board of its fiduciary duties to Viasystems stockholders under applicable law, effect an adverse recommendation change and/or terminate the Merger Agreement to enter into a definitive agreement with respect to such proposal. In such an event, Viasystems

may be required to pay TTM a termination fee of \$12.8 million.

Further, if (1) an intervening event (as described in *The Merger Agreement No Solicitation of Acquisition Proposals* ) occurs at any time from the execution of the Merger Agreement and prior to the adoption of the Merger Agreement by Viasystems stockholders, (2) such intervening event did not result or arise from a material breach of the Merger Agreement, and (3) the Viasystems Board determines, in good faith, after consultation with

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its outside counsel, that, in light of the existence of such intervening event and taking into account any changes to the Merger Agreement agreed to or approved by TTM in accordance with the procedures set forth in the Merger Agreement, the failure to make an adverse recommendation change would constitute a breach by the Viasystems Board of its fiduciary duties to Viasystems stockholders under applicable law, then the Viasystems Board may effect an adverse recommendation change. In such event, Viasystems may be required to pay TTM a termination fee of \$12.8 million.

**Expenses, Termination Fee, Reverse Breakup Fee Relating to the Merger (see page 141)**

Generally, all fees and expenses incurred in connection with the Merger Agreement will be paid by the party incurring those fees and expenses. Following termination of the Merger Agreement under specified circumstances, however, Viasystems may be required to pay TTM a termination fee of \$12.8 million. Viasystems may also be required to reimburse TTM for expenses of up to \$4 million following termination of the Merger Agreement in specified circumstances if Viasystems stockholders fail to adopt the Merger Agreement. TTM may be required to pay Viasystems a reverse breakup fee of \$40 million following termination of the Merger Agreement in specified circumstances, such as in the event that a regulatory approval has not been obtained or a governmental entity of competent authority issues an order or enacts a law in respect of any antitrust and competition law or Exon-Florio that prohibits, restrains or makes illegal the consummation of the Merger, and all other conditions to the Merger have been satisfied or waived on or prior to the date of termination.

**Accounting Treatment of the Merger (see page 123)**

TTM prepares its financial statements in accordance with accounting principles generally accepted in the United States of America ( GAAP ). The Merger will be accounted for by TTM as a business combination under the acquisition method of accounting, and TTM will be treated as the acquirer for accounting purposes.

**Material U.S. Federal Income Tax Consequences (see page 164)**

Viasystems and TTM expect that the exchange of Viasystems common stock for the Merger Consideration in the Merger will be a taxable transaction for U.S. federal income tax purposes and may also be taxable under state, local and non-U.S. income and other tax laws. Please carefully review the information under *Material U.S. Federal Income Tax Consequences* beginning on page 164 of this proxy statement/prospectus for a description of the material U.S. federal income tax consequences of the Merger and of owning TTM common stock received in the Merger to U.S. holders and non-U.S. holders (in each case as defined in *Material U.S. Federal Income Tax Consequences* ). The tax consequences to you will depend on your situation. Viasystems and TTM encourage you to consult your tax advisors as to the specific tax consequences to you of the Merger and your receipt of the Merger Consideration, including the applicability and effect of U.S. federal, state, local and non-U.S. income and other tax laws in light of your particular circumstances.

**Legal Proceedings Related to the Merger (see page 123)**

Since the public announcement on September 22, 2014 of the execution of the Merger Agreement, Viasystems, TTM, Merger Sub, and the members of the Viasystems Board have been named as defendants in two putative class action complaints challenging the Merger. The first lawsuit, filed in the Circuit Court of St. Louis County, Missouri (the Missouri Lawsuit ), and the second lawsuit, filed in the Court of Chancery of the State of Delaware (the Delaware Lawsuit and, together with the Missouri Lawsuit, the Lawsuits ), generally allege, among other things, that the Merger fails to properly value Viasystems, that the individual defendants breached their fiduciary duties in approving the Merger Agreement, and that those breaches were aided and abetted by TTM, Merger Sub, and Viasystems. The

Lawsuits seek, among other things, injunctive relief to enjoin the defendants from completing the Merger on the agreed-upon terms, rescinding, to the extent already implemented, the Merger Agreement or any of the terms therein, costs and disbursements and attorneys' and experts' fees and costs, as well as other equitable relief as the court deems proper. TTM and Viasystems believe the Lawsuits are without merit.

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**Table of Contents****Comparison of the Rights of Holders of TTM Common Stock and Viasystems Common Stock (see page 170)**

As a result of the consummation of the Merger, holders of Viasystems common stock will become holders of TTM common stock. Each of TTM and Viasystems is a Delaware corporation governed by the DGCL, but the rights of TTM stockholders currently are, and from and after the Merger will be, governed by the Certificate of Incorporation of TTM, as amended (the TTM Charter ) and the Fourth Amended and Restated Bylaws of TTM (the TTM Bylaws ), while the rights of Viasystems stockholders are currently governed by the Third Amended and Restated Certificate of Incorporation of Viasystems (the Viasystems Charter ) and the Second Amended and Restated Bylaws of Viasystems (the Viasystems Bylaws ). This proxy statement/prospectus includes summaries of the material differences between the rights of TTM stockholders and Viasystems stockholders arising because of difference in the charters and bylaws of the two companies.

**Appraisal Rights in Connection with the Merger (see page 119)**

Pursuant to Section 262 of the DGCL, holders of Viasystems common stock who do not vote in favor of adoption of the Merger Agreement and who comply with the applicable requirements of Section 262 of the DGCL and do not otherwise withdraw or lose the right to appraisal under Delaware law have the right to seek appraisal of the fair value of their shares of Viasystems common stock, as determined by the Delaware Court of Chancery, if the Merger is consummated. The fair value of your shares of Viasystems common stock as determined by the Delaware Court of Chancery may be more or less than, or the same as, the value of the Merger Consideration per share that you are otherwise entitled to receive under the terms of the Merger Agreement. Holders of Viasystems common stock who wish to preserve any appraisal rights they may have must so advise Viasystems by submitting a demand for appraisal prior to the vote to adopt the Merger Agreement and must otherwise follow the procedures prescribed by Section 262 of the DGCL. A person having a beneficial interest in shares of Viasystems common stock held of record in the name of another person, such as a broker, bank, or other nominee, must act promptly to cause the record holder to follow the steps summarized in this proxy statement/prospectus and in a timely manner to perfect appraisal rights. In view of the complexity of Section 262 of the DGCL, Viasystems stockholders who may wish to pursue appraisal rights should consult their legal and financial advisors.

**The Viasystems Special Meeting (see page 60)**

The Viasystems Special Meeting will be held at 7:30 a.m. (Central Time) on December 16, 2014, at the Sheraton Clayton Plaza Hotel, located at 7730 Bonhomme Avenue, St. Louis, Missouri 63105.

Holders of record of Viasystems common stock at the close of business on the record date will be entitled to notice of and to vote at the Viasystems Special Meeting with regard to Proposals 1, 2, and 3. On the record date, there were 20,921,111 shares of Viasystems common stock outstanding, held by approximately 117 holders of record. Each share of Viasystems common stock outstanding on the record date is entitled to one vote on each proposal to be voted upon at the Viasystems Special Meeting.

As of the record date, Viasystems directors and executive officers, and their affiliates, as a group, owned and were entitled to vote 760,512 shares of Viasystems common stock, or approximately 3.6% of the outstanding shares of Viasystems common stock. Viasystems currently expects that its directors and executive officers will vote their shares **FOR** Proposals 1, 2, and 3, but none of Viasystems directors or executive officers have entered into any agreement obligating them to do so. To be approved, Proposal 1 requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock outstanding on the record date, and Proposals 2 and 3 each require 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.



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**SUMMARY OF HISTORICAL AND PRO FORMA FINANCIAL DATA**

**Summary Historical Consolidated Financial Data of TTM**

The following table presents summary historical consolidated financial data for TTM for the fiscal years ended December 30, 2013, December 31, 2012, and December 31, 2011 and as of June 30, 2014 and for the six months ended June 30, 2014 and July 1, 2013. The statement of operations data for each of the years ended December 30, 2013, December 31, 2012 and December 31, 2011 have been obtained from TTM's audited consolidated financial statements contained in its Annual Report on Form 10-K for the fiscal year ended December 30, 2013, which are incorporated by reference into this proxy statement/prospectus. The statement of operations data for the six months ended June 30, 2014 and July 1, 2013 and the balance sheet data as of June 30, 2014 have been obtained from TTM's unaudited consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, which are incorporated by reference into this proxy statement/prospectus. In the opinion of TTM's management, the unaudited interim financial data include all adjustments, consisting of only normal non-recurring adjustments, considered necessary for a fair statement of this information.

The information below should be read in conjunction with TTM's consolidated financial statements and the related notes thereto and the information under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in TTM's Annual Report on Form 10-K for the fiscal year ended December 30, 2013, and the unaudited interim condensed consolidated financial statements and the related notes thereto and the information under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in TTM's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2014, which are both incorporated by reference in this proxy statement/prospectus. 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.

**Table of Contents****Consolidated Statements of Operations Data**

(In thousands, except per share amounts)	Six Months Ended		Year Ended		
	June 30, 2014	July 1, 2013	December 30, 2013	December 31, 2012	December 31, 2011
Net sales	\$ 589,530	\$ 663,413	\$ 1,368,215	\$ 1,348,668	\$ 1,428,639
Cost of goods sold	512,424	564,226	1,150,372	1,123,669	1,127,326
Gross profit	77,106	99,187	217,843	224,999	301,313
Operating expenses:					
Selling and marketing	17,960	18,749	37,149	35,957	36,891
General and administrative	45,178	52,699	105,924	98,005	92,682
Amortization of definite-lived intangibles	4,472	4,655	9,332	14,637	17,311
Gain on sale of assets		(17,917)	(17,917)		
Restructuring charges			3,445		
Impairment of long-lived assets	1,845		10,782	18,082	48,125
Impairment of goodwill and definite-lived intangibles				200,335	15,184
Total operating expenses	69,455	58,186	148,715	367,016	210,193
Operating income (loss)	7,651	41,001	69,128	(142,017)	91,120
Other income (expense):					
Interest expense	(12,121)	(12,201)	(24,031)	(25,784)	(26,504)
Loss on extinguishment of debt	(506)		(10,743)	(5,527)	
Other, net	(3,274)	1,634	5,418	4,956	8,616
Total other expense, net	(15,901)	(10,567)	(29,356)	(26,355)	(17,888)
Income (loss) before income taxes	(8,250)	30,434	39,772	(168,372)	73,232
Income tax benefit (provision)	1,347	(10,129)	(15,879)	(12,728)	(26,005)
Net income (loss)	(6,903)	20,305	23,893	(181,100)	47,227
Less: Net (income) loss attributable to the non-controlling interest		(2,016)	(2,016)	6,505	(5,359)
Net income (loss) attributable to TTM Technologies, Inc. stockholders	\$ (6,903)	\$ 18,289	\$ 21,877	\$ (174,595)	\$ 41,868
Earnings (loss) per share attributable to TTM Technologies, Inc. stockholders:					
Basic (loss) earnings per share	\$ (0.08)	\$ 0.22	\$ 0.27	\$ (2.13)	\$ 0.52

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Diluted (loss) earnings per share	\$ (0.08)	\$ 0.22	\$ 0.26	\$ (2.13)	\$ 0.51
Weighted-average shares used in computing per share amounts:					
Basic	83,130	82,373	82,506	81,800	81,176
Diluted	83,130	82,908	83,132	81,800	81,944

**Table of Contents*****Condensed Consolidated Balance Sheet Data***

<b>(In thousands)</b>	<b>As of June 30, 2014</b>
<b>ASSETS</b>	
Current assets:	
Cash and cash equivalents	\$ 282,043
Accounts and notes receivable, net	230,165
Accounts receivable due from related parties	14,269
Inventories	146,113
Prepaid expenses and other current assets	34,633
Total current assets	707,223
Property, plant and equipment, net	780,445
Goodwill and definite-lived intangibles, net	35,299
Deposits and other non-current assets	16,773
Total Assets	\$ 1,539,740
<b>LIABILITIES AND EQUITY</b>	
Current liabilities:	
Short-term debt, including current portion of long-term debt	\$ 96,205
Convertible senior notes, net of discount	31,129
Accounts payable	148,973
Accounts payable due to related parties	20,482
Accrued salaries, wages and benefits	35,678
Equipment payable	44,529
Other accrued expenses	26,345
Total current liabilities	403,341
Convertible senior notes, net of discount	193,455
Long-term debt	225,701
Other long-term liabilities	24,796
Total long-term liabilities	443,952
Commitments and contingencies	
Equity:	
Common stock, \$0.001 par value; 200,000 shares authorized, 83,345 shares issued and outstanding	83
Additional paid-in capital	583,267
Retained earnings	57,369
Statutory surplus reserve	18,692
Accumulated other comprehensive income	33,036

Total equity	692,447
	\$ 1,539,740

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**Summary Historical Consolidated Financial Data of Viasystems**

The following table presents summary historical consolidated financial data for Viasystems and its subsidiaries for the fiscal years ended December 31, 2013, 2012, and 2011 and as of June 30, 2014 and for the six months ended June 30, 2014 and 2013. The statement of operations data for each of the three years in the periods ended December 31, 2013, December 31, 2012 and December 31, 2011 have been obtained from Viasystems' audited consolidated financial statements contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which are incorporated by reference into this proxy statement/prospectus. The statement of operations data for the six months ended June 30, 2014 and 2013 and the balance sheet data as of June 30, 2014 have been obtained from Viasystems' unaudited condensed consolidated financial statements included in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, which are incorporated by reference into this proxy statement/prospectus. In the opinion of Viasystems' management, the unaudited interim condensed financial data include all adjustments, consisting of only normal non-recurring adjustments, considered necessary for a fair statement of this information.

The information set forth below should be read in conjunction with Viasystems' Management's Discussion and Analysis of Financial Condition and Results of Operations included in Viasystems' Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and the unaudited interim condensed consolidated financial statements and the related notes thereto and the information under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations included in Viasystems' Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2014, which are both incorporated by reference in this proxy statement/prospectus, and its consolidated financial statements and the notes thereto. 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.

**Table of Contents****Consolidated Statements of Operations Data**

(Dollars in thousands, except per share amounts)	Six Months Ended		Year Ended		
	June 30, 2014	June 30, 2013	December 31, 2013	December 31, 2012 (1)	December 31, 2011
Net sales	\$ 596,841	\$ 558,493	\$ 1,171,046	\$ 1,159,906	\$ 1,057,317
Operating expenses:					
Cost of goods sold, exclusive of items shown separately below (2)	482,048	451,506	949,496	927,154	837,686
Selling, general and administrative (2)	52,291	52,694	100,505	109,460	80,300
Depreciation	43,680	43,836	88,060	80,019	65,938
Amortization	3,336	3,356	6,715	4,547	1,710
Restructuring and impairment (3)	341		1,073	19,457	812
Operating income	15,145	7,101	25,197	19,269	70,871
Other expense (income):					
Interest expense, net	23,101	22,458	44,797	42,156	28,906
Amortization of deferred financing costs	1,389	1,449	2,898	2,723	2,015
Loss on early extinguishment of debt (4)				24,234	
Other, net	(2,597)	1,689	(5,983)	(419)	1,202
(Loss) income before income taxes	(6,748)	(18,495)	(16,515)	(49,425)	38,748
Income taxes	6,229	5,055	11,095	12,793	8,464
Net (loss) income	(12,977)	(23,550)	(27,610)	(62,218)	30,284
Net income attributable to noncontrolling interest	429	274	610	89	1,791
Net (loss) income available to common stockholders	\$ (13,406)	\$ (23,824)	\$ (28,220)	\$ (62,307)	\$ 28,493
Basic (loss) earnings per share	\$ (0.66)	\$ (1.19)	\$ (1.40)	\$ (3.12)	\$ 1.43
Diluted (loss) earnings per share	\$ (0.66)	\$ (1.19)	\$ (1.40)	\$ (3.12)	\$ 1.42
Basic weighted average shares outstanding	20,266,319	20,002,467	20,089,507	19,991,190	19,981,022
Diluted weighted average shares outstanding	20,266,319	20,002,467	20,089,507	19,991,190	20,129,787

- (1) The financial data starting as of and for the year ended December 31, 2012 reflects the acquisition of DDi Corp. on May 31, 2012.
- (2) Stock compensation expense included in cost of goods sold and selling, general and administrative expenses for the years ended December 31, 2013, 2012, and 2011 and for the six months ended June 30, 2014 and 2013 was \$9,414, \$10,563, \$7,697, \$3,707, and \$5,804, respectively.
- (3) Represents restructuring charges taken to downsize and close facilities, and impairment losses related to the write-off of long-lived assets.
- (4) In connection with the repurchase of Viasystems \$220 million 12.0% Senior Secured Notes due 2015 (the Viasystems 2015 Notes ) in 2012, Viasystems incurred losses on early extinguishment of debt of \$24,234.

***Consolidated Balance Sheet Data***

<b>(In thousands)</b>	<b>As of June 30, 2014</b>
Cash and cash equivalents	\$ 76,461
Working capital	165,714
Total assets	1,147,537
Total debt, including current maturities	635,245
Stockholders' equity (deficit)	199,084

**Table of Contents****Unaudited Summary Pro Forma Condensed Combined Financial Information**

The following tables set forth selected information about the pro forma financial condition and results of operations, including per share data, of TTM after giving effect to the consummation of the Merger. The tables set forth selected unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2014 and the fiscal year ended December 30, 2013, as if the Merger had been completed on January 1, 2013, and selected unaudited pro forma condensed combined balance sheet data as of June 30, 2014, as if the Merger had been completed on that date. The unaudited summary pro forma condensed combined financial information has been derived from and should be read in conjunction with the more detailed unaudited pro forma condensed combined financial information and accompanying notes appearing elsewhere in this proxy statement/prospectus. In addition, such unaudited pro forma condensed combined financial information is based on and should be read in conjunction with the separate historical consolidated financial statements and accompanying notes of TTM and Viasystems as of and for the applicable periods, which are incorporated by reference into this proxy statement/prospectus. See *Unaudited Pro Forma Condensed Combined Financial Information* and *Where You Can Find More Information* beginning on pages 47 and 182, respectively, of this proxy statement/prospectus.

TTM operates on a 52 or 53 week year ending on the Monday nearest December 31. Viasystems uses a calendar accounting fiscal period. For 2013, TTM's accounting period ended December 30, 2013, while Viasystems' accounting period ended December 31, 2013. No pro forma adjustments were made to reconcile the accounting periods, as TTM believes that the one-day difference is immaterial to the presentation of the operating results of the combined company.

The unaudited pro forma condensed combined financial statements and related notes do not purport to represent what the actual consolidated results of operations or the consolidated balance sheet of TTM would have been had the Merger occurred on the dates assumed, nor are they necessarily indicative of TTM's future consolidated results of operations or consolidated financial position. The unaudited pro forma condensed combined financial statements are based upon currently available information and estimates and assumptions that TTM believes are reasonable as of the date hereof. Any of the factors underlying these estimates and assumptions may change or prove to be materially different, and the estimates and assumptions may not be representative of facts existing at the consummation of the Merger.

**Summary Pro Forma Condensed Combined Statement of Operations Data**

<b>(In millions, except per share amounts)</b>	<b>Six Months Ended</b>	<b>Year Ended</b>
	<b>June 30, 2014</b>	<b>December 30, 2013</b>
Net sales	\$ 1,186.3	\$ 2,539.2
Operating income	13.4	75.3
Net loss	(24.6)	(13.7)
Net income attributable to noncontrolling interests	(0.4)	(2.6)
Net loss attributable to stockholders	(25.0)	(16.3)
Earnings per share attributable to stockholders:		
Basic loss per share	\$ (0.25)	\$ (0.17)
Diluted loss per share	\$ (0.25)	\$ (0.17)



**Table of Contents****Summary Pro Forma Condensed Combined Balance Sheet Data**

<b>(In millions)</b>	<b>As of June 30, 2014</b>
Total current assets	\$ 990.6
Total assets	2,698.0
Total current liabilities	600.5
Total long-term liabilities	1,363.6
Total stockholders equity	733.9

**Comparative Market Value of Common Stock**

TTM common stock is listed on NASDAQ under the symbol TTM and Viasystems common stock is listed for trading on the Nasdaq Global Market under the symbol VIAS. The following table shows the closing prices per share of TTM common stock and Viasystems common stock as reported on September 19, 2014, the final trading day prior to the public announcement of the Merger, and on November 4, 2014, the latest practicable date prior to the date of this proxy statement/prospectus. This table also shows the implied value of the Merger Consideration for each share of Viasystems common stock, which was calculated by multiplying the closing price of TTM common stock on the relevant date by the exchange ratio of the stock portion of the Merger Consideration of 0.706 of a share of TTM common stock for each share of Viasystems common stock, and adding the per share cash consideration of \$11.33, without interest.

	<b>Closing Price of TTM Common Stock</b>	<b>Closing Price of Viasystems Common Stock</b>	<b>Implied Value of Merger Consideration</b>
As of September 19, 2014	\$ 7.27	\$ 11.70	\$ 16.46
As of November 4, 2014	\$ 6.94	\$ 15.84	\$ 16.23

The market price of TTM common stock and Viasystems common stock will fluctuate prior to the Viasystems Special Meeting and before the Merger is consummated, which will affect the implied value of the Merger Consideration paid to Viasystems stockholders.

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**Table of Contents****RISK FACTORS**

*In addition to the other information included in and incorporated by reference into this proxy statement/prospectus, you should carefully read and consider the following risk factors in evaluating the proposals to be voted on at the Viasystems Special Meeting and in determining whether to vote for adoption of the Merger Agreement. If the Merger Agreement is adopted by Viasystems stockholders and all of the other conditions to the Merger are satisfied or waived, and the Merger is consummated, holders of Viasystems common stock will become holders of TTM common stock and will be subject to the risks and uncertainties of holders thereof. Please also refer to the additional risk factors of each of TTM and Viasystems identified in the periodic reports and other documents incorporated by reference into this proxy statement/prospectus because these risk factors may affect the operations and financial results of the combined company. See *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.*

**Risks Related to the Merger**

*Because the market price of TTM common stock will fluctuate, Viasystems stockholders cannot be certain of the value of the Merger Consideration that they will be entitled to receive in the Merger.*

Upon the consummation of the Merger, each outstanding share of Viasystems common stock will be converted into the right to receive the Merger Consideration, which consists of (1) \$11.33 in cash, without interest and (2) 0.706 of a share of TTM common stock. The 0.706 exchange ratio is fixed and will not be adjusted for changes in the market price of either Viasystems common stock or TTM common stock. The market value of the TTM common stock that Viasystems stockholders will be entitled to receive in the Merger could vary significantly from the market value of TTM common stock on the date of the announcement of the execution of the Merger Agreement, the date that this proxy statement/prospectus was mailed to Viasystems stockholders, or the date of the Viasystems Special Meeting. For example, the closing sale price of TTM common stock on September 19, 2014, the last trading day prior to the public announcement of the Merger Agreement, was \$7.27 per share and, therefore, if the Merger had been consummated on that date, the value of the Merger Consideration, including the \$11.33 in cash consideration, would have been \$16.46. On November 4, 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the closing sale price of TTM common stock was \$6.94 per share and, therefore, if the Merger had been consummated on that date, the value of the Merger Consideration, including the \$11.33 in cash consideration, would have been \$16.23. Moreover, the market value of TTM common stock will likely fluctuate after the consummation of the Merger. See *Comparative Per Share Data* and *Comparative Market Value of Common Stock* beginning on pages 56 and 57, respectively, of this proxy statement/prospectus.

The Merger Agreement does not provide for any termination right by TTM, Viasystems, or Merger Sub based solely on changes in the price or trading volume of TTM common stock or Viasystems common stock. Fluctuations in the market price of TTM common stock could result from changes in the business, operations, or prospects of Viasystems or TTM prior to the consummation of the Merger or the combined company following the completion of the Merger, regulatory considerations, general market and economic conditions, and other factors both within and beyond the control of Viasystems or TTM.

*The issuance of TTM common stock in connection with the Merger could decrease the market price of TTM common stock.*

Upon the consummation of the Merger, TTM expects to issue approximately 15.3 million shares of TTM common stock, or approximately 19% of the number of shares of TTM common stock outstanding as of September 19, 2014, the last trading day prior to the public announcement of the Merger Agreement, to Viasystems stockholders in the

Merger. Immediately following the consummation of the Merger, former Viasystems stockholders will own approximately 15.9% of the total amount of outstanding shares of TTM common stock. The issuance of TTM common stock in the Merger may result in fluctuations in the market price of TTM common stock, including a stock price decline.

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***The shares of TTM common stock to be received by Viasystems stockholders as a result of the Merger will have different rights from the shares of Viasystems common stock.***

Upon consummation of the Merger, Viasystems stockholders will become TTM stockholders, and their rights as stockholders will be governed by the TTM Charter and the TTM Bylaws. Certain of the rights associated with TTM common stock are different from, and may be viewed as less favorable than, the rights associated with Viasystems common stock. See *Comparison of Rights of Holders of TTM Common Stock and Viasystems Common Stock* beginning on page 170 of this proxy statement/prospectus for a discussion of the different rights associated with TTM common stock.

***TTM, Viasystems, and Merger Sub may be unable to satisfy the conditions to the Merger and the Merger may not be consummated.***

Consummation of the Merger is subject to various closing conditions, including, among other things, (1) the adoption of the Merger Agreement by Viasystems stockholders, (2) the expiration or termination of the applicable waiting period under the HSR Act and receipt of certain other required antitrust approvals under applicable antitrust and competition laws of China, Germany and Estonia, (3) the absence of any legal restraints or prohibitions on the consummation of the Merger, and (4) receipt of the CFIUS Approval. The obligation of each party to consummate the Merger is also conditioned upon the other party's representations and warranties being true and correct (subject to certain materiality exceptions), the other party having performed in all material respects its obligations under the Merger Agreement, and the other party not having suffered a material adverse effect (as defined in the Merger Agreement).

These and other conditions to the consummation of the Merger may fail to be satisfied. In addition, satisfying the conditions to the Merger may take longer, and could cost more, than Viasystems and TTM expect. For a more complete summary of the conditions that must be satisfied or waived prior to consummation of the Merger, see the section entitled *The Merger Agreement Conditions to the Merger* beginning on page 127 of this proxy statement/prospectus. The satisfaction of all of the required conditions could delay the completion of the Merger for a significant period of time or prevent it from occurring. Any delay in completing the Merger could cause TTM not to realize some or all of the benefits that TTM expects to achieve if the Merger is successfully consummated within its expected timeframe. Further, there can be no assurance that the conditions to the Merger will be satisfied or waived or that the Merger will be consummated. See *Failure to consummate the Merger could negatively impact the stock price and the future business and financial results of TTM and Viasystems.*

***Viasystems must obtain approval of its stockholders to consummate the Merger, which, if delayed or not obtained, may jeopardize or delay the consummation of the Merger.***

The Merger is conditioned on the adoption of the Merger Agreement by the affirmative vote of the holders of a majority of the outstanding shares of Viasystems common stock entitled to vote thereon. If the Viasystems stockholders do not adopt the Merger Agreement, then Viasystems and TTM cannot consummate the Merger. However, if the Merger Agreement is terminated by either Viasystems or TTM because the Viasystems stockholders have not adopted the Merger Agreement at the Viasystems Special Meeting, including any adjournment or postponement thereof, then in certain circumstances Viasystems may be required to pay up to a maximum of \$4 million of all documented out-of-pocket costs and expenses incurred by TTM and Merger Sub in connection with the Merger Agreement, the Merger, and the other transactions and agreements in connection therewith.

***Regulatory approvals that are required to consummate the Merger may not be received, may take longer than expected, or may impose conditions that are not presently anticipated.***

Under the provisions of the HSR Act, the Merger may not be consummated until notification and report forms have been filed with the Antitrust Division of the DOJ and the FTC and the expiration of a 30 calendar day

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waiting period (unless the waiting period is set to expire on a weekend or federal holiday, in which case the waiting period is automatically extended until 11:59 p.m. of the next business day), or the early termination of

that waiting period, following the parties' filing of their respective notification and report forms. If the Antitrust Division of the DOJ or the FTC issues a Request for Additional Information and Documentary Material prior to the expiration of the waiting period, the parties must observe a second 30 calendar day waiting period (unless the waiting period is set to expire on a weekend or federal holiday, in which case the waiting period is automatically extended until 11:59 p.m. of the next business day), which would begin to run only after both parties have substantially complied with the request for information, unless the waiting period is terminated earlier. On October 3, 2014, Viasystems and TTM filed their respective notification and report forms under the HSR Act with the Antitrust Division of the DOJ and the FTC. On October 31, 2014, TTM voluntarily withdrew its HSR Act notification and report forms. TTM refiled the required notifications with the Antitrust Division of the DOJ and the FTC on November 4, 2014.

In addition, private parties who may be adversely affected by the Merger and individual states may bring legal actions under the antitrust laws in certain circumstances. Although the parties believe the consummation of the Merger will not likely be prevented by antitrust law, there can be no assurance that a challenge to the Merger on antitrust grounds will not be made or, if a challenge is made, what the result will be. Under the Merger Agreement, Viasystems and TTM have agreed to use their reasonable best efforts to obtain all regulatory clearances necessary to consummate the Merger as promptly as reasonably practicable. In addition, in order to consummate the Merger, TTM and Viasystems may be required to comply with conditions, terms, obligations, or restrictions imposed by regulatory entities and such conditions, terms, obligations, or restrictions may have the effect of delaying completion of the Merger, imposing additional material costs on or materially limiting the revenues of TTM after the completion of the Merger, or otherwise reducing the anticipated benefits to TTM of the Merger. In addition, such conditions, terms, obligations, or restrictions may result in the delay or abandonment of the Merger.

***Legal proceedings in connection with the Merger, the outcomes of which are uncertain, could delay or prevent the completion of the Merger.***

Since the public announcement of the Merger Agreement on September 22, 2014, Viasystems, the members of the Viasystems Board, TTM, and Merger Sub have been named as defendants in two putative class action complaints challenging the Merger. The Lawsuits generally allege, among other things, that the Merger fails to properly value Viasystems, that the individual defendants breached their fiduciary duties in approving the Merger Agreement and that those breaches were aided and abetted by TTM, Merger Sub, and Viasystems. The Lawsuits seek, among other things, injunctive relief to enjoin the defendants from completing the Merger on the agreed-upon terms, rescinding, to the extent already implemented, the Merger Agreement or any of the terms therein, costs and disbursements, and attorneys' and experts' fees and costs, as well as other equitable relief as the court deems proper.

One of the conditions to the Merger is that no temporary restraining order, preliminary or permanent injunction, or other order (as defined in the Merger Agreement) issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Merger shall be in effect; nor shall there be any statute, rule, regulation, or order enacted, entered, or enforced that prevents or prohibits the consummation of the Merger. Consequently, if the plaintiffs secure injunctive or other relief prohibiting, delaying, or otherwise adversely affecting the defendants' ability to consummate the Merger, then such injunctive or other relief may prevent the Merger from becoming effective within the expected time frame or at all. If consummation of the Merger is prevented or delayed, it could result in substantial costs to TTM and Viasystems. In addition, TTM and Viasystems could incur significant costs in connection with the Lawsuits, including costs associated with the indemnification of Viasystems' directors and officers.



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***The announcement and pendency of the Merger could have an adverse effect on Viasystems stock price, business, financial condition, results of operations, or business prospects.***

The announcement and pendency of the Merger could disrupt Viasystems business in the following ways, among others:

Viasystems employees may experience uncertainty regarding their future roles with TTM, which might adversely affect Viasystems ability to retain, recruit and motivate key personnel;

the attention of Viasystems management may be directed towards the consummation of the Merger and transaction-related considerations and may be diverted from the day-to-day business operations of Viasystems, and matters related to the Merger may require commitments of time and resources that could otherwise have been devoted to other opportunities that might have been beneficial to Viasystems; and

customers, suppliers, and other third parties with business relationships with Viasystems may decide not to renew or seek to terminate, change, and/or renegotiate their relationships with Viasystems as a result of the Merger, whether pursuant to the terms of their existing agreements with Viasystems or otherwise.

Any of these matters could adversely affect the stock price, business, financial condition, results of operations, or business prospects of Viasystems.

***Failure to consummate the Merger could negatively impact the stock price and the future business and financial results of TTM and Viasystems.***

If the Merger is not consummated for any reason, including as a result of Viasystems stockholders failing to adopt the Merger Agreement, the ongoing businesses of TTM and Viasystems may be adversely affected and, without realizing any of the benefits of having consummated the Merger, TTM and Viasystems would be subject to a number of risks, including the following:

TTM and Viasystems may experience negative reactions from the financial markets, including negative impacts on their respective stock prices;

TTM and Viasystems may experience negative reactions from their respective customers, suppliers, and regulators;

uncertainty regarding the completion of the Merger may foster uncertainty among employees about their future roles, which could adversely affect the ability of TTM and Viasystems to attract and retain key personnel;

TTM and Viasystems will be required to pay certain costs relating to the Merger, whether or not the Merger is consummated;

the Merger Agreement places certain restrictions on the conduct of Viasystems and TTM's businesses prior to completion of the Merger, which may affect the ability of TTM or Viasystems to execute certain business strategies or pursue otherwise attractive business opportunities. Such restrictions, the waiver of which is subject to the consent of the other party (in certain cases, not to be unreasonably withheld, conditioned, or delayed), may prevent Viasystems and TTM from making certain acquisitions or taking certain other specified actions during the pendency of the Merger (see *The Merger Agreement Conduct of Business Pending the Merger* beginning on page 143 of this proxy statement/prospectus for a description of the restrictive covenants applicable to Viasystems and TTM); and

matters relating to the Merger (including integration planning) will require substantial commitments of time and resources by TTM and Viasystems management, which would otherwise have been devoted to day-to-day operations and other opportunities that may have been beneficial to either TTM or Viasystems as an independent company.

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In addition to the above risks, Viasystems may be required, under certain circumstances, to pay to TTM a termination fee of \$12.8 million, which may materially adversely affect Viasystems' financial results. TTM may also be required, under certain circumstances, to pay to Viasystems a reverse breakup fee of \$40.0 million, which may materially adversely affect TTM's financial results. Further, TTM and Viasystems could be subject to litigation related to any failure to consummate the Merger or related to any enforcement proceeding commenced against TTM or Viasystems to perform their respective obligations under the Merger Agreement. If the Merger is not consummated, these risks may materialize and may adversely affect TTM's and Viasystems' businesses, financial condition, financial results, and stock prices.

***TTM's and Viasystems' business relationships may be subject to disruption due to uncertainty associated with the Merger.***

Parties with which TTM or Viasystems do business may experience uncertainty associated with the proposed Merger, including with respect to current or future business relationships with TTM, Viasystems, or the combined company. TTM's and Viasystems' business relationships may be subject to disruption, as customers, distributors, suppliers, vendors, and others may attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than TTM, Viasystems, or the combined company. These disruptions could have an adverse effect on the businesses, financial condition, or results of operations of the combined company, including an adverse effect on TTM's ability to realize the anticipated benefits of the Merger. The risk and adverse effect of such disruptions could be exacerbated by a delay in consummating the Merger or termination of the Merger Agreement.

***Any delay in consummating the Merger may substantially reduce the benefits that TTM expects to obtain from the Merger.***

Satisfying the conditions to, and consummation of, the Merger may take longer than, and could cost more than, TTM and Viasystems expect. TTM and Viasystems cannot predict whether or when the conditions to the Merger will be satisfied, and satisfying the conditions to the Merger could delay the effective time of the Merger for a significant period of time or prevent it from occurring. Any delay in consummating the Merger or any additional conditions imposed in order to consummate the Merger may materially adversely affect the synergies and other benefits that TTM expects to achieve if the Merger and the integration of the companies' respective businesses are completed within the expected timeframe. In addition, each of TTM and Viasystems may terminate the Merger Agreement if the Merger is not consummated by the Outside Date, which is June 21, 2015. However, the Outside Date may be extended at the election of either party to September 21, 2015 if the only unsatisfied conditions to the Merger are those regarding receipt of required antitrust clearances or the CFIUS Approval and the absence of legal restraints attributable to any antitrust or competition laws or Exon-Florio.

***TTM may be unable to realize anticipated cost synergies or may incur additional costs.***

TTM has identified at least \$25 million in pre-tax cost synergies, which are expected to be realized within the first year following consummation of the Merger. TTM expects that these will result from combining the sales and general and administrative functions of the two companies. To realize these synergies, TTM expects to incur costs of approximately \$18 million in 2015, of which approximately \$1 million will consist of capital expenditures. While TTM's management believes that these cost synergies are achievable, TTM may be unable to realize all of these cost synergies within the time frame expected or at all. In addition, TTM may incur additional and/or unexpected costs in order to realize these cost synergies.



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***The integration of Viasystems may present significant challenges to TTM, and although TTM expects the Merger with Viasystems will result in cost savings, synergies, and other benefits to TTM, TTM may not realize those benefits because of difficulties related to integration, the realization of synergies, and other challenges.***

TTM and Viasystems have operated and, until consummation of the Merger, will continue to operate, independently, and there can be no assurances that their businesses can be integrated successfully. It is possible that the integration process could result in the loss of key TTM or Viasystems employees, the loss of customers, the disruption of either company's or both companies' ongoing businesses or other unexpected integration issues, higher than expected integration costs and an overall post-completion integration process that takes longer than originally anticipated. Specifically, the following issues and potential risks, among others, must be addressed in integrating the operations of Viasystems and TTM in order to realize the anticipated benefits of the Merger so the combined company performs as expected:

failure to implement TTM's business plan for the combined company;

combining the businesses of TTM and Viasystems and meeting the capital requirements of the combined company in a manner that permits TTM to achieve the cost savings or revenue synergies anticipated to result from the Merger, the failure of which would result in the anticipated benefits of the Merger not being realized in the time frame currently anticipated or at all;

harmonizing the companies' operating practices, employee development and compensation programs, internal controls, and other policies, procedures, and processes;

costs, including legal and settlement costs, associated with Viasystems' legal proceedings, and other costs, including legal and settlement costs, associated with Viasystems' other loss contingencies, in each case whether known or unknown and whether relating to past, present or future facts, events, circumstances, or occurrence