

TTM TECHNOLOGIES INC
Form S-4/A
November 05, 2014
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As filed with the Securities and Exchange Commission on November 5, 2014

Registration No. 333-199559

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

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

TTM TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

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

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

Costa Mesa, CA 92626

(714) 327-3000

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

Thomas T. Edman

President and Chief Executive Officer

TTM Technologies, Inc.

1665 Scenic Avenue, Suite 250

Costa Mesa, CA 92626

(714) 327-3000

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

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

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

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

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

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

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

PRELIMINARY SUBJECT TO COMPLETION, DATED NOVEMBER 5, 2014

LETTER TO STOCKHOLDERS OF VIASYSTEMS GROUP, INC.

November [], 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 [], 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 [], 2014

St. Louis, Missouri

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REFERENCES TO ADDITIONAL INFORMATION

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

For information about

TTM Technologies, Inc.:

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

For information about

Viasystems Group, Inc.:

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

If you would like to request any documents, please do so by 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 [], 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 [] shares of Viasystems common stock outstanding and entitled to vote at the Viasystems Special Meeting, held by approximately [] 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

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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 [] shares of Viasystems common stock, or approximately []% 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.

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 [] shares of Viasystems common stock outstanding, held by approximately [] 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 [] shares of Viasystems common stock, or approximately []% 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 "Item 7. 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 "Item 2. 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***

(In thousands)	As of June 30, 2014
ASSETS	
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
LIABILITIES AND EQUITY	
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' Item 7. 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 Item 2. 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

(In thousands)	As of June 30, 2014
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

(In millions, except per share amounts)	Six Months Ended	Year Ended
	June 30, 2014	December 30, 2013
Net sales	\$ 1,186.3	\$ 2,539.2
Operating income	13.7	76.2
Net loss	(24.5)	(13.1)
Net income attributable to noncontrolling interests	(0.4)	(2.6)
Net loss attributable to stockholders	(24.9)	(15.7)
Earnings per share attributable to stockholders:		
Basic loss per share	\$ (0.25)	\$ (0.16)
Diluted loss per share	\$ (0.25)	\$ (0.16)

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

(In millions)	As of June 30, 2014
Total current assets	\$ 990.6
Total assets	2,684.9
Total current liabilities	600.5
Total long-term liabilities	1,363.6
Total stockholders equity	720.8

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.

	Closing Price of TTM Common Stock	Closing Price of Viasystems Common Stock	Implied Value of Merger Consideration
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.

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 occurrences, any of which could be materially adverse to the business, results of operations, assets, or financial condition of Viasystems and, following the Merger, the financial position, results of operations, and liquidity of TTM and the ability of TTM to achieve expected benefits of the Merger;

potential deterioration in the financial performance of Viasystems, including any potential deviation in results of operations from historical levels;

difficulties in the assimilation and retention of employees;

demands on management related to the increase in the size of TTM after the acquisition;

the diversion of management's attention from the management of daily operations to the integration of operations;

unanticipated changes in applicable laws and regulations;

difficulties and risks in the integration of departments and systems (including accounting, health information and management information systems), technologies (including software), books and records and procedures, as well as in maintaining uniform standards and controls (including internal control over financial reporting and related procedures and policies); and

other unanticipated issues, expenses, or liabilities that could impact, among other things, TTM's ability to realize any expected synergies on a timely basis, or at all.

If TTM cannot successfully integrate Viasystems, TTM may experience material negative consequences to its business, financial condition, or results of operations. Successful integration of Viasystems will depend on TTM's ability to manage these operations, to realize opportunities for revenue growth and, to some degree, to eliminate redundant and excess costs. Because of difficulties in combining the two companies, TTM may not be able to achieve the benefits that it hopes to achieve as a result of the Merger.

Table of Contents***The Merger may be consummated on different terms from those contained in the Merger Agreement.***

Prior to the consummation of the Merger, the parties may, by their mutual agreement, amend or alter the terms of the Merger Agreement, including with respect to, among other things, the Merger Consideration to be received by Viasystems stockholders, assets to be acquired, or any covenants or agreements with respect to the parties' respective operations during the pendency thereof, except that following adoption of the Merger Agreement by the Viasystems stockholders, no amendment may be made without further stockholder approval which, by law or in accordance with the rules of the Nasdaq Global Market, requires further approval by such stockholders. Any such amendments or alterations may have negative consequences to Viasystems stockholders including, among other things, reducing the cash available for TTM's or Viasystems' operations or to meet respective obligations or restricting or limiting assets or operations of either of TTM or Viasystems. Under certain circumstances, Viasystems stockholders may be permitted or required to adopt any such amendments, which could delay the consummation of the Merger and subject Viasystems and TTM to additional expense.

TTM will incur significant transaction and Merger-related costs in connection with the Merger.

TTM expects to incur a number of non-recurring costs associated with combining the operations of the two companies. Most of these non-recurring costs will be comprised of transaction and regulatory costs related to the Merger, including fees paid to financial and legal advisors related to the Merger and related financing arrangements, and employment-related costs. In addition, pursuant to change-in-control provisions in Viasystems' employment agreements with certain executives, such executives may be entitled to receive change-in-control related payments upon a termination of employment. See *The Merger Payments to Viasystems Executive Officers Contingent Upon the Merger* beginning on page 110 of this proxy statement/prospectus.

TTM will also incur transaction fees and costs related to formulating and implementing integration plans, including facilities and systems consolidation costs and employment-related costs. TTM continues to assess the magnitude of these costs, and additional unanticipated costs may be incurred in the Merger and the integration of the two companies' businesses. Although TTM expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow TTM to offset incremental Merger and integration-related costs over time, this net benefit may not be achieved in the near term, or at all. See the risk factor entitled *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 will incur substantial additional indebtedness in connection with the Merger.

In connection with the Merger, TTM has received commitments for financing arrangements consisting of a senior secured asset-based revolving facility (the ABL Facility) in an aggregate amount of \$150 million, and a senior secured term loan B facility (the Term B Facility) and, together with the ABL Facility, the Credit Facilities) in an aggregate amount of \$1,115 million. While TTM has obtained a commitment for such financing, it is continuing to evaluate and explore various capital structure options for the ultimate financing structure to be implemented. Any such final documentation will be entered into in connection with the consummation of the Merger. TTM intends to use the aggregate proceeds of the Term B Facility to pay the cash portion of the Merger Consideration to consummate the Merger, to refinance certain existing indebtedness of Viasystems, to refinance certain existing indebtedness of TTM, and to pay the fees and expenses incurred in connection with the Merger. TTM does not presently expect to draw on the ABL Facility. This additional indebtedness of TTM may limit the combined company's operating flexibility following the Merger and may otherwise strain the combined company's liquidity and financial condition.

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As a result of the Merger, TTM's goodwill, indefinite-lived intangible assets, and other intangible assets in its consolidated balance sheet will increase. If its goodwill, indefinite-lived intangible assets, or other intangible assets become impaired in the future, TTM would be required to record a material, non-cash charge to earnings, which would also reduce its stockholders' equity.

Under GAAP, goodwill and indefinite-lived intangible assets are reviewed for impairment on an annual basis (or more frequently if events or circumstances indicate that their carrying value may not be recoverable) and other intangible assets if events or circumstances indicate that their carrying value may not be recoverable. If TTM's goodwill, indefinite-lived intangible assets, or other intangible assets are determined to be impaired in the future, TTM will be required to record a material, non-cash charge to earnings during the period in which the impairment is determined.

The Merger Agreement contains provisions that limit Viasystems' ability to pursue alternatives to the Merger, which could discourage a potential acquirer of Viasystems from making an alternative transaction proposal or could result in a competing proposal being at a lower price than it might otherwise be and, in certain circumstances, could require Viasystems to pay TTM a significant termination fee.

The Merger Agreement contains no shop provisions that, subject to limited exceptions, require that Viasystems may not (1) solicit, initiate, cause, knowingly facilitate, or encourage 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, or engage in any discussions or negotiations with respect thereto or otherwise cooperate with or assist or participate in, or knowingly facilitate or encourage, any such inquiries, proposals, discussions or negotiations, or resolve to or publicly propose to take any of the foregoing actions, (2) approve or recommend, or resolve to or publicly propose to approve or recommend, any acquisition proposal or 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 to abandon, terminate or fail to consummate the Merger or (3) (a) withdraw, modify, or qualify in a manner adverse to TTM or Merger Sub the recommendation of the Viasystems Board or the approval or declaration of advisability by the Viasystems Board of the Merger Agreement and the transactions contemplated thereby (including the Merger) or (b) approve or recommend, or resolve to or publicly propose to approve or recommend, any acquisition proposal.

The Merger Agreement also provides that Viasystems will be required to pay a termination fee of \$12.8 million to TTM upon termination of the Merger Agreement under certain circumstances. These provisions might discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of Viasystems from considering or proposing an acquisition even if it were prepared to pay consideration with a higher per share market price than that proposed in the Merger, or might result in a potential competing acquirer proposing to pay a lower per share price to acquire Viasystems than it might otherwise have proposed to pay.

The opinion delivered by Stifel will not reflect changes in circumstances between the date of such opinion and the completion of the Merger.

The Viasystems Board has not obtained an updated opinion as of the date of this proxy statement/prospectus from Stifel, its financial advisor. Changes in the operations and prospects of Viasystems or TTM, general market and economic conditions and other factors that may be beyond their control, and on which the opinions were based, may alter the value of Viasystems or TTM or the prices of Viasystems common stock or TTM common stock by the time the Merger is consummated. The opinion does not speak as of the time the Merger will be consummated or as of any date other than the date of such opinion. Because Viasystems does not anticipate asking Stifel to update its opinion, the opinion only addresses the fairness, from a financial point of view, of the Merger Consideration to the holders of

the Merger Shares as of the date of such opinion. Stifel's opinion is included as Annex C to this proxy statement/prospectus. For a description of the opinion, please refer to *The Merger Opinion of Financial Advisor to Viasystems* beginning on page 91 of this proxy statement/prospectus.

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Viasystems executive officers and directors have financial interests in the Merger that may be different from, or in addition to, the interests of Viasystems stockholders.

Executive officers of Viasystems negotiated the terms of the Merger Agreement with their counterparts at TTM, and the Viasystems Board unanimously determined that the transactions contemplated by the Merger Agreement, including the Merger, are advisable and fair to, and in the best interests of, Viasystems and its stockholders, approved the Merger Agreement and declared advisable the Merger and unanimously recommended that Viasystems stockholders adopt the Merger Agreement. In considering these facts and the other information contained in this proxy statement/prospectus, you should be aware that Viasystems executive officers and directors have financial interests in the Merger that may be different from, or in addition to, the interests of Viasystems stockholders. For a detailed discussion of the special interests that Viasystems directors and executive officers may have in the Merger, see *The Merger Interests of Certain Persons in the Merger* beginning on page 105 of this proxy statement/prospectus.

Risks Related to the Combined Company Following the Merger

The market price of TTM common stock and TTM's results of operations may be affected by factors different from those affecting the market price of Viasystems common stock and Viasystems' results of operations.

Viasystems stockholders will be entitled to receive the Merger Consideration, which is partially comprised of TTM common stock and will thus become TTM stockholders upon the consummation of the Merger. TTM's business is different from that of Viasystems, and TTM's results of operations, as well as the market price of TTM common stock, may be affected by factors different from those affecting Viasystems' results of operations and the market price of Viasystems common stock. The market price of TTM common stock may fluctuate significantly following the Merger, including as a result of factors over which TTM has no control. As a result, receiving TTM common stock as part of the Merger Consideration could result in the former Viasystems stockholders losing the value of the investment they had made in Viasystems common stock.

Failure to achieve expected benefits of the Merger and to integrate Viasystems' operations with TTM's could adversely affect TTM following the completion of the Merger and the market price of TTM common stock.

Although TTM expects to realize strategic, operational, and financial benefits as a result of the Merger, TTM cannot be certain whether, and to what extent, such benefits will be achieved in the future. In particular, the success of the Merger will depend on achieving efficiencies and cost savings, and no assurances can be given that TTM will be able to do so. For example, costs associated with Viasystems' legal proceedings and other loss contingencies may be greater than expected. In addition, in order to obtain the benefits of the Merger, TTM must integrate Viasystems' operations. Such integration may be complex and the failure to do so quickly and effectively may negatively affect earnings.

In addition, the market price of TTM common stock may decline as a result of the Merger if the integration of TTM and Viasystems is unsuccessful, takes longer than expected, or fails to achieve financial benefits to the extent anticipated by financial analysts or investors, or the effect of the Merger on TTM's financial results is otherwise not consistent with the expectations of financial analysts or investors.

The pro forma financial statements included in this proxy statement/prospectus may not be an indication of the combined company's financial condition or results of operations following the Merger.

The pro forma financial statements contained in this proxy statement/prospectus are based on various adjustments, assumptions, and preliminary estimates and may not be an indication of the combined company's financial condition or results of operations following the Merger for several reasons. See *Unaudited Pro Forma Condensed Combined*

Financial Information beginning on page 47 of this proxy statement/prospectus. The actual financial condition and results of operations of the combined company following the Merger may not be consistent with, or evident from, these pro forma financial statements. In addition, the assumptions used in

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preparing the pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the Merger. Any potential decline in the combined company's financial condition or results of operations may cause significant variations in the stock price of TTM following the Merger.

Viasystems stockholders will have a reduced ownership and voting interest in TTM after the Merger and, as a result, will be able to exert less influence over management.

Following the Merger, each Viasystems stockholder will become a stockholder of TTM with a percentage ownership of TTM after the Merger that is smaller than the stockholder's percentage ownership of Viasystems. It is expected that the former stockholders of Viasystems as a group will own approximately 15.9% of the outstanding shares of TTM common stock immediately after consummation of the Merger. Because of this, Viasystems stockholders will have substantially less influence on the management and policies of TTM after the Merger than they now have with respect to the management and policies of Viasystems.

TTM may be unable to hire and retain sufficient qualified personnel, and the loss of any of TTM's key executive officers could adversely affect TTM.

TTM believes that its future success will depend in large part on its ability to attract and retain highly skilled, knowledgeable, sophisticated, and qualified managerial and professional personnel, including, following the Merger, key employees of Viasystems. Key employees of TTM or Viasystems may depart for a variety of reasons, including because of issues relating to the difficulty of integration or accelerated retirement as a result of amounts received in connection with the Merger. If key employees of TTM or Viasystems depart, the integration of the companies may be more difficult and the combined company's business following the Merger may be harmed. Furthermore, TTM may have to incur significant costs in identifying, hiring and retaining replacements for departing employees and may lose significant expertise and talent relating to the businesses of TTM or Viasystems, and TTM's ability to realize the anticipated benefits of the Merger may be adversely affected. In addition, there could be disruptions to or distractions for the workforce and management associated with integrating employees into TTM. Accordingly, no assurance can be given that TTM will be able to attract or retain key employees of TTM and Viasystems to the same extent that those companies have been able to attract or retain their own employees in the past.

The combined company may require additional capital in the future, which may not be available to it on satisfactory terms, if at all.

The combined company will require liquidity to fund its operations and make interest and principal payments on its debt. To the extent that the funds generated by the combined company's ongoing operations are insufficient to cover its liquidity requirements, it may need to raise additional funds through financings. If the combined company cannot obtain adequate capital or sources of credit on favorable terms, or at all, its business, operating results and financial condition could be adversely affected. Any future equity or debt financing may not be available on terms that are favorable to the combined company, if at all.

Other Risk Factors of TTM and Viasystems

TTM's and Viasystems' businesses are and will be subject to the risks described above. In addition, TTM and Viasystems are, and will continue to be, subject to the risks described in TTM's Annual Report on Form 10-K for the fiscal year ended December 30, 2013, and Viasystems' Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and as updated by their respective subsequent Quarterly Reports on Form 10-Q and any amendments thereto, and their respective Current Reports on Form 8-K, all of which are incorporated by reference

into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

A number of the statements made or incorporated by reference in this proxy statement/prospectus are forward-looking statements within the meaning of the Private Securities Litigation Reform Act, Section 27A of the Securities Act of 1933 (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements are all statements made or incorporated by reference into this proxy statement/prospectus, other than statements of historical fact. In some cases, forward-looking statements can be identified by terminology such as anticipates, believes, estimates, expects, intends, may, plans, projects, will, would, and similar expressions of the negative of these terms. These statements include statements regarding the intent, belief, or current expectations of each of TTM and Viasystems and their respective subsidiaries, directors, and officers with respect to, among other things, future events, including the Merger, the respective financial results and financial trends expected to impact each of TTM and Viasystems prior to consummation of the Merger or if the Merger is not consummated, and future events expected to impact TTM thereafter, assuming the Merger is consummated.

Forward-looking statements are based upon certain underlying assumptions, including any assumptions mentioned with the specific statements, as of the date such statements were made. Such assumptions are in turn based upon internal estimates and analyses of market conditions and trends, management plans and strategies, economic conditions and other factors. While TTM and Viasystems believe these expectations, assumptions, estimates, and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond the control of TTM and Viasystems. By their nature, forward-looking statements and the assumptions underlying them are necessarily subject to risks and uncertainties inherent in projecting future conditions and results. Actual results may differ materially from the current expectations of TTM and Viasystems depending on a number of factors affecting their businesses and risks associated with the successful execution of the Merger and the integration and performance of their businesses following the Merger. These factors include, but are not limited to, those set forth under *Risk Factors* beginning on page 27 of this proxy statement/prospectus, and those set forth under *Forward-Looking Statements*, *Risk Factors* or any similar heading in the documents incorporated by reference herein, and the following factors:

changes in the value of the Merger Consideration due to fluctuations in the price of TTM common stock;

risks that conditions to the Merger may not be satisfied and the Merger may not be consummated;

the risk that Viasystems stockholders may not adopt the Merger Agreement in a timely manner or at all;

the risk that the necessary regulatory approvals may not be received, may take longer than expected, or may impose conditions that are not presently anticipated;

risks associated with legal proceedings related to the Merger, which could delay or prevent the completion of the Merger;

the impact of the announcement and pendency of the Merger on Viasystems' stock price, business, financial condition, results of operations, or business prospects;

the potential that failure to consummate the Merger could negatively impact the stock price and the future business and financial results of TTM and Viasystems;

potential disruption to TTM's and Viasystems' business relationships due to uncertainty associated with the Merger;

potential delay in consummating the Merger;

the incurrence of significant transaction and Merger-related costs;

the incurrence by TTM of substantial additional indebtedness in connection with the Merger;

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fluctuations in TTM's goodwill, indefinite-lived intangible assets, and other intangible assets in its consolidated balance sheet as a result of the Merger;

the risk that Viasystems executive officers and directors have financial interests in the Merger that may be different from, or in addition to, the interests of Viasystems stockholders;

the risk of the failure to achieve expected benefits of the Merger and realize anticipated synergies and the failure to integrate Viasystems' operations with TTM's operations;

the failure of the pro forma financial statements included in this proxy statement/prospectus to be an indication of the combined company's financial condition or results of operations following the Merger;

the reduction in the ownership and voting interest of Viasystems stockholders in TTM after the Merger and, as a result, their decreased influence over management;

risks that TTM may be unable to hire and retain sufficient qualified personnel; and

risks related to the combined company's need for additional capital in the future, which may not be available to it on satisfactory terms, if at all.

TTM and Viasystems caution you not to place undue reliance on the forward-looking statements, which speak only as of the date of this proxy statement/prospectus in the case of forward-looking statements contained in this proxy statement/prospectus, or the dates of the documents incorporated by reference in this proxy statement/prospectus in the case of forward-looking statements made in those incorporated documents. Except as may be required by law, neither TTM nor Viasystems has any obligation to update or alter these forward-looking statements, whether as a result of new information, future events, or otherwise.

TTM and Viasystems expressly qualify in their entirety all forward-looking statements attributable to TTM or Viasystems or any person acting on either of their respective behalf by the cautionary statements contained or referred to in this section.

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INFORMATION ABOUT TTM

TTM is a leading global provider of time-critical and technologically complex printed circuit board (PCB) 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.

TTM focuses on providing time-to-market and advanced technology products and offers a one-stop manufacturing solution to its customers from engineering support to prototype development through final volume production. This one-stop solution allows TTM to align technology development with the diversified needs of its customers, many of whom are based in high growth markets, and to enable them to reduce the time required to develop new products and bring them to market. TTM serves 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 aerospace and defense, high-end computing, and industrial/medical industries. TTM's customers include both OEMs and EMS providers.

TTM common stock is listed on NASDAQ under the symbol TTMI. TTM was originally incorporated in Washington in 1978 and reincorporated in Delaware in 2005.

Additional information about TTM is included in the documents incorporated by reference into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.

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INFORMATION ABOUT VIASYSTEMS

Viasystems is a technology leader and worldwide provider of complex multi-layer rigid, flexible and rigid-flex PCBs and 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 is listed on the Nasdaq Global Market under the symbol VIAS and began trading on February 17, 2010. 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.

Additional information about Viasystems is included in the documents incorporated by reference into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.

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The following table presents selected historical consolidated financial data for TTM as of and for the fiscal years ended December 30, 2013, December 31, 2012, December 31, 2011, December 31, 2010, and December 31, 2009 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 three years ended December 30, 2013, December 31, 2012 and December 31, 2011 and the balance sheet data as of December 30, 2013 and December 31, 2012 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 years ended December 31, 2010 and 2009 and the balance sheet data as of December 31, 2011, 2010 and 2009 have been obtained from TTM's audited consolidated financial statements for such years, which have not been incorporated into this document by reference. 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 is 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 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.

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(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	December 31, 2010	December 31, 2009
Net sales	\$ 589,530	\$ 663,413	\$ 1,368,215	\$ 1,348,668	\$ 1,428,639	\$ 1,179,671	\$ 582,476
Cost of goods sold	512,424	564,226	1,150,372	1,123,669	1,127,326	925,266	479,267
Gross profit	77,106	99,187	217,843	224,999	301,313	254,405	103,209
Operating expenses:							
Selling and marketing	17,960	18,749	37,149	35,957	36,891	34,345	26,517
General and administrative	45,178	52,699	105,924	98,005	92,682	79,668	36,548
Amortization of definite-lived intangibles	4,472	4,655	9,332	14,637	17,311	13,678	3,440
Gain on sale of assets		(17,917)	(17,917)				
Restructuring charges			3,445			389	5,490
Impairment of long-lived assets	1,845		10,782	18,082	48,125	766	12,761
Impairment of goodwill and definite-lived intangibles				200,335	15,184		
Total operating expenses	69,455	58,186	148,715	367,016	210,193	128,846	84,756
Operating income (loss)	7,651	41,001	69,128	(142,017)	91,120	125,559	18,453
Other income (expense):							
Interest expense	(12,121)	(12,201)	(24,031)	(25,784)	(26,504)	(22,255)	(11,198)
Loss on extinguishment of debt	(506)		(10,743)	(5,527)			
Other, net	(3,274)	1,634	5,418	4,956	8,616	5,333	868
Total other expense, net	(15,901)	(10,567)	(29,356)	(26,355)	(17,888)	(16,922)	(10,330)
	(8,250)	30,434	39,772	(168,372)	73,232	108,637	8,123

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Income (loss) before income taxes								
Income tax provision	1,347	(10,129)	(15,879)	(12,728)	(26,005)	(28,738)	(3,266)	
Net income (loss)	(6,903)	20,305	23,893	(181,100)	47,227	79,899	4,857	
Less: Net (income) loss attributable to the non-controlling interest		(2,016)	(2,016)	6,505	(5,359)	(8,368)		
Net income (loss) attributable to TTM Technologies, Inc. stockholders	\$ (6,903)	\$ 18,289	\$ 21,877	\$ (174,595)	\$ 41,868	\$ 71,531	\$ 4,857	
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	\$ 1.02	\$ 0.11	
Diluted (loss) earnings per share	\$ (0.08)	\$ 0.22	\$ 0.26	\$ (2.13)	\$ 0.51	\$ 1.01	\$ 0.11	
Weighted-average shares used in computing per share amounts:								
Basic	83,130	82,373	82,506	81,800	81,176	70,220	43,080	
Diluted	83,130	82,908	83,132	81,800	81,944	70,819	43,579	

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(In thousands)	As of					
	June 30, 2014	December 30, 2013	December 31, 2012	December 31, 2011	December 31, 2010	December 31, 2009
ASSETS						
Current assets:						
Cash and cash equivalents	\$ 282,043	\$ 330,554	\$ 285,433	\$ 196,052	\$ 216,078	\$ 94,347
Restricted cash						120,000
Accounts and notes receivable, net	230,165	277,070	301,509	316,568	287,703	89,519
Accounts receivable due from related parties	14,269	13,312	48			
Inventories	146,113	138,145	146,012	129,430	135,385	60,153
Prepaid expenses and other current assets	34,633	45,910	32,610	29,484	37,333	18,540
Total current assets	707,223	804,991	765,612	671,534	676,499	382,559
Property, plant and equipment, net	780,445	810,672	833,678	766,800	740,630	88,577
Goodwill and definite-lived intangibles, net	35,299	39,781	49,104	263,828	295,681	29,241
Deposits and other non-current assets	16,773	18,131	28,568	46,907	49,142	42,681
	\$ 1,539,740	\$ 1,673,575	\$ 1,676,962	\$ 1,749,069	\$ 1,761,952	\$ 543,058
LIABILITIES AND EQUITY						
Current liabilities:						
Short-term debt, including current portion of long-term debt	\$ 96,205	\$ 96,204	\$ 30,004	\$ 120,882	\$ 67,123	\$
Convertible senior notes, net of discount	31,129					
Accounts payable	148,973	192,357	186,745	149,055	154,600	37,867
Accounts payable due to related parties	20,482	19,547	34,520	36,851	50,374	
Accrued salaries, wages and benefits	35,678	50,040	43,282	48,345	51,107	19,253
Equipment payable	44,529	59,936	44,289	55,099	59,802	
Other accrued expenses	26,345	39,919	31,040	26,908	35,194	2,327
Total current liabilities	403,341	458,003	369,880	437,140	418,200	59,447

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Convertible senior notes, net of discount	193,455	203,735	157,533	151,153	145,283	139,882
Long-term debt	225,701	273,804	370,008	217,365	312,995	
Related party financing obligation					20,399	
Other long-term liabilities	24,796	32,738	26,711	20,741	32,217	2,812
Total long-term liabilities	443,952	510,277	554,252	389,259	510,894	142,694
Commitments and contingencies						
Equity:						
Common stock, \$0.001 par value; 200,000 shares authorized, number of shares issued and outstanding per period	83	83	82	81	80	43
Additional paid-in capital	583,267	576,644	546,029	535,558	519,051	215,461
Retained earnings	57,369	64,272	45,921	228,661	193,814	122,283
Statutory surplus reserve	18,692	18,692	15,166	7,021		
Accumulated other comprehensive income	33,036	45,604	46,749	37,596	15,310	3,130
Total TTM Technologies, Inc. stockholders equity	692,447	705,295	653,947	808,917	728,255	340,917
Non-controlling interest			98,883	113,753	104,603	
Total equity	692,447	705,295	752,830	922,670	832,858	340,917
	\$ 1,539,740	\$ 1,673,575	\$ 1,676,962	\$ 1,749,069	\$ 1,761,952	\$ 543,058

Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF VIASYSTEMS**

The following table presents summary historical consolidated financial data for Viasystems and its subsidiaries as of and for the fiscal years ended December 31, 2013, 2012, 2011, 2010, and 2009 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 ended December 31, 2013, December 31, 2012, and December 31, 2011 and the balance sheet data as of December 31, 2013 and December 31, 2012 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 years ended December 31, 2010 and 2009 and the balance sheet data as of December 31, 2011, 2010 and 2009 have been obtained from Viasystems' audited consolidated financial statements for such years, which have not been incorporated into this document by reference. 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 is 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	December 31, 2010 (1)	December 31, 2009
Net sales	\$ 596,841	\$ 558,493	\$ 1,171,046	\$ 1,159,906	\$ 1,057,317	\$ 929,250	\$ 496,447
Operating expenses:							
Cost of goods sold, exclusive of items shown separately below (2)	482,048	451,506	949,496	927,154	837,686	718,710	398,144
Selling, general and administrative (2)	52,291	52,694	100,505	109,460	80,300	77,458	45,073
Depreciation	43,680	43,836	88,060	80,019	65,938	56,372	50,161
Amortization	3,336	3,356	6,715	4,547	1,710	1,710	1,191
Restructuring and impairment (3)	341		1,073	19,457	812	8,518	6,626
Operating income (loss)	15,145	7,101	25,197	19,269	70,871	66,482	(4,748)
Other expense (income):							
Interest expense, net	23,101	22,458	44,797	42,156	28,906	30,871	34,399
Amortization of deferred financing costs	1,389	1,449	2,898	2,723	2,015	1,994	1,954
Loss on early extinguishment of debt (4)				24,234		706	2,357
Other, net	(2,597)	1,689	(5,983)	(419)	1,202	1,233	3,502
(Loss) income before income taxes	(6,748)	(18,495)	(16,515)	(49,425)	38,748	31,678	(46,960)
Income taxes	6,229	5,055	11,095	12,793	8,464	16,082	7,757
	\$ (12,977)	\$ (23,550)	\$ (27,610)	\$ (62,218)	\$ 30,284	\$ 15,596	\$ (54,717)

Net (loss)
income

Net income attributable to non-controlling interest	429	274	610	89	1,791	2,044		
Accretion of Redeemable Class B Senior Convertible preferred stock						1,053	8,515	
Conversion of Mandatory Redeemable Class A Junior preferred stock (5)						29,717		
Conversion of Redeemable Class B Senior Convertible preferred stock (5)						105,021		
Net (loss) income available to common stockholders	\$ (13,406)	\$ (23,824)	\$ (28,220)	\$ (62,307)	\$ 28,493	\$ (122,239)	\$ (63,232)	
Basic (loss) earnings per share	\$ (0.66)	\$ (1.19)	\$ (1.40)	\$ (3.12)	\$ 1.43	\$ (6.81)	\$ (26.18)	
Diluted (loss) earnings per share	\$ (0.66)	\$ (1.19)	\$ (1.40)	\$ (3.12)	\$ 1.42	\$ (6.81)	\$ (26.18)	
Basic weighted average shares outstanding	20,266,319	20,002,467	20,089,507	19,991,190	19,981,022	17,953,233	2,415,266	
Diluted weighted average shares outstanding	20,266,319	20,002,467	20,089,507	19,991,190	20,129,787	17,953,233	2,415,266	

(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, and the financial data starting as of and for the year ended December 31, 2010, reflects Viasystems recapitalization pursuant to a Recapitalization Agreement dated as of October 6, 2009 (the Recapitalization Agreement) and the acquisition of Merix Corporation on February 16, 2010.

- (2) Stock compensation expense included in cost of goods sold and selling, general and administrative expenses for the years ended December 31, 2013, 2012, 2011, 2010, 2009 and for the six months ended June 30, 2014 and 2013 was \$9,414, \$10,563, \$7,697, \$2,870, \$948, \$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 the Viasystems 2015 Notes in 2012, the repurchase of \$105.9 million principal amount of Viasystems 10.5% Senior Subordinated Notes due 2011 (the Viasystems 2011 Notes) in 2010, the repurchase of \$94.1 million principal amount of the Viasystems 2011 Notes, and the termination of Viasystems 2006 credit facility in 2009, Viasystems incurred losses on early extinguishment of debt of \$24,234, \$706 and \$2,357, respectively.
- (5) In connection with its acquisition of Merix Corporation, Viasystems Mandatory Redeemable Class A Junior preferred stock and Redeemable Class B Senior Convertible preferred stock were reclassified as, and converted into, common stock in February 2010.

Table of Contents**Consolidated Balance Sheet Data**

(In thousands)	As of					
	June 30, 2014	December 31, 2013	December 31, 2012 (1)	December 31, 2011	December 31, 2010 (1)	December 31, 2009
Cash and cash equivalents	\$ 76,461	\$ 54,738	\$ 74,816	\$ 71,281	\$ 103,599	\$ 108,993
Restricted cash (2)						105,734
Working capital	165,714	108,448	142,879	136,733	134,285	113,608
Total assets	1,147,537	1,118,417	1,106,181	839,249	780,573	657,238
Total debt, including current maturities	635,245	572,895	575,696	226,770	225,397	330,880
Mandatory Redeemable Class A Junior preferred stock (3)						118,836
Redeemable Class B Senior Convertible preferred stock (3)						98,327
Stockholders' equity (deficit)	199,084	212,588	231,857	293,072	257,105	(58,040)

- (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, and the financial data starting as of and for the year ended December 31, 2010, reflects the Recapitalization Agreement and the acquisition of Merix Corporation on February 16, 2010.
- (2) Restricted cash of \$105,734 as of December 31, 2009, was held in escrow for the redemption of the Viasystems 2011 Notes, which occurred in January 2010.
- (3) In connection with its acquisition of Merix Corporation, Viasystems' Mandatory Redeemable Class A Junior preferred stock and Redeemable Class B Senior Convertible preferred stock were reclassified as, and converted into, common stock in February 2010.

Table of Contents**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial statements and related notes present the condensed combined historical consolidated financial statements of TTM and Viasystems as if the Merger had been consummated at earlier dates. The unaudited pro forma condensed combined balance sheet as of June 30, 2014 gives effect to the Merger as if it had been consummated on June 30, 2014. The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2014 and for the year ended December 30, 2013 give effect to the Merger as if it had been consummated on January 1, 2013.

The following unaudited pro forma condensed combined financial statements and related notes were prepared using the acquisition method of accounting with TTM considered the acquirer of Viasystems. Accordingly, the Merger Consideration to be paid in the Merger has been allocated to assets and liabilities and noncontrolling interests of Viasystems based upon their estimated fair values as of the date of consummation of the Merger. Any amount of the Merger Consideration that is in excess of the estimated fair values of assets acquired and liabilities assumed will be recorded as goodwill in TTM's balance sheet after the consummation of the Merger. As of the date of this proxy statement/prospectus, TTM has not completed the detailed valuation work necessary to arrive at the required estimates of the fair value of the Viasystems assets to be acquired and the liabilities to be assumed and the related allocation of purchase price, nor has TTM identified all adjustments necessary to conform Viasystems' accounting policies to TTM's accounting policies. A final determination of the fair value of Viasystems' assets and liabilities will be based on the actual net tangible and intangible assets and liabilities of Viasystems that exist as of the date of consummation of the Merger and, therefore, cannot be made prior to that date. Additionally, the value of a portion of the Merger Consideration to be paid by TTM to consummate the Merger will be determined based on the trading price of TTM common stock at the time of the consummation of the Merger. Accordingly, the accompanying unaudited pro forma purchase price allocation is preliminary and is subject to further adjustments as additional information becomes available and as additional analyses are performed. The preliminary unaudited pro forma purchase price allocation has been made solely for the purpose of preparing the following unaudited pro forma condensed combined financial statements. The preliminary purchase price allocation was based on TTM's historical experience, data that was available through the public domain, and TTM's limited due diligence review of Viasystems' business. Until the Merger is consummated, both companies are limited in their ability to share information with the other. Upon consummation of the Merger, valuation work will be performed. Increases or decreases in the fair value of relevant balance sheet amounts will result in adjustments to the balance sheet and/or statements of operations until the purchase price allocation is finalized. There can be no assurance that such finalization will not result in material changes from the preliminary purchase price allocation included in the following unaudited pro forma condensed combined financial statements.

The following 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.

The historical financial information has been adjusted to give effect to pro forma events that are (1) directly attributable to the Merger, (2) factually supportable, and (3) expected to have a continuing impact on the combined financial operating results of TTM and Viasystems. The unaudited pro forma condensed combined financial statements do not reflect (1) any operating efficiencies, cost savings, or revenue enhancements that may be achieved

by the combined companies, and (2) certain nonrecurring expenses, such as potential restructuring charges, expected to be incurred within the first twelve months after the Merger. It also assumes that TTM will finance the Merger through existing cash on hand at June 30, 2014 and the net proceeds from a \$1.115 billion term loan.

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Upon consummation of the Merger, TTM will review Viasystems' accounting policies to determine if it may be necessary to harmonize any differences in policies. These unaudited pro forma condensed combined financial statements do not assume any differences in accounting policies, although TTM does not believe the impact of these harmonization adjustments will be material.

The following unaudited pro forma condensed combined financial statements have been developed from and should be read in conjunction with the separate historical consolidated financial statements and accompanying notes of TTM and Viasystems incorporated by reference into this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 182 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.

Certain reclassifications have been made to Viasystems' historical amounts to conform to TTM's presentation.

Table of Contents**Unaudited Pro Forma Condensed Combined Balance Sheet**

As of June 30, 2014

	TTM	Viasystems	Pro Forma Adjustments (In millions)	Note	Pro Forma Combined
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 282.0	\$ 76.5	\$ (246.2)	(a)	\$ 169.3
			1,115.0	(b)	
			(953.2)	(c)	
			(104.8)	(d)	
Accounts receivable, net	230.2	212.0			442.2
Accounts receivable due from related parties	14.3				14.3
Inventories	146.1	134.8	14.0	(e)	294.9
Prepaid expenses and other current assets	34.6	35.3			69.9
Total current assets	707.2	458.6	(175.2)		990.6
Property, plant and equipment, net	780.4	429.4			1,209.8
Goodwill	12.1	151.3	70.1	(f)	233.5
Definite-lived intangibles, net	23.2	92.9	81.0	(g)	197.1
Deposits and other non-current assets	16.8	15.3	21.8	(d)	53.9
Total assets	\$ 1,539.7	\$ 1,147.5	\$ (2.3)		\$ 2,684.9
LIABILITIES AND EQUITY					
Current liabilities:					
Accounts payable	\$ 149.0	\$ 174.6			\$ 323.6
Convertible senior notes, net	31.1				31.1
Short-term debt, including current portion of long-term debt	96.2	21.2	\$ 11.2	(b)	11.2
			(117.4)	(c)	
Account payable due to related parties	20.5				20.5
Equipment payable	44.5				44.5
Accrued expenses and other current liabilities	62.0	97.0	10.0	(h)	169.6
			0.6	(i)	
Total current liabilities	403.3	292.8	(95.6)		600.5
Convertible senior notes, net	193.5				193.5
Long-term debt	225.7	614.1	1,103.8	(b)	1,103.8
			(839.2)	(c)	
			(0.6)	(i)	

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Other long-term liabilities	24.8	41.5			66.3
Total long-term liabilities	444.0	655.6	264.0		1,363.6
Stockholders' equity:					
Common stock	0.1	0.2		(j)	0.1
			(0.2)	(k)	
Additional paid-in-capital	583.2	2,397.4	93.3	(j)	676.5
			(2,397.4)	(k)	
Noncontrolling interest		3.4			3.4
Retained earnings (deficit)	57.4	(2,206.7)	(68.3)	(d)	(10.9)
			2,206.7	(k)	
Statutory surplus reserves	18.7				18.7
Accumulated other comprehensive income	33.0	4.8	(4.8)	(k)	33.0
Total stockholders' equity	692.4	199.1	(170.7)		720.8
Total liabilities and stockholders' equity	\$ 1,539.7	\$ 1,147.5	\$ (2.3)		\$ 2,684.9

Table of Contents**Unaudited Pro Forma Condensed Combined Statement of Operations****For the six months ended June 30, 2014**

	TTM	Viasystems	Pro Forma Adjustments	Note	Pro Forma Combined
	(In millions, except per share amounts)				
Net sales	\$ 589.5	\$ 596.8			\$ 1,186.3
Cost of goods sold	512.4	482.0	39.3	(l)	1,033.7
Gross profit	77.1	114.8	(39.3)		152.6
Operating expenses:					
Selling, general and administrative	63.1	52.3	4.4	(l)	119.8
Depreciation		43.7	(43.7)	(l)	
Amortization of definite-lived intangibles	4.5	3.4	9.1	(m)	17.0
Restructuring charges		0.3			0.3
Impairment of long-lived assets	1.8				1.8
Total operating expenses	69.4	99.7	(30.2)		138.9
Operating income	7.7	15.1	(9.1)		13.7
Other income (expense):					
Interest expense	(12.1)	(24.5)	1.8	(n)	(34.8)
Loss on Extinguishment of debt	(0.5)				(0.5)
Other, net	(3.3)	2.6			(0.7)
Total other expense, net	(15.9)	(21.9)	1.8		(36.0)
Loss before income tax	(8.2)	(6.8)	(7.3)		(22.3)
Income tax benefit (provision)	1.3	(6.2)	2.7	(o)	(2.2)
Net loss	(6.9)	(13.0)	(4.6)		(24.5)
Net income attributable to noncontrolling interests		(0.4)			(0.4)
Net loss attributable to stockholders	\$ (6.9)	\$ (13.4)	\$ (4.6)		\$ (24.9)
Earnings per share attributable to stockholders:					
Basic loss per share	\$ (0.08)	\$ (0.66)		(p)	\$ (0.25)
Diluted loss per share	\$ (0.08)	\$ (0.66)		(p)	\$ (0.25)

Weighted average common shares outstanding
for earnings per share:

Basic	83.1	20.3	(20.3)	(p)	98.4
			15.3	(p)	
Diluted	83.1	20.3	(20.3)	(p)	98.4
			15.3	(p)	

Table of Contents**Unaudited Pro Forma Condensed Combined Statement of Operations****For the year ended December 30, 2013**

	TTM	Viasystems	Pro Forma Adjustments	Note	Pro Forma Combined
	(In millions, except per share amounts)				
Net sales	\$ 1,368.2	\$ 1,171.0			\$ 2,539.2
Cost of goods sold	1,150.4	949.5	79.2	(l)	2,179.1
Gross profit	217.8	221.5	(79.2)		360.1
Operating expenses:					
Selling, general and administrative	143.1	100.5	8.8	(l)	252.4
Depreciation		88.0	(88.0)	(l)	
Amortization of definite-lived intangibles	9.3	6.7	18.1	(m)	34.1
Gain on sale of assets	(17.9)				(17.9)
Restructuring charges	3.4	1.1			4.5
Impairment of long-lived assets	10.8				10.8
Total operating expenses	148.7	196.3	(61.1)		283.9
Operating income	69.1	25.2	(18.1)		76.2
Other income (expense):					
Interest expense	(24.0)	(47.7)	3.1	(n)	(68.6)
Loss on extinguishment of debt	(10.7)				(10.7)
Other, net	5.4	6.0			11.4
Total other expense, net	(29.3)	(41.7)	3.1		(67.9)
Income (loss) before income tax	39.8	(16.5)	(15.0)		8.3
Income tax provision	(15.9)	(11.1)	5.6	(o)	(21.4)
Net income (loss)	23.9	(27.6)	(9.4)		(13.1)
Net income attributable to noncontrolling interests	(2.0)	(0.6)			(2.6)
Net income (loss) attributable to stockholders	\$ 21.9	\$ (28.2)	\$ (9.4)		\$ (15.7)
Earnings per share attributable to stockholders:					
Basic earnings (loss) per share	\$ 0.27	\$ (1.40)		(p)	\$ (0.16)
Diluted earnings (loss) per share	\$ 0.26	\$ (1.40)		(p)	\$ (0.16)

Weighted average common shares outstanding
for earnings per share:

Basic	82.5	20.1	(20.1)	(p)	97.8
			15.3	(p)	
Diluted	83.1	20.1	(20.1)	(p)	97.8
			15.3	(p)	

Table of Contents**Notes to Unaudited Pro Forma Condensed Combined Financial Statements****Note 1. Basis of Presentation**

On September 22, 2014, TTM announced the proposed Merger. Under the terms of the Merger, Viasystems stockholders will receive approximately \$246.2 million in cash and approximately 15,340,000 shares of TTM common stock. Additionally, in connection with the consummation of the Merger, TTM will assume (and as described in the section entitled *The Merger Financing for the Merger* beginning on page 114 of this proxy statement/prospectus, expects to refinance) Viasystems debt, which was approximately \$631.3 million, net of premiums, as of June 30, 2014.

The preliminary purchase price of the Merger is approximately \$970.8 million, estimated as follows (in millions):

Value of TTM common stock to be issued	\$ 93.3
Cash consideration	246.2
Assumption of Viasystems debt	631.3
Total	\$ 970.8

Under the acquisition method of accounting, the purchase price will be allocated to the assets and liabilities of Viasystems based on the estimated fair value of assets acquired and liabilities assumed at the date of consummation of the Merger. The preliminary allocation of the purchase price is summarized below (in millions):

Current assets	\$ 472.5
Property, plant, and equipment	429.4
Identifiable intangible assets, substantially all of which are customer relationships	173.9
Goodwill	221.4
Other assets	0.7
Current liabilities	(282.2)
Noncontrolling interest	(3.4)
Other liabilities	(41.5)
Total	\$ 970.8

The value of the shares of TTM common stock used in determining the purchase price was \$6.08 per share, the closing price of TTM common stock on October 15, 2014. If TTM's stock price were to increase or decrease by \$1.00, the purchase price would change by approximately \$15.3 million; however, the number of shares of TTM common stock and the amount of cash TTM pays in the Merger would not change.

The determination of the allocation of the purchase price is preliminary, as the proposed Merger has not yet been consummated and additional information and analysis will be required to finalize the purchase price allocation. The final determination of the purchase price allocation will be based on the fair value of assets acquired, including fair values of other identifiable intangibles and the fair value of liabilities assumed and noncontrolling interests as of the date that the Merger is consummated. The excess purchase price over the fair value of identifiable assets acquired,

liabilities assumed, and noncontrolling interests is allocated to goodwill.

The final determination of the purchase price allocation is expected to be completed as soon as practicable following consummation of the Merger. The final amounts allocated to assets acquired, liabilities assumed, and noncontrolling interests could materially differ from the information presented in the unaudited pro forma condensed combined financial statements.

Table of Contents**Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)****Note 2. Pro Forma Adjustments**

Pro forma adjustments are necessary to reflect estimated preliminary amounts for (1) the purchase price, (2) Viasystems' net tangible and intangible assets at an amount equal to the preliminary estimates of their fair values, (3) amortization expense related to the estimated amortizable intangible assets, (4) the issuance of debt and related interest expense, and (5) the income tax effect related to the pro forma adjustments.

There were no intercompany balances or transactions between TTM and Viasystems as of the dates and for the periods of these unaudited pro forma condensed combined financial statements.

The pro forma combined provision for income taxes does not necessarily reflect the amounts that would have resulted had TTM and Viasystems filed consolidated income tax returns during the periods presented. The pro forma combined provision for income taxes assumes the deferred income tax liability related to purchase price basis adjustments will be fully offset by existing Viasystems' deferred tax assets via the partial release of the valuation allowance. The pro forma combined provision for income taxes also does not include the impact of potential reversals of the valuation allowance for deferred tax assets of Viasystems and TTM. The final determination of the Viasystems and TTM valuation allowance is dependent upon procedures that have yet to commence; therefore, the final amounts recorded at the date of consummation of the Merger could be material. TTM is currently unable to estimate the impact of the deferred tax liability for international jurisdictions.

The unaudited pro forma condensed combined financial statements do not include liabilities that may result from integration activities because such liabilities are not presently estimable. Liabilities ultimately may be recorded for severance costs for employees, costs of vacating certain facilities, or other costs associated with exiting activities that would affect the pro forma financial statements. TTM and Viasystems are in the process of making these assessments, and estimates of these liabilities are not currently known.

TTM has not identified any material pre-acquisition contingencies deemed probable and that can be reasonably estimated. Prior to the final purchase price allocation, if information becomes available that would indicate it is probable that such events have occurred and the amounts can be reasonably estimated, such items will be included in the purchase price allocation.

For purposes of these unaudited pro forma condensed combined financial statements, TTM has included as a component of the total Merger Consideration the amount in cash to be paid and the number of shares of TTM common stock to be issued in settlement of any employee share-based payment awards which will be deemed to automatically vest immediately prior to the effective time of the Merger. The applicable amounts have been calculated in accordance with the process discussed in greater detail under *The Merger Equity and Performance Cash Awards Held by Executive Officers and Directors* beginning on page 106 of this proxy statement/prospectus. The final determination of the amounts paid with respect to such share-based payment awards to be attributed to pre-combination services or post-combination services is dependent upon procedures that have yet to commence; therefore, the final amounts recorded at the date of consummation of the Merger may differ from the information presented herein, and such differences could be material.

For purposes of this unaudited pro forma condensed combined financial information, TTM has assumed the carrying value of property, plant, and equipment approximates fair value. The final determination of fair value is dependent

upon procedures and other studies that have yet to commence; therefore the final amounts recorded at the date of consummation of the Merger may differ from the information presented herein, and such differences could be material.

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Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

Pro Forma Condensed Combined Balance Sheet Adjustments

- (a) Reflects the transfer of cash and cash equivalents to finance the cash component of the Merger Consideration.
- (b) Reflects the receipt of borrowings in the amount of \$1,115.0 million consisting of term loan debt.
- (c) Reflects the use of the borrowing proceeds to (1) pay in full the \$631.3 million, which is the estimated fair value of Viasystems' outstanding borrowings, and (2) refinance \$321.9 million of TTM outstanding borrowings. For pro forma purposes, reflects the assumption that the repayment of existing debt will be contractually required.
- (d) Reflects the use of cash and cash equivalents to pay estimated transaction costs, costs to refinance Viasystems' outstanding debt, and debt issuance costs. Specifically:

Estimated transaction costs in the amount of \$27.8 million, which consist primarily of investment banker fees, legal fees, and other professional fees.

Estimated refinancing costs in the amount of \$39.0 million. The refinancing costs will be expensed as incurred. For pro forma purposes, reflects the assumption that the payment of the refinancing costs will be contractually required.

Estimated debt issuance costs of \$38.0 million for the new borrowing facility which are expected to be capitalized and reflected as a component of non-current assets in the unaudited pro forma condensed combined balance sheet.

Additionally, the incremental debt issuance costs are comprised of the estimated new borrowing facility debt issuance mentioned above, less historical debt issuance costs of \$14.7 million for Viasystems and \$1.5 million for TTM. The TTM portion of historical debt issuance costs will be expensed.

- (e) Reflects adjustment of the historical Viasystems inventories to estimated fair value. Because this adjustment is directly attributable to the Merger and would not have an ongoing impact, it is not reflected in the unaudited pro forma condensed combined statements of operations. However, this inventory adjustment would impact cost of goods sold within the first 12 months after the effective date of the Merger and would thereby reduce gross margin.

- (f) Reflects the net addition of goodwill of \$70.1 million to record goodwill of \$221.4 million as a result of the acquisition less the historical Viasystems goodwill of \$151.3 million.
- (g) Reflects the estimated fair value of Viasystems identifiable intangible assets acquired (substantially all of which are expected to be customer relationships) of \$173.9 million as a result of the acquisition, less the Viasystems historical net intangible assets of \$92.9 million.
- (h) Reflects the employment contract obligations related to a change in control for Viasystems senior management, which is assumed to be paid within twelve months.
- (i) Represents capital lease obligations included as a component of long-term debt, which has been reclassified to a component of other accrued liabilities for presentation purposes only.
- (j) Reflects the estimated fair value of TTM common stock to be issued as part of the Merger Consideration.
- (k) Reflects the elimination of historical Viasystems retained earnings and other equity accounts.

Pro Forma Condensed Combined Statement of Operations Adjustments

- (l) Reflects the reclassification of Viasystems depreciation expense from total operating expenses to cost of goods sold and selling, general and administrative expense in order to conform to TTM's presentation. The allocation of depreciation expense was estimated based on asset types and manufacturing use over their estimated useful lives.

Table of Contents**Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)**

- (m) Reflects incremental amortization of \$9.1 million for the six months ended June 30, 2014 and \$18.1 million for the year ended December 30, 2013 for identified intangible assets based on the estimated fair values to be assigned to these assets as of consummation of the Merger. Substantially all of the intangible assets are expected to consist of customer relationships and, as a result, preliminary amortization expense was estimated to be recognized over 7 years on a straight-line basis for pro forma purposes.

Assuming an aggregate weighted average useful life of 7 years, and the amortization methods discussed above, for every additional \$1.0 million allocated to identified intangible assets, pre-tax earnings would decrease by \$0.1 million for both the six months ended June 30, 2014 and the year ended December 30, 2013.

- (n) Reflects a reduction in interest expense of \$1.8 million for the six months ended June 30, 2014 and \$3.1 million for the year ended December 30, 2013, which includes commitment fees on the unused portion of the borrowing facility and the amortization of debt issuance costs of \$0.3 million and \$2.8 million for the six months ended June 30, 2014, respectively, and \$0.6 million and \$5.6 million for the year ended December 30, 2013, respectively. The reduction in interest expense is due to new borrowings of \$1,115.0 million at a rate of LIBOR floor plus 3.5%, or approximately 4.5%, obtained to pay off the historical Viasystems debt and \$321.9 million of TTM debt. Historical interest expense related to the TTM debt was \$5.5 million and \$11.8 million for the six months ended June 30, 2014 and the year ended December 30, 2013, respectively.

Historical Viasystems debt and \$321.9 million of TTM debt consist of senior secured notes and bank loans at varying interest rates. For purposes of these pro forma condensed combined financial statements, estimated maturities of total pro forma combined long-term debt are as follows: \$11.2 million for each of the years 1 through 6 and the remaining outstanding balance due at maturity. The effect of a 1/8th percentage point variance in the interest rate on pre-tax earnings would be \$0.7 million for the six months ended June 30, 2014 and \$1.4 million for the year ended December 30, 2013.

- (o) Represents the income tax effect of unaudited pro forma condensed combined statement of operations adjustments using an estimated statutory tax rate of 37.5% for the six months ended June 30, 2014 and for the year ended December 30, 2013, for adjustments to amortization and interest expense.
- (p) Represents the elimination of historical Viasystems weighted average common shares outstanding and the addition of shares of TTM common stock that will be issued in connection with the acquisition of Viasystems.

Pro forma basic loss per share is calculated by dividing the pro forma combined net loss by the pro forma basic weighted average shares outstanding. Pro forma diluted loss per share is calculated by dividing the pro forma combined net loss by the pro forma diluted weighted shares outstanding. A reconciliation of the shares used to calculate TTM's historical basic and diluted earnings (loss) per share to shares used to calculate the pro forma basic and diluted loss per share is as follows (in millions):

Basic and Diluted	Six Months Ended June 30, 2014	Year Ended December 30, 2013
Shares used to calculate TTM's historical earnings (loss) per share	83.1	82.5
Shares issued in connection with the acquisition of Viasystems	15.3	15.3
Shares used to calculate pro forma loss per share	98.4	97.8

Table of Contents**COMPARATIVE PER SHARE DATA**

The following table shows, for the 2013 fiscal year and the six months ended June 30, 2014, historical and pro forma equivalent per share data for Viasystems common stock and historical and pro forma combined per share data for TTM common stock. The information in the table is derived from each of Viasystems and TTM's respective historical consolidated financial statements incorporated by reference herein, as well as the unaudited pro forma condensed combined financial information included elsewhere herein. The pro forma equivalent per share data and the pro forma combined per share data assume that TTM, a registrant with a fiscal year that ends on the Monday nearest December 31, acquired Viasystems, with a fiscal year that ends on December 31, and are to be read as if the Merger has been consummated.

The pro forma equivalent information shows the effect of the Merger from the perspective of an owner of Viasystems common stock. The information was computed by multiplying the pro forma combined income from continuing operations per share for the year ended December 30, 2013 for TTM and December 31, 2013 for Viasystems, respectively, and the six months ended June 30, 2014 for both TTM and Viasystems, and pro forma combined book value per share as of June 30, 2014 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. These computations exclude any potential benefit to Viasystems stockholders from receiving any amount of cash as a component of the Merger Consideration.

The pro forma combined data below is presented for illustrative purposes only. The pro forma adjustments to the statement of income data are based on the assumption that the Merger was consummated on January 1, 2013, and the pro forma adjustments to the balance sheet data are based on the assumption that the Merger was consummated on June 30, 2014.

Either company's actual historical financial condition and results of operations may have been different had the companies always been combined. You should not rely on this information as being indicative of the historical financial condition and results of operations that would have actually been achieved or of the future results of TTM after the completion of the Merger.

You should read the information below together with the historical consolidated financial statements and related notes of each of TTM and Viasystems, which are incorporated by reference in this proxy statement/prospectus, and with the information under the heading *Unaudited Pro Forma Condensed Combined Financial Information* beginning on page 47 of this proxy statement/prospectus.

	Viasystems Common Stock		TTM Common Stock	
	Historical	Pro Forma Equivalent	Historical	Pro Forma Combined
Income (Loss) from Continuing Operations Per Share				
Basic				
Year Ended December 30, 2013 (TTM) and December 31, 2013 (Viasystems)	\$ (1.40)	\$ (0.11)	\$ 0.27	\$ (0.16)
Six Months Ended June 30, 2014	\$ (0.66)	\$ (0.18)	\$ (0.08)	\$ (0.25)
Diluted				

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Year Ended December 30, 2013 (TTM) and December 31, 2013 (Viasystems)	\$ (1.40)	\$ (0.11)	\$ 0.26	\$ (0.16)
Six Months Ended June 30, 2014	\$ (0.66)	\$ (0.18)	\$ (0.08)	\$ (0.25)
Book Value Per Share				
June 30, 2014	\$ 9.52	\$ 5.15	\$ 8.31	\$ 7.30

Table of Contents**COMPARATIVE MARKET VALUE OF COMMON STOCK**

TTM common stock is listed for trading 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.

	Closing Price of TTM Common Stock	Closing Price of Viasystems Common Stock	Implied Value of Merger Consideration
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.

Table of Contents**COMPARATIVE STOCK PRICES AND DIVIDENDS**

The following table presents trading information for shares of TTM and Viasystems common stock 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.

Date	Viasystems Common Stock			TTM Common Stock		
	High	Low	Close	High	Low	Close
September 19, 2014	\$ 12.00	\$ 11.57	\$ 11.70	\$ 7.44	\$ 7.18	\$ 7.27
November 4, 2014	\$ 16.01	\$ 15.83	\$ 15.84	\$ 7.05	\$ 6.93	\$ 6.94

For illustrative purposes, the following table provides Viasystems equivalent per share information on each of the specified dates. Viasystems equivalent per share information refers to the value of the Merger Consideration to be received per share of Viasystems common stock, and is calculated as the sum of \$11.33 plus the value of 0.706 of a share of TTM common stock as reported by NASDAQ on such specified dates.

Date	Viasystems Equivalent per Share Information		
	High	Low	Close
September 19, 2014	\$ 16.58	\$ 16.40	\$ 16.46
November 4, 2014	\$ 16.31	\$ 16.22	\$ 16.23

Market Prices and Dividend Data

The following table sets forth the high and low sales prices (including intraday prices) of Viasystems and TTM common stock as reported by the Nasdaq Global Market and NASDAQ, respectively, and the cash dividends declared per share in respect of the common stock of each company, for the calendar quarters indicated.

	Viasystems Common Stock			TTM Common Stock		
	High	Low	Cash Dividends Declared	High	Low	Cash Dividends Declared
2012:						
First Quarter	\$ 19.73	\$ 16.45		\$ 13.75	\$ 10.30	
Second Quarter	\$ 22.85	\$ 15.50		\$ 12.10	\$ 8.55	
Third Quarter	\$ 19.71	\$ 14.71		\$ 11.01	\$ 8.56	
Fourth Quarter	\$ 17.70	\$ 8.44		\$ 10.23	\$ 8.30	
2013:						
First Quarter	\$ 16.00	\$ 11.01		\$ 9.56	\$ 7.28	
Second Quarter	\$ 13.97	\$ 10.40		\$ 8.75	\$ 6.53	
Third Quarter	\$ 20.06	\$ 11.00		\$ 10.53	\$ 8.68	
Fourth Quarter	\$ 16.45	\$ 12.00		\$ 10.91	\$ 7.51	

2014:

First Quarter	\$ 13.98	\$ 11.55	\$ 8.75	\$ 7.33
Second Quarter	\$ 13.30	\$ 9.52	\$ 8.49	\$ 7.24
Third Quarter	\$ 16.79	\$ 9.75	\$ 8.44	\$ 6.72
Fourth Quarter (1)	\$ 16.01	\$ 14.81	\$ 7.10	\$ 5.59

(1) Fourth quarter data is presented through November 4, 2014, the last practicable trading day before the date of this proxy statement/prospectus.

Viasystems has paid no dividends since its inception, and does not anticipate paying any cash dividends on its common stock in the foreseeable future. However, Viasystems subsidiary in China with a non-controlling interest will continue to make required distributions to the non-controlling interest holder.

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TTM does not anticipate the payment of any cash dividends in the foreseeable future; however, any such future payments will be at the discretion of the TTM board of directors (the TTM Board) and will depend upon TTM s results of operations, earnings, capital requirements, contractual restrictions (including covenants contained in TTM s debt instruments) and other factors deemed relevant by the TTM Board.

The Merger Agreement restricts the ability of TTM and Viasystems to declare or pay dividends prior to the consummation of the Merger.

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THE VIASYSTEMS SPECIAL MEETING

This proxy statement/prospectus is being provided to Viasystems stockholders as part of a solicitation of proxies by the Viasystems Board for use at the Viasystems Special Meeting. This proxy statement/prospectus contains important information regarding the Viasystems Special Meeting, the proposals on which you are being asked to vote, information you may find useful in determining how to vote, and voting procedures.

This proxy statement/prospectus is being first mailed on or about November 10, 2014 to all stockholders of record of Viasystems as of November 6, 2014, the record date for the Viasystems Special Meeting. Stockholders of record who owned Viasystems common stock at the close of business on the record date are entitled to receive notice of, attend, and vote at the Viasystems Special Meeting. On the record date, there were [] shares of Viasystems common stock outstanding.

Date, Time and Place of the Special Meeting

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.

Proposals at the Special Meeting

At the Viasystems Special Meeting, Viasystems stockholders will be asked to vote on the following proposals:

Proposal 1. To adopt the Merger Agreement.

Proposal 2. 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 3. To approve any proposal 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 at the Viasystems Special Meeting, 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.

The Viasystems Board unanimously recommends that you vote FOR each of these proposals.

Shares Entitled to Vote

As a stockholder of Viasystems, you have a right to vote on certain matters affecting Viasystems. The proposals that will be presented at the Viasystems Special Meeting and upon which you are being asked to vote are summarized above and fully set forth in this proxy statement/prospectus. Each share of Viasystems common stock that you own at the close of business on the record date entitles you to one vote on each proposal presented at the Viasystems Special Meeting.

Quorum Requirement

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

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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.

Votes Required for the Proposals

Proposal 1. Adoption of the Merger Agreement requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock outstanding on the record date.

Proposal 2. 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 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. Approval of any proposal made by the Chairman of the Viasystems Board to adjourn the Viasystems Special Meeting (1) to ensure that any supplement or amendment to this proxy statement/prospectus is timely provided to Viasystems stockholders, (2) if there are insufficient shares of Viasystems common stock represented at the Viasystems Special Meeting to constitute a quorum, or (3) to solicit additional proxies to approve the proposal to adopt the Merger Agreement, 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.

Methods of Voting Stockholders of Record 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. If you receive more than one proxy card, it is an indication that your shares are held in multiple accounts. Please sign and return all proxy cards to ensure that all of your shares are voted.

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

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Meeting. If you attend the Viasystems Special Meeting and plan to vote in person, Viasystems will provide you 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.

Methods of Voting Beneficial Owners

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 regarding 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. If you are not a stockholder of record, you must obtain a proxy executed in your favor from the record holder of your shares to be able to vote in person at the Viasystems Special Meeting.

Attending the Special Meeting

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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Voting Instructions

If you are a stockholder of record and return a proxy card but do not provide specific voting instructions, your shares will be voted on the proposals as follows:

FOR the adoption of 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 approval of any proposal 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 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 at the Viasystems Special Meeting, 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.

If other matters properly come before the Viasystems Special Meeting and you do not provide specific voting instructions, your shares will be voted in the discretion of the persons named as proxies.

Abstentions

A vote to abstain on any of the proposals included in this proxy statement/prospectus will have the same effect as a vote against the proposal.

Failure to Vote Shares

A failure to vote your shares pursuant to one of the methods described above will have the same effect as a vote against the proposal to adopt the Merger Agreement and will have no effect on the 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 or the proposal to approve any adjournment of the Viasystems Special Meeting.

Shares Held in Street Name

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. **None of the proposals at the Viasystems Special Meeting are routine matters. As such, without your voting instructions, your brokerage firm cannot vote your shares on any proposal to be voted on at the Viasystems Special Meeting.**

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Revoking Your Proxy

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

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.

Solicitation of Proxies

Viasystems will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing, and distribution of the proxy materials. Viasystems has hired D.F. King & Co., Inc. to assist in the distribution and solicitation of proxies. Solicitations may be made personally or by mail, facsimile, telephone, messenger, or via the Internet. In addition to D.F. King & Co., Inc.'s estimated proxy solicitation fee of \$7,500.00 plus reasonable out-of-pocket expenses for this service, Viasystems will reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses for forwarding the proxy materials to stockholders. Directors, officers, and employees of Viasystems may also solicit proxies in person, by telephone, or by other means of communication. Directors, officers, and employees of Viasystems will not be paid any additional compensation for soliciting proxies.

DO NOT SEND IN ANY VIASYSTEMS STOCK CERTIFICATES WITH YOUR PROXY CARD.

As described under *The Merger Exchange of Shares of Viasystems Common Stock* beginning on page 118 of this proxy statement/prospectus, Viasystems stockholders will be sent materials for exchanging Viasystems common stock shortly after consummation of the Merger.

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**BENEFICIAL STOCK OWNERSHIP OF VIASYSTEMS DIRECTORS, EXECUTIVE OFFICERS AND
PERSONS OWNING MORE THAN 5% OF THE OUTSTANDING SHARES OF VIASYSTEMS
COMMON STOCK**

The following table sets forth certain information with respect to the beneficial ownership of shares of Viasystems common stock as of November 4, 2014 by:

each beneficial owner of more than five percent of the shares of Viasystems common stock;

each member of the Viasystems Board and each of the named executive officers of Viasystems; and

all members of the Viasystems Board and the executive officers of Viasystems as a group.

Unless otherwise noted below, the address of each beneficial owner listed in the table below is c/o Viasystems Group, Inc., 101 South Hanley Road, St. Louis, MO 63105.

Beneficial ownership is determined under rules of the SEC and generally includes any shares of Viasystems common stock over which a person exercises sole or shared voting or investment power. The table also includes the number of shares of Viasystems common stock underlying options that will be exercisable within 60 days of the date of this proxy statement. Unless otherwise indicated and subject to community property laws where applicable, Viasystems believes that each of the stockholders named in the following table has sole voting and investment power with respect to the shares of Viasystems common stock beneficially owned.

The information in the following table regarding beneficial ownership of shares of Viasystems common stock held by entities known by Viasystems to beneficially own more than 5% of the shares of Viasystems common stock is included in reliance on a report filed by each entity with the SEC, except that the percentage is based on Viasystems calculations made in reliance on the number of shares of Viasystems common stock reported to be beneficially owned by the entity in such report and the number of shares of Viasystems common stock outstanding on November 4, 2014.

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Applicable percentage ownership and voting power is based on 20,921,111 shares of Viasystems common stock outstanding and an additional 1,058,909 shares of Viasystems common stock that would be issued upon the exercise of outstanding options held by directors or executive officers within 60 days of November 4, 2014.

Name of Beneficial Owner	Shares of Viasystems Common Stock	
	Number	Percentage
5% Stockholders:		
Hicks Muse Entities (1) c/o Hicks, Muse & Co. Partners, L.P. 200 Crescent Court Dallas, TX 75201	9,982,135	47.7%
Black Diamond Entities (2) c/o Black Diamond Capital Management, L.L.C. One Sound Share Drive, Suite 200 Greenwich, CT 06830	3,984,941	19.0
Dimensional Fund Advisors LP (3) Palisades West, Building One 6300 Bee Cave Road Austin, TX 78746	1,526,971	7.3
Executive Officers and Directors:		
Brian W. Barber (4)(5)	133,803	*
Michael D. Burger (4)	54,411	*
Timothy L. Conlon (4)(5)(6)	294,967	1.4
Robert F. Cummings, Jr. (4)	38,246	*
Kirby A. Dyess (4)(7)	39,828	*
Peter Frank (4)	38,246	*
Jack D. Furst (4)	38,246	*
Edward Herring (4)	38,246	*
Richard B. Kampf (4)(5)	139,444	*
William A. Owens (4)	31,871	*
Dominic J. Pileggi (4)	33,390	*
Gerald G. Sax (4)(5)	230,491	1.1
David M. Sindelar (4)(5)(8)	619,932	2.9
Christopher J. Steffen (4)(5)	56,429	*
David D. Stevens (4)	31,871	*
All executive officers and directors as a group (15 persons)	1,819,421	8.3

* Represents beneficial ownership of less than 1.0% of the outstanding shares of Viasystems common stock.

(1) These figures include:

8,189,803 shares of Viasystems common stock held of record by Hicks, Muse, Tate & Furst Equity Fund III, L.P., a limited partnership, of which the ultimate general partner is Hicks, Muse Fund III Incorporated, an affiliate of Hicks, Muse & Co. Partners, L.P.

222,120 shares of Viasystems common stock held of record by HM3 Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse Fund III Incorporated, an affiliate of Hicks, Muse & Co. Partners, L.P.

1,425,833 shares of Viasystems common stock held of record by Hicks, Muse & Co. Partners, L.P. Equity Fund IV (1999), L.P., a limited partnership of which the ultimate general partner is Hicks, Muse (1999) Fund IV, LLC, an affiliate of Hicks, Muse & Co. Partners, L.P.

75,912 shares of Viasystems common stock held of record by Hicks, Muse PG- IV (1999), C.V., of which the ultimate general partner is HM Fund IV Cayman, LLC, an affiliate of Hicks, Muse & Co. Partners, L.P.

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35,064 shares of Viasystems common stock held of record by HM 4-P (1999) Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse (1999) Fund IV, LLC, an affiliate of Hicks, Muse & Co. Partners, L.P.

23,303 shares of Viasystems common stock held of record by HM 4-EQ (1999) Coinvestors, L.P., a limited partnership of which the ultimate general partner is Hicks, Muse (1999) Fund IV, LLC, an affiliate of Hicks, Muse & Co. Partners, L.P.

10,100 shares of Viasystems common stock held of record by Hicks, Muse & Co. Partners, L.P. Private Equity Fund IV (1999), L.P., a limited partnership of which the ultimate general partner is Hicks, Muse (1999) Fund IV, LLC, an affiliate of Hicks, Muse & Co. Partners, L.P.

Each of the above entities disclaims beneficial ownership of shares of Viasystems common stock except to the extent of each entity's pecuniary interest in such shares of Viasystems common stock.

(2) These figures include:

2,632,918 shares of Viasystems common stock held of record by GSC Recovery II, L.P., a limited partnership of which the ultimate general partner is GSC Recovery II GP, L.P., an affiliate of Black Diamond Capital Management, L.L.C.

1,352,023 shares of Viasystems common stock held of record by GSC Recovery IIA, L.P., a limited partnership of which the ultimate general partner is GSC Recovery IIA GP, L.P., an affiliate of Black Diamond Capital Management, L.L.C.

Each of the above entities disclaims beneficial ownership of shares of Viasystems common stock except to the extent of each entity's pecuniary interest in such shares of Viasystems common stock.

- (3) According to a Schedule 13G filed by Dimensional Fund Advisors LP (Dimensional) with the SEC on February 10, 2014, Dimensional, as an investment advisor, has voting power and dispositive power with respect to 1,499,113 and 1,526,971 shares of Viasystems common stock, respectively.
- (4) Includes shares of Viasystems restricted stock for which the executive officer or director has sole voting power, but no dispositive power, as follows: Mr. Barber (11,763 shares), Mr. Burger (31,390 shares), Mr. Conlon (23,525 shares), Mr. Cummings (31,390 shares), Ms. Dyess (31,390 shares), Mr. Frank (31,390 shares), Mr. Furst (31,390 shares), Mr. Herring (31,390 shares), Mr. Kampf (11,763 shares), Mr. Owens (31,871 shares), Mr. Pileggi (31,390 shares), Mr. Sax (14,477 shares), Mr. Sindelar (49,765 shares), Mr. Steffen (31,390 shares) and Mr. Stevens (31,871 shares).
- (5) Includes shares of Viasystems common stock that may be acquired pursuant to stock options exercisable within 60 days, as follows: Mr. Barber (101,848 shares), Mr. Conlon (225,078 shares), Mr. Kampf (101,848 shares), Mr. Sax (163,336 shares) and Mr. Sindelar (466,799 shares).
- (6) Includes 7,500 shares of Viasystems common stock held by the Conlon Family Limited Partnership, of which Mr. Conlon is a general partner. Mr. Conlon disclaims beneficial ownership of the shares of Viasystems common

stock held by the Conlon Family Limited Partnership except to the extent of his pecuniary interest in such shares of Viasystems common stock.

- (7) Includes 1,119 shares of Viasystems common stock held in trust for Ms. Dyess and her family. Ms. Dyess is a trustee of the trust and is therefore deemed to have sole voting and dispositive power over the shares of Viasystems common stock held in the trust.
- (8) Includes 12,300 shares of Viasystems common stock held in trust for James G. Sindelar and 12,300 shares of Viasystems common stock held in trust for Lauren L. Sindelar. Mr. Sindelar is the trustee of both trusts and is therefore deemed to have sole voting and dispositive power over the shares of Viasystems common stock held in the trust.

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PROPOSAL 1 ADOPTION OF THE MERGER AGREEMENT

Pursuant to Section 251 of the DGCL, Viasystems is submitting the Merger Agreement to its stockholders at the Viasystems Special Meeting, at which the Merger Agreement will be considered and a vote taken on a proposal for its adoption.

For a summary of the Merger Agreement and the Merger, including the background of the Merger, Viasystems reasons for the Merger, the opinion of Viasystems financial advisor and related matters, Viasystems stockholders should read *The Merger* beginning on page 71 and *The Merger Agreement* beginning on page 124 of this proxy statement/prospectus.

On September 21, 2014, after careful consideration, the Viasystems Board unanimously (1) determined that the Merger is fair to and in the best interests of Viasystems and its stockholders, (2) adopted resolutions approving and declaring the advisability of the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement, and (3) on the terms and subject to the conditions set forth in the Merger Agreement, resolved to recommend that Viasystems stockholders adopt the Merger Agreement.

Required Vote

Adoption of the Merger Agreement requires the affirmative vote of the holders of a majority of the shares of Viasystems common stock outstanding on the record date. Abstentions or a failure to vote shares will have the same effect as a vote against the adoption of the Merger Agreement.

BOARD RECOMMENDATION

The Viasystems Board unanimously recommends that Viasystems stockholders vote FOR the proposal to adopt the Merger Agreement.

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**PROPOSAL 2 APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF CERTAIN
COMPENSATORY ARRANGEMENTS WITH VIASYSTEMS NAMED EXECUTIVE OFFICERS**

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Rule 14a-21(c) under the Exchange Act, Viasystems is providing its stockholders the opportunity to cast a non-binding, advisory vote at the Viasystems Special Meeting to approve the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger, as described under *The Merger Interests of Certain Persons in the Merger* and *The Merger Payments to Viasystems Executive Officers Contingent Upon the Merger* beginning on pages 105 and 110, respectively, of this proxy statement/prospectus.

In accordance with these requirements, Viasystems is asking its stockholders to approve the following resolution:

RESOLVED, that the stockholders of Viasystems 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, as disclosed pursuant to Item 402(t) of Regulation S-K as described under *The Merger Interests of Certain Persons in the Merger* and *The Merger Payments to Viasystems Executive Officers Contingent Upon the Merger* in the proxy statement/prospectus relating to the Viasystems special meeting.

Required Vote

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 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. Abstentions will have the same effect as a vote against the proposal to approve, on an advisory basis, the compensation that will or may be paid by Viasystems to its named executive officers in connection with the Merger. A failure to vote shares will have no effect on this proposal.

This proposal is advisory and therefore not binding on the Viasystems Board. Further, the underlying plans and arrangements are contractual in nature and not, by their terms, subject to stockholder approval.

This advisory vote is separate and apart from the vote to adopt the Merger Agreement, and approval of this proposal is not a condition to consummation of the Merger. Whether or not this proposal is approved will have no impact on consummation of the Merger.

BOARD RECOMMENDATION

The Viasystems Board unanimously recommends that Viasystems stockholders vote FOR the 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.

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PROPOSAL 3 ADJOURNMENTS OF THE VIASYSTEMS SPECIAL MEETING

This proposal would allow Viasystems, if a proposal is 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, 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.

Required Vote

Approval of the adjournment proposal 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. Abstentions will have the same effect as a vote against the proposal to approve any adjournment of the Viasystems Special Meeting. A failure to vote shares will have no effect on this proposal.

BOARD RECOMMENDATION

The Viasystems Board unanimously recommends that Viasystems stockholders vote **FOR the proposal to approve adjournments of the Viasystems Special Meeting.**

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THE MERGER

*This section of the proxy statement/prospectus describes certain material aspects of the proposed Merger. This section may not contain all of the information that is important to you. You should carefully read this entire proxy statement/prospectus and the documents incorporated herein by reference, including the full text of the Merger Agreement, which is attached as Annex A, for a more complete understanding of the Merger. In addition, important business and financial information about each of TTM and Viasystems is incorporated into this proxy statement/prospectus by reference and is included in the Annexes hereto. See *Where You Can Find More Information* beginning on page 182 of this proxy statement/prospectus.*

Effects of the Merger

Upon completion of the Merger, Merger Sub, a wholly owned subsidiary of TTM, will merge with and into Viasystems. Viasystems will be the surviving corporation in the Merger and will become a direct wholly owned subsidiary of TTM.

Treatment of Viasystems Common Stock

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, or (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 DGCL) will be cancelled and converted automatically into the right to receive, in accordance with the terms of the Merger Agreement, the Merger Consideration, which consists of (1) \$11.33 in cash, without interest, and (2) 0.706 of a share of TTM common stock.

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

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

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

the Parent Common Stock Price;

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 Performance Share Unit that is outstanding immediately prior to the effective time shall, immediately prior to the effective time, vest. Viasystems Performance Share Units other than Viasystems Leveraged Performance Share Units 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.

The 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 for any Viasystems Performance Share Units, including Viasystems Leveraged Performance Share Units, will be cancelled and converted into the right to receive the Merger Consideration at the effective time of the Merger.

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.

Amended and Restated Executive Employment Agreements, Annual Incentive Compensation Plan and Transaction Bonus Pool

Amended and Restated Executive Employment Agreements

Concurrently with the execution of the Merger Agreement, Viasystems and its applicable subsidiaries entered into Amended and Restated Executive Employment Agreements with each of Messrs. David M. Sindelar, Viasystems Chief Executive Officer, Timothy L. Conlon, Viasystems President and Chief Operating Officer, and Gerald G. Sax, Viasystems Senior Vice President and Chief Financial Officer. Messrs. Sindelar, Conlon and Sax are considered and referred to as the Executive Employees.

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The Amended and Restated Executive Employment Agreements provide for certain additional benefits to the Executive Employees in the event of a termination of such Executive Employee's position following a change in control of Viasystems (as defined in each employment agreement), as well as the addition of non-competition and non-solicitation provisions for Messrs. Sindelar and Sax. The Executive Employees are entitled to these additional benefits if their employment is terminated during the period beginning on the closing date of the change in control and ending on the earlier of (1) the last day of the month that is two years after the closing date of the Merger, or (2) the death of the Executive Employee, which such period is referred to as the Protection Period.

Mr. Sindelar's Change in Control Severance. Pursuant to the Amended and Restated Executive Employment Agreement between Viasystems and Mr. Sindelar, in the event Mr. Sindelar's employment with Viasystems is terminated during the Protection Period by (1) Viasystems without cause, (2) Mr. Sindelar with good reason (as defined in his employment agreement) or (3) reason of Mr. Sindelar's total disability (as defined in his employment agreement) or death, then Mr. Sindelar would be entitled to receive the following: (a) Mr. Sindelar's then-current base salary for a period of 18 months following termination of Mr. Sindelar's employment (such total amount being referred to as Mr. Sindelar's Change of Control Salary Severance), (b) an amount equal to 100% of Mr. Sindelar's Change in Control Salary Severance, such amount to be paid over an 18-month period following Mr. Sindelar's termination (such total amount, Mr. Sindelar's Bonus Change in Control Severance), (c) an amount equal to the sum of (A) Mr. Sindelar's Change in Control Salary Severance and (B) Mr. Sindelar's Bonus Change in Control Severance, less (C) \$1,189,150, such amount to be paid in a lump sum cash payment within 5 business days following the date of the termination of Mr. Sindelar's employment, (d) the continuation of certain benefits provided under his employment agreement for 18 months following termination of Mr. Sindelar's employment, and (e) the reimbursement of certain expenses for 18 months following termination of Mr. Sindelar's employment.

Mr. Conlon's Change in Control Severance. Pursuant to the Amended and Restated Executive Employment Agreement between Viasystems and Mr. Conlon, in the event Mr. Conlon's employment with Viasystems is terminated during the Protection Period by (1) Viasystems without cause, (2) Mr. Conlon with good reason (as defined in his employment agreement) or (3) reason of Mr. Conlon's total disability (as defined in his employment agreement) or death, then Mr. Conlon would be entitled to receive the following: (a) Mr. Conlon's then-current base salary (as calculated in his employment agreement) for a period of 24 months following termination of Mr. Conlon's employment, (b) the continuation of certain benefits provided under his employment agreement for 18 months following termination of Mr. Conlon's employment, and (c) the reimbursement of certain expenses for 18 months following termination of Mr. Conlon's employment.

Mr. Sax's Change in Control Severance. Pursuant to the Amended and Restated Executive Employment Agreement between Viasystems and Mr. Sax, in the event Mr. Sax's employment with Viasystems is terminated during the Protection Period by (1) Viasystems without cause, (2) Mr. Sax with good reason (as defined in his employment agreement) or (3) reason of Mr. Sax's total disability (as defined in his employment agreement) or death, then Mr. Sax would be entitled to receive the following: (a) Mr. Sax's then-current base salary (as calculated in his employment agreement) for a period of 24 months following termination of Mr. Sax's employment, such amount to be paid over an 18-month period following the termination of Mr. Sax's employment (such total amount, Mr. Sax's Change of Control Salary Severance), (b) an amount equal to 70% of Mr. Sax's Change in Control Salary Severance, such amount to be paid over an 18-month period following termination of Mr. Sax's employment, (c) the continuation of certain benefits provided under his employment agreement for 18 months following termination of Mr. Sax's employment, and (d) the reimbursement of certain expenses for 18 months following termination of Mr. Sax's employment.

Potential Section 280G Cutback. Each of Messrs. Sindelar, Conlon and Sax's respective Amended and Restated Executive Employment Agreements contains a best-net provision, which provides that if Section 280G of the Internal Revenue Code of 1986, as amended (the Code), would apply to payments the Executive Employee has received or

will receive in conjunction with the change in control (including, without limitation, those made under the Amended and Restated Executive Employment Agreement), and such payments would trigger an excise tax on excess parachute payments, then those payments are subject to a reduction in

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order to avoid application of that excise tax, but only if the reduction would result in a greater net after-tax amount paid to the Executive Employee.

Non-Competition Clause. As a condition of receiving the benefits described above, the respective Amended and Restated Executive Employment Agreements of Messrs. Sindelar and Sax provide that, during the Executive Employee's employment and for a period of 36 months following termination of the Executive Employee's employment for any reason, the Executive Employee may not compete with Viasystems, divert business from Viasystems or solicit customers or employees of Viasystems. Mr. Conlon's employment agreement preserves the non-competition and non-solicitation obligations contained in his previously existing employment agreement, which provide that (1) if terminated (a) by Viasystems for cause or (b) through voluntary termination (except a voluntary termination for good reason during the Protection Period), Mr. Conlon shall not compete with Viasystems for 1 year and (2) if terminated (a) by Viasystems without cause or as a result of total disability or (b) by Mr. Conlon for good reason during the Protection Period, Mr. Conlon shall not compete with Viasystems for 18 months.

Employment Agreements of Other Named Executive Officers. The employment agreements with Brian W. Barber and Richard B. Kampf will remain in effect following the Merger in accordance with their terms.

Annual Incentive Compensation Plan

Viasystems' AICP is designed to motivate executives to achieve individual and business unit performance objectives. Pursuant to the Merger Agreement and consistent with past practice and Viasystems' incentive bonus program (including performance metrics), the compensation committee of Viasystems Board may authorize and cause to be paid performance based annual cash incentive bonus amounts for 2014 and pro-rata amounts for 2015 for the period from January 1, 2015 through consummation of the Merger. The Compensation Committee of Viasystems Board may accelerate and cause to be paid in 2014 any performance based annual cash incentive bonus amounts for 2014 in connection with the consummation of the Merger.

Transaction Bonus Pool

On September 21, 2014, the Viasystems Board approved a cash bonus pool of \$1,189,150 in the aggregate (the Transaction Bonus Pool), from which cash bonus payments will be made to designated officers and key employees of Viasystems and its subsidiaries upon the consummation of the Merger. In order to be entitled to receive a cash bonus payment, the participant must remain an employee of Viasystems or one of its subsidiaries through the date of the consummation of the Merger. This cash bonus pool has not yet been allocated to specific employees but represents additional payments expected to be made in connection with the Merger.

Other Effects

The rights pertaining to TTM common stock will be different from the rights pertaining to Viasystems common stock, because the TTM Charter and the TTM Bylaws in effect immediately after the completion of the Merger will be different from the Viasystems Charter and the Viasystems Bylaws, respectively. A further description of the rights pertaining to TTM common stock and the TTM Charter and TTM Bylaws is set forth under *Comparison of Rights of Holders of TTM Common Stock and Viasystems Common Stock* beginning on page 170 of this proxy statement/prospectus.

Background of the Merger

The Viasystems Board and the TTM Board have both regularly reviewed their respective results of operations and competitive positions in the printed circuit board industry, as well as their strategic alternatives. In addition, each of Viasystems and TTM from time to time evaluates potential transactions that would further its respective strategic objectives. Consideration of such potential strategic transactions included, from time to time, discussions between Viasystems and TTM regarding potential strategic combinations involving the two companies.

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In early 2014, the Viasystems Board directed Viasystems management to explore potential strategic alternatives involving either (1) the recapitalization of Viasystems, so as to provide Viasystems with new financial sponsors to support Viasystems' future growth, or (2) a business combination that would have a substantial, transformative impact on Viasystems' prospects and stockholder base. To that end, on June 5, 2014, Viasystems engaged Stifel to assist Viasystems in exploring strategic alternatives. Beginning June 10, 2014, representatives from Stifel spoke with 27 potential financial sponsors and other potential strategic partners (which did not include TTM) regarding the prospects of entering into a strategic transaction with Viasystems. Nine of these third parties entered into nondisclosure agreements with Viasystems that included a standstill provision. The nondisclosure agreements did not prohibit these third parties from asking Viasystems to waive the standstill, which under the terms of the nondisclosure agreements, terminated on September 21, 2014, when the Viasystems Board approved the Merger Agreement.

Between June 24, 2014 and July 8, 2014, Viasystems senior management held preliminary discussions about potentially pursuing a strategic transaction with eight of the nine third parties that entered into nondisclosure agreements. Also during that period, members of Viasystems senior management and representatives from Stifel held preliminary discussions with a significant shareholder of a company that Viasystems was considering acquiring. In addition, as part of its review of strategic alternatives, Viasystems management and Stifel discussed the potential benefits of strategic transactions with several other participants in the printed circuit board industry, including TTM. None of these discussions evolved any further at the time.

Separately, in early 2014, the TTM Board agreed that TTM management should continue to consider potential acquisition opportunities. A representative of JPMorgan, TTM's financial advisor, was acquainted with Peter Frank and Robert Klatell, the Chairman of the TTM Board, and had periodically suggested that Mr. Frank and Mr. Klatell would enjoy meeting each other. Mr. Frank is a Viasystems director and a Senior Managing Director of Black Diamond Capital Management, L.L.C., an affiliate of the general partner of the second-largest stockholder of Viasystems. Stockholders affiliated with Black Diamond Capital Management, L.L.C. (the "BD Funds") collectively hold approximately 19% of the outstanding shares of Viasystems common stock. To that end, in March 2014, JPMorgan arranged a meeting between Mr. Frank and Mr. Klatell. Messrs. Klatell and Frank met in New York, New York on March 24, 2014 along with a representative from JPMorgan. At that meeting, Messrs. Klatell and Frank discussed a broad range of industry dynamics, which included the possibility of a strategic transaction involving Viasystems and TTM. Pricing for any such transaction was not discussed at this first meeting.

Following that meeting and during the course of the next several months, JPMorgan continued to hold conversations on behalf of TTM with Mr. Frank, as well as with Jack Furst. Mr. Furst is a Viasystems director and, until 2013, was an affiliate of HM Capital Partners LLC. Stockholders affiliated with HM Capital Partners LLC (the "HM Funds") collectively hold approximately 48% of the outstanding shares of Viasystems common stock. During those conversations, JPMorgan and Messrs. Frank and Furst discussed the terms upon which the BD Funds and the HM Funds would be willing to support a transaction involving TTM and Viasystems. The HM Funds and the BD Funds hold, in the aggregate, approximately 67% of the outstanding shares of Viasystems common stock.

On June 12, 2014, representatives from JPMorgan delivered to the HM Funds and the BD Funds, on behalf of TTM, a letter setting forth proposed terms upon which TTM would be willing to acquire Viasystems, together with a preliminary draft term sheet and a list of diligence items that TTM would require. The JPMorgan letter proposed a price of \$16.00 per share of Viasystems common stock, with a consideration mix of one-half cash and one-half TTM common stock, and the accompanying preliminary draft term sheet indicated proposed consideration comprised of \$8.00 in cash and a fixed exchange ratio of 0.996 shares of TTM common stock for each outstanding share of Viasystems common stock. The \$16.00 per share price contemplated in the JPMorgan letter represented a premium of approximately 50.8% to the \$10.61 closing price per share on the Nasdaq Global Market of Viasystems common stock on June 11, 2014, the last trading day prior to the date of the JPMorgan letter. During the period between June 12,

2014 and July 18, 2014, JPMorgan continued to hold discussions with Messrs. Furst and Frank to discuss a price that the HM Funds and the BD Funds would likely be willing to support.

On July 18, 2014, on behalf of TTM, representatives from JPMorgan verbally communicated to Messrs. Furst and Frank that, subject to due diligence, TTM Board approval, and negotiation of an acceptable merger

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agreement, TTM would be willing to acquire all outstanding shares of Viasystems common stock at a price per share equal to \$17.00, with the consideration comprised of two-thirds cash and one-third shares of TTM common stock. Messrs. Furst and Frank indicated to such representatives from JPMorgan that the HM Funds and the BD Funds would likely be willing to support a transaction at such a price, subject to due diligence, Viasystems Board approval, and negotiation of an acceptable merger agreement.

On July 23, 2014, Mr. Furst telephoned Christopher Steffen, the Chairman of the Viasystems Board, and David Sindelar, Viasystems Chief Executive Officer, informing them that, on behalf of the various HM Funds, he had engaged in discussions with TTM regarding a potential acquisition of Viasystems by TTM. Mr. Furst stated that these discussions also included Mr. Frank. Mr. Furst informed Messrs. Steffen and Sindelar that, during these discussions, representatives from JPMorgan verbally represented to Messrs. Furst and Frank that TTM was prepared to acquire Viasystems at a price equal to \$17.00 per share of Viasystems common stock, with the consideration comprised of two-thirds cash and one-third shares of TTM common stock. The per share consideration verbally relayed by JPMorgan to Messrs. Furst and Frank represented a premium of approximately 58.1% to the \$10.75 closing price per share on the Nasdaq Global Market of Viasystems common stock on July 23, 2014. Mr. Furst also told Messrs. Steffen and Sindelar that his response to the representatives from JPMorgan was that he would advise Viasystems of TTM's proposal and that the HM Funds and the BD Funds would likely be willing to support HM's proposal, subject to due diligence, Viasystems Board approval, and negotiation of an acceptable merger agreement.

Following their conversation with Mr. Furst, on July 24, 2014, Messrs. Steffen and Sindelar had a telephone conference with representatives from Stifel and Jones Day, Viasystems outside legal counsel, to discuss the verbal proposal made on behalf of TTM to Messrs. Furst and Frank. After discussion and deliberation, Messrs. Steffen and Sindelar instructed Stifel to engage with JPMorgan to discuss TTM's proposal, including to request that TTM provide a written proposal setting forth its offer to acquire Viasystems.

On July 25, 2014, representatives from Stifel telephoned representatives from JPMorgan to discuss TTM's proposal to acquire Viasystems. During that telephone conversation, representatives from Stifel requested that TTM provide the Viasystems Board with a written proposal relating to TTM's offer, together with a term sheet setting forth key terms of the offer and an outline of any diligence items TTM would require in connection with exploring and negotiating a potential transaction.

In response to the request made by Stifel, in the evening of July 27, 2014, representatives from JPMorgan delivered to representatives from Stifel, on behalf of TTM, a letter setting forth TTM's non-binding proposal to acquire Viasystems, together with a draft term sheet, a proposed nondisclosure agreement, a proposed exclusivity agreement that contemplated a 30-day exclusivity period during which the parties would negotiate and execute definitive agreements relating to the proposal, and a preliminary due diligence list. The letter proposed a price of \$17.00 per share of Viasystems common stock with a consideration mix of two-thirds cash and one-third TTM common stock, and the accompanying draft term sheet indicated proposed consideration comprised of \$11.33 in cash and a fixed exchange ratio of 0.706 of a share of TTM common stock for each outstanding share of Viasystems common stock. The \$17.00 per share price contemplated in the letter represented a premium of approximately 64.7% to the \$10.32 closing price per share on the Nasdaq Global Market of Viasystems common stock on July 25, 2014, the last trading day prior to the date of the letter.

On July 30, 2014, the Viasystems Board held a telephonic meeting. Representatives from Stifel and Jones Day also participated in the meeting. During that meeting, representatives from Stifel presented to the Viasystems Board an analysis of TTM's proposal, which, among other things, noted that, based on the \$7.99 closing price of TTM common stock on July 25, 2014, the last trading day prior to the date the proposal was received, the implied value of consideration proposed in the draft term sheet accompanying TTM's proposal was \$16.97 per share of Viasystems

common stock, which represented a 64.4% premium to the \$10.32 closing price per share of Viasystems common stock on July 25, 2014. Representatives from Stifel also provided the Viasystems Board with an update of Viasystems ongoing process to explore strategic alternatives. Representatives from Jones Day reviewed with the Viasystems Board the regulatory and other approvals that

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would be required prior to consummation of a transaction with TTM. Following Stifel's and Jones Day's presentations, the Viasystems Board engaged in deliberations with respect to the TTM proposal, including TTM's request for a 30-day exclusivity period, the required regulatory approvals associated with the proposed transaction, the need for certainty of closing the potential transaction, and TTM's need for financing. The Viasystems Board also discussed the benefits, risks, and other considerations associated with contacting other potential strategic partners, including the significant risk, and potential harm, of a leak in connection with such contacts and the inability of such potential strategic partners to move quickly. The Viasystems Board also discussed the potential use of Viasystems' ongoing strategic alternatives process as a market check on the TTM proposal. After further deliberations, the Viasystems Board instructed Stifel to contact the third parties that remained engaged in Viasystems' strategic alternatives process to determine if any of those parties was interested in making a proposal. In addition, the Viasystems Board directed Jones Day to engage in negotiations with Greenberg Traurig, LLP, TTM's outside legal counsel (Greenberg Traurig), with respect to the nondisclosure and exclusivity agreements previously provided by JPMorgan.

Over the course of the following week, as directed by the Viasystems Board, representatives from Stifel engaged in discussions regarding a potential transaction with the nine third parties that remained engaged in Viasystems' strategic alternatives process. In those discussions, the representatives from Stifel encouraged those third parties to submit indications of interest for an acquisition of or other strategic transaction involving Viasystems. However, none of those third parties elected to make a proposal. In addition, Stifel re-engaged with another potential strategic partner in the printed circuit board industry to determine whether such party was interested in considering a potential strategic transaction with Viasystems, including the potential acquisition of Viasystems. Based on the positive feedback initially received from that company, Stifel delivered a form nondisclosure agreement to that company on July 28, 2014. However, that company did not respond to further communications and never entered into a nondisclosure agreement.

During the same week, representatives from Jones Day and Greenberg Traurig negotiated certain terms of the nondisclosure and exclusivity agreements, including the terms of a potential standstill provision.

On August 5, 2014, the Viasystems Board held a meeting in St. Louis, Missouri. Representatives from Stifel and Jones Day also attended the meeting. During that meeting, representatives from Stifel reviewed with the Viasystems Board the results of discussions it held with the various other potential strategic partners it had contacted as instructed by the Viasystems Board. The representatives from Stifel informed the Viasystems Board that no other party had elected to submit a proposal with respect to a strategic transaction involving Viasystems.

During the meeting, Mr. Sindelar provided the Viasystems Board with an update as to discussions among TTM and Viasystems and their respective advisors with respect to the proposed nondisclosure and exclusivity agreements previously provided by TTM. After deliberations, the Viasystems Board directed Jones Day to continue to negotiate the proposed nondisclosure and exclusivity agreements, instructing Jones Day that the nondisclosure agreement should include a standstill provision.

Also during that meeting, the Viasystems Board resolved to create a special committee of the Viasystems Board (the Special Committee), to be comprised of Mr. Steffen, Michael Burger, Dominic Pileggi, David Stevens, and Kirby Dyess. Mr. Steffen was appointed to serve as chairman of the Special Committee. The Special Committee was delegated the responsibility for, among other things, (1) overseeing and directing a process for the evaluation and negotiation of a proposed transaction with TTM, (2) evaluating and negotiating the terms of any proposed definitive acquisition agreement or plan of merger and any other agreements in respect of a proposed transaction with TTM, and (3) making recommendations to the Viasystems Board with respect to the proposed transaction. At the meeting, the Viasystems Board further resolved that Viasystems engage Jones Day, as outside legal counsel, and Stifel, as financial advisor, in connection with the proposed transaction, and that the Special Committee be authorized to engage other

counsel, financial advisors, and consultants in its discretion. The Viasystems Board also resolved that, so long as the Special Committee continued to exist, the Viasystems Board would not approve a transaction with TTM or recommend a transaction with TTM to Viasystems stockholders in the absence of a prior favorable recommendation of such action by the Special Committee.

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Between August 5, 2014 and August 11, 2014, representatives from Jones Day and Greenberg Traurig continued to negotiate the terms of the proposed nondisclosure and exclusivity agreements, including the inclusion of a standstill provision. On August 11, 2014, Viasystems and TTM executed a nondisclosure agreement providing for a nine-month standstill period, as well as an exclusivity agreement that granted TTM a 30-day exclusivity period to negotiate a strategic transaction with Viasystems.

Beginning August 11, 2014 and through the signing of the Merger Agreement, each of TTM and Viasystems and their respective financial and legal advisors, and, with respect to TTM, its financing sources, conducted due diligence on the other party.

In the afternoon of August 11, 2014, Greenberg Traurig delivered to Jones Day an initial draft merger agreement. Among other things, consistent with the draft term sheet accompanying TTM's proposal, the initial draft merger agreement provided for proposed merger consideration comprised of \$11.33 in cash and a fixed exchange ratio of 0.706 of a share of TTM common stock for each outstanding share of Viasystems common stock. The initial draft merger agreement also contemplated that concurrently with entry into the merger agreement, TTM would enter into voting agreements with the HM Funds and BD Funds, which voting agreements would provide a commitment from such stockholders to vote their shares of Viasystems common stock in favor of adoption of the merger agreement and against alternative transactions.

On August 12, 2014, Mr. Sindelar and Thomas Edman, TTM's Chief Executive Officer, met in person in St. Louis, Missouri to discuss TTM's proposed acquisition of Viasystems. At that meeting, Messrs. Sindelar and Edman discussed the diligence process to be undertaken by the parties and the interests that each party had in ensuring the confidentiality of the process. Messrs. Sindelar and Edman discussed the anticipated duration of the period between announcement and consummation of the proposed transaction in connection with the likely regulatory approvals that would need to be obtained and the need for certainty of consummation of the proposed transaction following its announcement. Messrs. Sindelar and Edman also discussed the potential synergies that could be realized in connection with the proposed transaction.

On August 14, 2014, the Special Committee held a telephonic meeting to discuss the status of the proposed transaction with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. During the meeting, Mr. Sindelar reported on the mutual due diligence being performed by each of Viasystems and TTM on the other. Mr. Sindelar summarized for the Special Committee his meeting with Mr. Edman on August 12, 2014. Mr. Sindelar also informed the Special Committee that senior management from Viasystems and TTM, together with the parties' respective financial advisors and TTM's potential financing sources, intended to meet in St. Louis on August 20 and 21, 2014 for in-person due diligence meetings and negotiations. Representatives from Jones Day also informed the Special Committee that it had received Greenberg Traurig's initial draft merger agreement and that Jones Day was reviewing and revising the draft.

On August 16, 2014, Jones Day delivered to Greenberg Traurig a revised draft merger agreement. Among other things, the revised draft merger agreement contemplated that TTM would pay Viasystems a reverse termination fee in the event that the proposed merger failed to be consummated due to a failure to obtain required regulatory approvals. The revised draft merger agreement also contemplated that the Viasystems Board would have the right to change its recommendation that Viasystems stockholders adopt the merger agreement following the occurrence of an intervening event and noted that any voting agreements entered into between TTM and Viasystems stockholders would need to terminate upon any such change in recommendation. See *The Merger Agreement No Solicitation of Acquisition Proposals* beginning on page 130 of this proxy statement/prospectus.

On August 20, 2014 and the morning of August 21, 2014, senior management from Viasystems and TTM, together with the parties' respective financial advisors and TTM's potential financing sources, met in St. Louis for in-person due diligence meetings and negotiations. At that meeting, senior management from each of Viasystems and TTM presented an overview of their respective businesses. Also on August 20, 2014, representatives from Jones Day and Greenberg Traurig met in St. Louis and negotiated certain terms of the draft merger agreement.

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From August 20, 2014 through the execution of the Merger Agreement on the evening of September 21, 2014, Viasystems and TTM and their respective legal advisors negotiated the terms of the draft merger agreement.

On August 21, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. During the meeting, Mr. Sindelar reported on the mutual due diligence being performed by each of Viasystems and TTM on the other, including the recently completed meetings in St. Louis. Representatives from Jones Day also provided an overview of unresolved issues in the draft merger agreement, including termination rights and the payment of termination fees.

In the morning of August 28, 2014, Mr. Sindelar telephoned Mr. Edman. During that telephone conversation, Messrs. Sindelar and Edman discussed (1) the status of TTM's response to the draft merger agreement previously provided by Jones Day to Greenberg Traurig, (2) the status of TTM's financing for the proposed transaction, (3) the status of TTM's analysis regarding required regulatory approvals and their potential effect on timing of the proposed transaction, (4) TTM's current board schedule and proposed timing for announcement of the proposed transaction, (5) the need for a coordinated communications plan in connection with announcement of the proposed transaction, (6) TTM's views regarding integration planning to occur following announcement and prior to consummation of the proposed transaction, and (7) non-executive retention arrangements proposed to be implemented by Viasystems in connection with the proposed transaction. Mr. Edman informed Mr. Sindelar that with respect to its potential financing, TTM was actively engaged in separate discussions with several different financial institutions and was confident that it would have the necessary financing in place at signing.

In the afternoon of August 28, 2014, Greenberg Traurig delivered to Jones Day a revised draft merger agreement.

In the evening of August 28, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar provided the Special Committee with (1) an update regarding the mutual due diligence being performed by each of TTM and Viasystems on the other and (2) an overview of his telephone conversation with Mr. Edman earlier in the day. Also during the meeting, representatives from Stifel updated the Special Committee on their interactions with JPMorgan. The representatives from Stifel confirmed that TTM was actively engaged in separate discussions with several different financial institutions regarding financing for the proposed transaction. Representatives from Jones Day reported to the Special Committee on the status of the draft merger agreement. Following presentations from Stifel and Jones Day, the Special Committee engaged in active discussion regarding the proposed transaction with TTM, including with respect to the anticipated duration of the period between announcement and consummation of the proposed transaction, the need for certainty of consummation of the proposed transaction following its announcement, and the need for Viasystems to have the ability to continue to operate its business in the ordinary course prior to consummation of the proposed transaction without undue restriction under the draft merger agreement.

On August 29, 2014, Greenberg Traurig delivered a draft voting agreement to Jones Day and to internal legal counsel to the BD Funds. Jones Day subsequently forwarded the draft voting agreement to representatives from Vinson & Elkins LLP (V&E), legal counsel to the HM Funds. During the period from August 29, 2014 to September 12, 2014, drafts of the voting agreement were exchanged and negotiated by representatives from Greenberg Traurig, V&E, and Latham & Watkins LLP (Latham), legal counsel to the BD Funds. The parties agreed to the form of the voting agreement on September 12, 2014.

In the afternoon of September 3, 2014, Jones Day delivered to Greenberg Traurig a revised draft merger agreement. Jones Day also communicated to Greenberg Traurig that the HM Funds and the BD Funds expected to receive registration rights from TTM similar to those held by TTM's largest shareholder, notwithstanding the

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fact that the HM Funds and the BD Funds would receive freely tradable shares of TTM common stock in the proposed transaction, including in an underwritten public offering that TTM would support.

In the evening of September 4, 2014, Mr. Sindelar telephoned Mr. Edman to discuss the status of negotiations between the parties with respect to the proposed transaction. Messrs. Sindelar and Edman agreed that, while progress had been made on the terms of the proposed merger agreement, certain issues affecting certainty of closing remained unresolved. Mr. Edman also advised Mr. Sindelar that TTM had continued to make progress with its prospective financing sources on the terms of committed financing for the proposed transaction.

On September 5, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar provided the Special Committee with (1) an update regarding the mutual due diligence being performed by each of TTM and Viasystems on the other and (2) an overview of his telephonic discussion with Mr. Edman the previous day. Mr. Sindelar stated that Viasystems continued to meet all reasonable diligence requests made by TTM and its advisors, including by providing access to requested documents and participating in telephonic discussions, and that significant progress has been made on the draft merger agreement, narrowing the unresolved items to a short list of key issues. Representatives from Stifel then advised the Special Committee that, based on their discussions with representatives from JPMorgan, TTM's diligence was substantially complete. Representatives from Jones Day then summarized for the Special Committee the status of negotiations with respect to the draft merger agreement. Then, Gerald Sax, Viasystems' Senior Vice President and Chief Financial Officer, presented to the Special Committee proposed amendments to the change-in-control severance provisions in the employment agreements of Messrs. Sindelar, Sax, and Timothy L. Conlon, Viasystems' President and Chief Operating Officer. Following such updates, the Special Committee engaged in active discussion and deliberation with respect to the proposed transaction and the proposed amendments to the employment agreements of Messrs. Sindelar, Sax, and Conlon. During the discussion, the Special Committee noted the draft merger agreement reflected a fixed exchange ratio for the stock portion of the proposed merger consideration and the implications of such a structure in light of changes in the price per share of TTM common stock since the date of TTM's proposal. Specifically, the Special Committee noted that, based on the previous day's closing price per share on NASDAQ of TTM common stock, the implied value of TTM's proposal was \$16.57 per share of Viasystems common stock. The Special Committee also decided that in order to align the interests of management with those of stockholders, the proposed amendments to the employment agreements of Messrs. Sindelar, Sax, and Conlon should be effected substantially as presented.

Also on September 5, 2014, a representative from Greenberg Traurig discussed with representatives from V&E the HM Funds and the BD Funds request for registration rights with respect to the shares of TTM common stock to be received by such Viasystems stockholders in connection with the proposed transaction. Subsequent to this conversation, in the interests of not delaying finalization of the draft merger agreement being negotiated by TTM and Viasystems, representatives from Greenberg Traurig, V&E, and Latham discussed addressing the request for registration rights pursuant to a memorandum of understanding outlining the material terms of a registration rights agreement that would be entered into between TTM and each of the HM Funds and the BD Funds prior to the consummation of the proposed merger. During the period from September 3, 2014 to September 19, 2014, drafts of such registration rights memorandum of understanding (the terms of which are summarized and discussed in the section entitled *Registration Rights Agreements* *The Registration Rights Memorandum of Understanding* beginning on page 155 of this proxy statement/prospectus) were exchanged and negotiated by representatives from Greenberg Traurig, V&E, and Latham. The parties agreed to the form of the registration rights memorandum of understanding on September 19, 2014.

In the morning of September 7, 2014, senior management of Viasystems and TTM, together with their financial advisors and outside legal counsel, held a telephonic meeting to discuss and negotiate certain provisions of the draft

merger agreement that continued to remain unresolved. Specifically, the companies and their advisors negotiated provisions relating to (1) the required regulatory approvals and certainty of closing, (2) TTM's financing-related activities and obligations, and (3) the restrictive covenants that would limit the flexibility of the Viasystems Board and Viasystems management to operate Viasystems' business between signing and consummation of the proposed transaction.

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On September 8, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar provided the Special Committee with an update of the status of negotiations with TTM. Mr. Sindelar also noted that draft financing commitment documentation had recently been received. Representatives from Stifel reviewed with the Special Committee the financing contemplated by the draft commitment letter provided by TTM. Representatives from Jones Day then provided the Special Committee with an update of the status of negotiations related to the draft merger agreement. Representatives from Jones Day then also advised the Special Committee that certain matters were still being discussed between Greenberg Traurig and legal counsel for the HM Funds and the BD Funds regarding the draft voting agreement and proposed registration rights. Following the updates from Mr. Sindelar and Viasystems financial and legal advisors, the Special Committee actively discussed the provisions in the draft merger agreement that remained unresolved and potential alternative negotiating positions that could be adopted by Viasystems.

On September 9, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar provided the Special Committee with an update of the status of negotiations with TTM, noting that the principal unresolved issues related to the consequences of a failure to consummate the proposed transaction due to a failure to obtain required regulatory approvals. Following Mr. Sindelar's presentation, the Special Committee discussed the fact that, based on the decrease in TTM's share price and the fixed exchange ratio reflected in the draft merger agreement, the current value of the proposed per share merger consideration was lower than the \$17.00 price reflected in TTM's proposal. The Special Committee directed Stifel to relay to JPMorgan Viasystems' expectation that the fixed exchange ratio would be adjusted to ensure that the implied value of the proposed merger consideration as of signing would be \$17.00 per share of Viasystems common stock, as set forth in TTM's July 27, 2014 proposal.

Also on September 9, 2014, Jones Day delivered to Greenberg Traurig draft Amended and Restated Executive Employment Agreements for Messrs. Sindelar, Conlon, and Sax. Viasystems indicated that it intended to enter into these agreements prior to execution of the draft merger agreement. During the period from September 9, 2014 to September 19, 2014, TTM, Viasystems, and their respective representatives communicated regarding the terms of the draft Amended and Restated Executive Employment Agreements. On September 19, 2014, TTM and Viasystems reached agreement on the terms to be included in the Amended and Restated Executive Employment Agreements.

On the evening of September 9, 2014, Greenberg Traurig delivered to Jones Day drafts of TTM's proposed financing commitment documentation.

On September 10, 2014, representatives from Stifel had a telephonic discussion with representatives from JPMorgan. During that call, representatives from Stifel noted that, based on the current trading price on NASDAQ of shares of TTM common stock, the implied value of the proposed merger consideration set forth in the draft merger agreement was lower than the \$17.00 per share referenced in TTM's July 27, 2014 proposal and relayed to representatives from JPMorgan that it was Viasystems' expectation that the fixed exchange ratio would be adjusted so that the implied value of the proposed merger consideration as of the date of execution of the draft merger agreement would be \$17.00 per share of Viasystems common stock. Representatives from JPMorgan responded that they would discuss the matter with TTM senior management, but that it was TTM's position that TTM's proposal was for \$11.33 in cash and a fixed exchange ratio of 0.706 of a share of TTM common stock for each outstanding share of Viasystems common stock as indicated in the draft term sheet accompanying TTM's proposal letter, and that the \$17.00 per share price set forth in the letter was for reference based on the then-current TTM stock price only.

Also on September 10, 2014, representatives from JPMorgan and Mr. Furst discussed the status of the negotiations of the merger agreement. Additionally, Mr. Edman, along with representatives from JPMorgan, contacted Messrs. Furst and Frank and discussed the status of ongoing negotiations.

On September 13, 2014, representatives from JPMorgan verbally relayed to representatives from Stifel TTM's position on the key unresolved issues in the draft merger agreement. Specifically, representatives from

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JPMorgan informed the representatives from Stifel that TTM was not willing to (1) agree to a reverse termination fee greater than \$30 million payable by TTM in the event that the proposed transaction failed to be consummated due to a failure to obtain required regulatory approvals or (2) adjust the fixed exchange ratio reflected in the draft term sheet accompanying its July 27, 2014 proposal.

Later in the day on September 13, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar reported to the Special Committee his understanding that the HM Funds and BD Funds appeared to have reached agreement with TTM as to the registration rights to be provided by TTM to such stockholders and, accordingly, had neared completion of negotiations relating to the proposed registration rights memorandum of understanding. Also during the meeting, representatives from Stifel provided an overview to the Special Committee of the discussions held between Stifel and JPMorgan over the prior few days, which discussions primarily focused on the following two unresolved issues in the draft merger agreement: (1) provisions relating to a failure to obtain required regulatory approvals and, more specifically, the size of the reverse termination fee; and (2) the desire for the proposed merger consideration reflected in the draft merger agreement to be adjusted so that at the time of signing, the proposed merger consideration would have an implied value equal to \$17.00 per share of Viasystems common stock as contemplated in TTM's July 27, 2014 proposal. Representatives from Stifel then reported to the Special Committee TTM's position on those matters, as outlined by JPMorgan to Stifel prior to the meeting. After discussion by the Special Committee and its advisors of the importance of the remaining unresolved issues in the draft merger agreement, the Special Committee directed Stifel to contact JPMorgan and reiterate Viasystems' previous positions.

On September 15, 2014, Mr. Steffen and representatives from Jones Day discussed the status of negotiations of the draft merger agreement with Messrs. Furst and Frank. Mr. Steffen informed Messrs. Furst and Frank of the Special Committee's positions as to the remaining unresolved issues in the draft merger agreement, including as to (1) the amount of the reverse termination fee that would be payable to Viasystems in the event the proposed transaction was not consummated due to a failure to obtain required regulatory approvals and (2) the desire for an adjustment to the proposed per share merger consideration in light of the decline in TTM's share price since July 27, 2014.

On September 17, 2014, Mr. Sindelar telephoned Mr. Edman to discuss the unresolved issues related to the proposed transaction. During that call, Messrs. Sindelar and Edman discussed each company's position with respect to the size of the reverse termination fee. Mr. Edman informed Mr. Sindelar that TTM was willing to agree to a \$40 million reverse termination fee. Mr. Edman also informed Mr. Sindelar that TTM would not entertain any change to the fixed exchange ratio reflected in the draft term sheet accompanying its July 27, 2014 proposal.

In the morning of September 18, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar provided the Special Committee with an update of the status of negotiations with TTM, including his conversation with Mr. Edman the previous day. After discussion by the Special Committee and its advisors, the Special Committee directed Mr. Sindelar and Viasystems' advisors to propose a bifurcated reverse termination fee, with a \$40 million reverse termination fee being payable in circumstances involving suspension of certain foreign regulatory approvals, as to which Mr. Edman had expressed particular concerns, and a higher fee being payable in other circumstances. The Special Committee also directed Mr. Sindelar and Viasystems' advisors to inform TTM that the issue regarding adjustments to the proposed merger consideration was still unresolved.

Following that Special Committee meeting, in the early afternoon of September 18, 2014, Jones Day sent to Greenberg Traurig revisions to the draft merger agreement reflecting the compromise position outlined by the Special Committee with respect to the amount of the reverse termination fee. Shortly thereafter, Mr. Sindelar telephoned Mr. Edman to discuss the proposal. During that telephone call, Mr. Edman informed Mr. Sindelar that

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TTM was not willing to accept any proposal that involved a reverse termination fee in excess of \$40 million. Further, Mr. Edman reiterated that TTM was not willing to adjust the proposed merger consideration.

Shortly following the telephone conversation between Messrs. Sindelar and Edman, representatives from JPMorgan communicated to Stifel that TTM's offer to proceed with the proposed transaction based on a draft merger agreement providing for a \$40 million reverse termination fee and the fixed exchange ratio set forth in the draft term sheet accompanying its July 27, 2014 proposal was TTM's best and final offer.

Later that day on September 18, 2014, the Special Committee held a telephonic meeting to discuss the status of negotiations with TTM. Mr. Sindelar, together with representatives from Stifel and Jones Day, also participated. Mr. Sindelar provided the Special Committee with a summary of his conversation with Mr. Edman. Specifically, Mr. Sindelar informed the Special Committee that TTM would not agree to (1) any increase in the reverse termination fee above \$40 million in any circumstances or (2) any change to the amount or composition of the proposed merger consideration set forth in the draft term sheet accompanying its July 27, 2014 proposal. Representatives from Jones Day reviewed for the Special Committee the provisions of the draft merger agreement relating to the required regulatory approvals and representatives from Stifel reviewed for the Special Committee the market data on regulatory-related reverse termination fees that Stifel had previously provided to the Special Committee. Representatives from Stifel also reviewed for the Special Committee the strategic alternatives process Stifel was leading on behalf of Viasystems when TTM's proposal was received and the general state of the industry in which Viasystems participates. Also during the meeting, representatives from Stifel informed the Special Committee that a message received by Stifel from JPMorgan during the meeting reiterated that the positions communicated by Mr. Edman to Mr. Sindelar represented TTM's best and final offer. Following further discussions by the Special Committee and its advisors, the Special Committee determined that no further counter-proposals would be made by Viasystems and that it would consider the positions communicated by Mr. Edman to represent TTM's best and final offer. The Special Committee then directed Mr. Sindelar to arrange a telephone conference on which the full Viasystems Board could be updated in advance of formal action by the Special Committee.

In the morning of September 19, 2014, the Viasystems Board held an informal telephonic meeting to receive an update from Mr. Steffen as to the status of negotiations with TTM. Representatives from Stifel and Jones Day also participated. Mr. Steffen reviewed with the Viasystems Board (1) the history of negotiations with TTM and (2) the terms of TTM's proposal. After discussions among the Viasystems Board and Viasystems' financial and legal advisors, Mr. Steffen proposed that a joint meeting of the Special Committee and full Viasystems Board be held on the evening of September 21, 2014 to formally consider and take action with respect to TTM's proposal.

Later on September 19, 2014, Mr. Sindelar telephoned Mr. Edman and informed him that the Special Committee and full Viasystems Board were prepared to take formal action on TTM's proposal on the evening of September 21, 2014.

From September 19, 2014 through September 21, 2014, Jones Day and Greenberg Traurig worked to finalize the draft merger agreement.

In the afternoon of September 21, 2014, the TTM Board held a telephonic meeting. The purpose of the meeting was for the TTM Board to consider and vote upon approval of the proposed final draft merger agreement, related draft voting agreements and registration rights memorandum of understanding. Representatives from JPMorgan and Greenberg Traurig also participated in the meeting. Representatives from Greenberg Traurig presented a summary of the principal terms of the proposed final draft merger agreement, including the representations and warranties being made by Viasystems and TTM in the proposed final draft merger agreement, the circumstances under which Viasystems would not be required to complete the proposed transaction after entering into the merger agreement, the ability of the Viasystems Board to respond to and ultimately accept a superior acquisition proposal, the circumstances

under which the voting agreements of the HM Funds and BD Funds would be terminated, the termination fee payable by Viasystems if the Viasystems

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Board withdrew or gave notice of its intent to withdraw its recommendation of the proposed transaction, the parties respective obligations and commitments to seek required regulatory approvals, and the circumstances in which a reverse termination fee would be payable by TTM.

Following the conclusion of the discussions described above, the TTM Board unanimously (1) determined that the Merger Agreement and the transactions contemplated thereby were advisable, fair and in the best interests of TTM and its stockholders, (2) authorized and approved the Merger and the actions and other transactions contemplated by the Merger Agreement, (3) approved and adopted the Merger Agreement, (4) authorized and approved TTM's execution, delivery and performance of its obligations under the Merger Agreement, and (5) authorized TTM to make available to its subsidiaries the Merger Consideration. The TTM Board also unanimously approved the Voting Agreements, the registration rights memorandum of understanding, the Registration Rights Addendum (as described in the section entitled *The Registration Rights Agreements Addendum to Registration Rights Agreement* beginning on page 156 of this proxy statement/prospectus), and certain financing commitments.

In the evening of September 21, 2014, the Special Committee and Viasystems Board held a joint telephonic meeting. The purpose of the joint meeting was (1) for the Special Committee to consider and vote on its recommendations to the Viasystems Board regarding the proposed final draft merger agreement and (2) in the event the Special Committee recommended that the Viasystems Board approve the proposed final draft merger agreement and recommend that Viasystems stockholders adopt the proposed final draft merger agreement, for the Viasystems Board to consider and vote on such approval and recommendation. Representatives from Stifel and Jones Day also participated in the meeting. Representatives from Jones Day reviewed with the Special Committee and the Viasystems Board the duties of care and loyalty under Delaware law and the standard of judicial review that applies under Delaware law in the context of a sale of control. As part of that presentation, representatives from Jones Day noted for the Viasystems Board the record of events that led up to the joint meeting. Representatives from Jones Day also presented a summary of the principal terms of the proposed final draft merger agreement, including the representations and warranties being made by Viasystems in the proposed final draft merger agreement, the circumstances under which Viasystems would not be required to complete the proposed transaction after entering into the proposed final draft merger agreement, the ability of the Viasystems Board to respond to and ultimately accept a superior acquisition proposal, the circumstances under which the proposed voting agreements of the HM Funds and the BD Funds would be terminated, the termination fee payable by Viasystems if the Viasystems Board withdrew or gave notice of its intent to withdraw its recommendation of the proposed transaction, the parties' respective obligations and commitments to seek required regulatory approvals, and the circumstances in which a reverse termination fee would be payable to Viasystems.

Following the presentation from Jones Day, representatives from Stifel presented Stifel's financial analysis with respect to the proposed transaction, including a review of the methodologies used in performing such analysis, and the conclusions of such analysis. Representatives from Stifel then verbally informed the Special Committee and the Viasystems Board that it was Stifel's opinion that, as of such date, the proposed merger consideration to be received by holders of Viasystems common stock (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, or (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 DGCL) was fair to Viasystems and its stockholders from a financial point of view. Stifel subsequently delivered to the Viasystems Board a written opinion to that effect dated September 21, 2014.

Following the conclusion of the various presentations described above, the Special Committee unanimously recommended that the Viasystems Board approve the final draft of the merger agreement and recommend its adoption by Viasystems stockholders.

Following the Special Committee's recommendations to the Viasystems Board, the Viasystems Board unanimously (1) determined that the Merger is fair to and in the best interests of Viasystems and its stockholders,

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(2) adopted resolutions approving and declaring the advisability of the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement, and (3) on the terms and subject to the conditions set forth in the Merger Agreement, resolved to recommend that Viasystems stockholders adopt the Merger Agreement.

Later that evening on September 21, 2014, the Merger Agreement and the Voting Agreements were executed and delivered. The signing of the Merger Agreement was publicly announced on September 22, 2014, prior to the opening of trading on NASDAQ.

Recommendation of the Viasystems Board of Directors and Viasystems Reasons for the Merger

On September 21, 2014, after careful review and consideration, the Viasystems Board unanimously approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement and declared that the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement are advisable, fair to and in the best interests of Viasystems and its stockholders. **The Viasystems Board unanimously recommends that Viasystems stockholders vote (1) FOR the adoption of the Merger Agreement, (2) 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 (3) FOR the proposal regarding adjournments of the Viasystems Special Meeting.**

In determining that the Merger and the other transactions contemplated by the Merger Agreement are advisable, fair to and in the best interests of Viasystems and its stockholders, the Viasystems Board considered a number of factors, including the following material factors:

Merger Consideration

The Viasystems Board considered a number of factors related to the Merger Consideration and the financial terms of the Merger Agreement. In particular, the Viasystems Board considered the following:

Implied Value. The Viasystems Board concluded that the Merger Consideration to be received by Viasystems stockholders represented an attractive valuation.

Based on the closing price per share of TTM common stock of \$7.27 on September 19, 2014, the Merger Consideration represented an implied premium of approximately 40.7% to the closing price per share of Viasystems common stock of \$11.70 on September 19, 2014, the final trading day prior to the public announcement of Viasystems entering into the Merger Agreement.

The Merger Consideration represented a 6.8x multiple on Viasystems adjusted EBITDA for the twelve months ended June 30, 2014, which represents a multiple in line with those paid in similar recent transactions in the printed circuit board industry.

Significant Portion of Merger Consideration in Cash. The Viasystems Board considered that most of the Merger Consideration will be paid in cash, giving Viasystems stockholders an opportunity to realize certain value for a significant portion of their investment immediately upon the consummation of the Merger.

Participation in Potential Upside Through Stock Portion of Merger Consideration. The Viasystems Board considered that a portion of the Merger Consideration will be paid in shares of TTM common stock and, as a result, Viasystems stockholders would have the opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of TTM common stock following the Merger, should they decide to retain the TTM common stock payable in the Merger. The Viasystems Board considered information relating to TTM, TTM's strategic rationale for the Merger and the prospects of the combined company following the Merger. In this regard, the

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Viasystems Board considered Viasystems' estimates regarding the significant potential cost savings and other benefits obtainable from the Merger. The Viasystems Board also considered the absence of a collar or a ceiling limiting the right of Viasystems stockholders to benefit from increases in the trading price of TTM common stock during the pendency of the Merger.

Extensive Negotiations with TTM. The Viasystems Board considered the extensive negotiations between Viasystems and TTM and concluded that the Merger Consideration provided for in the Merger Agreement reflected the best value that TTM would be willing to provide at the present time.

Financial Condition and Stand-Alone Prospects of Viasystems

The Viasystems Board considered Viasystems' business, financial condition, and results of operations, as well as Viasystems' prospects as a stand-alone company. The Viasystems Board considered, among other things, the following:

Market and Execution Risks. The Viasystems Board considered the significant risks associated with going forward as an independent company given the significant challenges in the printed circuit board industry (as reflected in Viasystems' results of operations in recent periods). In light of these risks, the Viasystems Board considered the related risk that, if Viasystems did not enter into the Merger Agreement with TTM, the value of shares of Viasystems common stock could be significantly lower than the Merger Consideration. The Viasystems Board concluded that the Merger Consideration will enable Viasystems stockholders to realize a substantial portion of Viasystems' present and potential future value without the market or execution risks associated with continuing as a stand-alone company.

Uncertainty of Forecasts. The Viasystems Board was aware of the inherent uncertainty of attaining management's internal financial projections, including those set forth in the subsection entitled *Certain Information Provided by the Parties' Viasystems Unaudited Prospective Financial Information* beginning on page 103 of this proxy statement/prospectus, and that as a result Viasystems' actual financial results in future periods could differ materially from management's forecasted results.

Opinion of Financial Advisor

The Viasystems Board considered the oral opinion of Stifel, as financial advisor to Viasystems, rendered to the Viasystems Board and subsequently confirmed in writing, that, as of the date of the opinion, and based on and subject to the various assumptions, procedures, factors, qualifications and limitations set forth in the written opinion, the consideration to be received by the holders of Merger Shares pursuant to the Merger Agreement was fair, from a financial point of view, to such holders, as more fully described in the subsection entitled *Opinion of Financial Advisor to Viasystems* beginning on page 91 of this proxy statement/prospectus. The full text of the written opinion of Stifel, dated September 21, 2014, which sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations and qualifications on the scope of the review undertaken by Stifel in rendering its opinion, is attached to this proxy statement/prospectus as Annex C.

Review of Strategic Alternatives

The Viasystems Board considered its review of strategic alternatives and opportunities available to Viasystems that was formally commenced in early June 2014. See *Background of the Merger* beginning on page 74 of this proxy statement/prospectus for more information regarding such review.

The Viasystems Board considered that it was not aware of, or presented with, any alternative transactions that would be reasonably likely to result in a value to Viasystems stockholders equal to or in excess of the Merger Consideration. In particular, the Viasystems Board considered that although nine parties in addition to TTM had expressed interest in exploring a potential negotiated transaction with Viasystems, none of the interested parties aside from TTM submitted a final proposal. See *Background of the Merger* beginning on page 74 of this proxy statement/prospectus for more

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information on these prior discussions. Based on this absence of alternatives, the Viasystems Board concluded the Merger Consideration provided for in the Merger Agreement was the highest value reasonably available to Viasystems at the time and there was no assurance a more favorable opportunity to sell Viasystems would arise later.

Financial Forecasts

The Viasystems Board considered the financial projections prepared by Viasystems management and summarized under *Certain Information Provided by the Parties Viasystems Unaudited Prospective Financial Information* as well as the financial projections prepared by TTM management and summarized under *Certain Information Provided by the Parties TTM Unaudited Prospective Financial Information* beginning on pages 103 and 101, respectively, of this proxy statement/prospectus. These financial projections were provided to Stifel for purposes of the opinion described above.

Terms of the Merger Agreement

The Viasystems Board reviewed and considered the terms of the Merger Agreement, including the parties' respective representations, warranties, and covenants, the conditions to their respective obligations to consummate the Merger and their ability to terminate the Merger Agreement. See *The Merger Agreement* beginning on page 124 of this proxy statement/prospectus for a detailed discussion of the terms and conditions of the Merger Agreement. In particular, the Viasystems Board considered the following:

Terms of TTM's Financing; Absence of Financing Condition or Limitations on Remedies. The Viasystems Board considered that TTM's obligation to complete the Merger pursuant to the Merger Agreement is not subject to any financing condition and that TTM represents and warrants in the Merger Agreement that it will have sufficient funds to complete the transactions contemplated by the Merger Agreement and will use its reasonable best efforts to obtain the proceeds of its debt financing commitment. The Viasystems Board also considered the terms of the debt financing commitment TTM obtained in connection with the Merger. For additional information on TTM's financing, see *Financing for the Merger* beginning on page 114 of this proxy statement/prospectus. The Viasystems Board also considered TTM's financial strength and ability to complete its proposed financing or alternative financing in order to complete the Merger and that Viasystems remedies against TTM would include the right to seek to require TTM to perform its obligation to consummate the Merger.

Conditions to the Merger; Likelihood of Closing; Voting Agreements. The Viasystems Board considered the reasonable likelihood of the consummation of the Merger in light of TTM's obligations to consummate the Merger, TTM's obligations to take reasonable best efforts to obtain all antitrust approvals and the CFIUS Approval, and its obligation to pay a reverse termination fee of \$40.0 million if the Merger is not consummated because such approvals are not obtained, and the likelihood that the Merger will be approved by holders of Viasystems common stock, due in part to the fact that holders of approximately 67% of the outstanding shares of Viasystems common stock have entered into voting agreements with TTM obligating them to vote in favor of the Merger.

Ability to Respond to Certain Unsolicited Acquisition Proposals. The Viasystems Board considered the provisions in the Merger Agreement that provide for the ability of the Viasystems Board to participate in

discussions or negotiations with a person that has made an unsolicited acquisition proposal that the Viasystems Board determines in good faith (after consultation with its financial advisor and outside counsel) constitutes or is reasonably likely to lead to a superior proposal and furnish to any such person confidential information with respect to Viasystems pursuant to a confidentiality agreement, subject to certain restrictions imposed by the Merger Agreement, including that the Viasystems Board shall have determined in good faith (after consultation with its outside counsel) that the failure to take such action would constitute a breach by the Viasystems Board of its fiduciary duties to the Viasystems stockholders under applicable law.

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Ability to Change Recommendation. The Viasystems Board considered the provisions in the Merger Agreement that provide for the ability of the Viasystems Board to withdraw or modify its recommendation that Viasystems stockholders adopt the Merger Agreement:

following the receipt of an alternative acquisition proposal that the Viasystems Board determines in good faith (after consultation with its financial advisor and outside counsel) constitutes a superior proposal, subject to certain restrictions imposed by the Merger Agreement, including that the Viasystems Board shall have determined in good faith (after consultation with its outside counsel) that the failure to take such action would constitute a breach by the Viasystems Board of its fiduciary duties to the Viasystems stockholders under applicable law and that TTM shall have been given an opportunity to match the superior proposal; or

in response to an intervening event (as defined in the Merger Agreement), subject to certain restrictions imposed by the Merger Agreement, including that the Viasystems Board shall have determined in good faith (after consultation with its outside counsel) that the failure to take such action would constitute a breach by the Viasystems Board of its fiduciary duties to the Viasystems stockholders under applicable law and provided TTM with prior notice of its intention to take such action. In addition, the Viasystems Board considered the provisions of the Voting Agreements entered into with the holders of approximately 67% of the outstanding shares of Viasystems common stock that provide such agreements will automatically terminate if the Viasystems Board withdraws or modifies its recommendation in response to an intervening event.

Ability to Terminate Merger Agreement to Accept a Superior Proposal. The Viasystems Board considered the provisions in the Merger Agreement that provide for the ability of the Viasystems Board to terminate the Merger Agreement to accept a superior proposal, subject to certain restrictions imposed by the Merger Agreement, including that Viasystems would be required to pay TTM a \$12.8 million termination fee concurrently with such termination. In addition, the Viasystems Board considered the provisions of the Voting Agreements described above that provide such agreements will automatically terminate if the Merger Agreement is terminated, including with respect to the acceptance of a superior proposal.

Termination Fee. The Viasystems Board considered that, in its view, the \$12.8 million termination fee that could become payable by Viasystems pursuant to the Merger Agreement was reasonable, would not likely deter alternative acquisition proposals and would not likely be required to be paid unless the Viasystems Board entered into an agreement providing for a transaction that would be more favorable to the Viasystems stockholders than the transactions contemplated by the Merger Agreement.

No Vote Expense Reimbursement. The Viasystems Board considered that, in its view, the obligation to reimburse TTM for up to \$4.0 million in expenses that could become payable pursuant to the Merger Agreement in the event the requisite approval of Viasystems stockholders is not obtained was reasonable and comparable to no vote termination fees in transactions of a similar size.

Appraisal Rights. The Viasystems Board considered the availability of appraisal rights for holders of Viasystems common stock who properly exercise their rights under the DGCL, which would give these stockholders the ability to seek and be paid a judicially determined appraisal of the fair value of their shares of common stock at the completion of the Merger Agreement.

The Viasystems Board also identified and considered a number of countervailing factors and risks to Viasystems and its stockholders relating to the Merger and the Merger Agreement, including the following:

Due to Fixed Exchange Ratio, Stock Portion of Merger Consideration Could Decline in Value Prior to Consummation of the Merger. The Viasystems Board considered that because the stock portion of the Merger Consideration is based on a fixed exchange ratio of shares of TTM common stock for Viasystems common stock, the value of the stock portion of the Merger Consideration could decline prior to consummation of the Merger. The Viasystems Board considered the fact that the Merger

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Agreement does not provide Viasystems with a price-based termination right or other similar price protection (such as a collar) with respect to the trading price of TTM common stock during the pendency of the Merger. The Viasystems Board determined that this structure was appropriate and the risk acceptable given that a substantial portion of the Merger Consideration will be paid in a fixed cash amount, reducing the impact of any decline in the trading price of TTM common stock on the value of the Merger Consideration, and that the lack of a collar provision would also permit Viasystems stockholders to benefit fully from an increase in the trading price of TTM common stock during the pendency of the Merger.

Lack of Direct Ongoing Participation in Viasystems Potential Upside. The Viasystems Board considered that Viasystems stockholders would not have the opportunity to continue participating in Viasystems potential upside as a stand-alone company, but would rather only participate in Viasystems upside indirectly as a part of the combined company if they retained the stock portion of the Merger Consideration following the effective time of the Merger.

Smaller Ongoing Equity Participation in the Combined Company by Viasystems Stockholders. The Viasystems Board considered that, because Viasystems stockholders will be receiving primarily cash in exchange for their Viasystems stock, their ability to benefit from any increase in the value of TTM following the closing will be less than if they had received all TTM stock in exchange for their Viasystems stock. The Viasystems Board also considered that, following the consummation of the Merger, each Viasystems stockholder would hold a smaller equity interest in the combined company than they held prior to the Merger, which will reduce their voting power in the combined company.

Potential Failure to Consummate the Merger. The Viasystems Board considered the possibility that the Merger may not be consummated for a variety of reasons, including the failure of one or more closing conditions to be satisfied, and the potential adverse consequences to Viasystems if the Merger is not consummated, including the potential loss of employees, reduction on the trading price of Viasystems common stock, and erosion of partner and employee confidence in Viasystems. The Viasystems Board considered that such risks were mitigated by certain terms in the Merger Agreement, including the absence of any financing condition to TTM's obligations to consummate the Merger and that Viasystems remedies against TTM would include the right to seek to require TTM to perform its obligation to consummate the Merger, TTM's obligations to take reasonable best efforts to obtain all antitrust approvals and the CFIUS Approval and its obligation to pay a reverse termination fee of \$40 million if the Merger is not consummated because such approvals are not obtained, and the Voting Agreements entered into by the holders of approximately 67% of the outstanding shares of Viasystems common stock.

TTM Business Risks. The Viasystems Board considered that Viasystems stockholders would be subject to the future financial, business, and operational risks associated with the combined company if they retained the stock portion of the Merger Consideration following the effective time of the Merger. These risks are different in part than the risks related only to Viasystems business. In this regard, the Viasystems Board considered that there will be risks associated with successful implementation of the combined company's business plan and strategy, the combined company's ability to realize the anticipated benefits of the Merger on the timeline expected or at all, and integration of Viasystems business with TTM's business in an efficient and cost effective manner. The Viasystems Board considered that the failure of any of these activities to be completed successfully may decrease the actual benefits of the Merger to the extent Viasystems stockholders

retain the shares of TTM common stock received as a portion of the Merger Consideration following the consummation of the Merger.

Termination Fee; Alternative Acquisition Proposals; Expense Reimbursement. The Viasystems Board considered the risk that, although Viasystems has the right, under certain limited circumstances, to (1) enter into discussions or negotiations with a person that has made an unsolicited acquisition proposal and/or furnish to such a person non-public information relating to Viasystems pursuant to a confidentiality agreement, (2) withdraw or modify the recommendation of the Viasystems Board to

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Viasystems stockholders that they adopt the Merger Agreement, and/or (3) terminate the Merger Agreement, in each case subject to certain restrictions imposed by the Merger Agreement, the provisions of the Merger Agreement may have the effect of discouraging competing acquisition proposals even if the terms of those proposals may be more favorable to Viasystems stockholders than the Merger. In addition, the Viasystems Board considered the provisions of the Merger Agreement that, under specified circumstances related to the presence of an alternative acquisition proposal or actions that may constitute a change of the recommendation of the Viasystems Board with respect to the Merger, would require Viasystems to pay TTM a termination fee of \$12.8 million, and that if Viasystems stockholders fail to adopt the Merger Agreement, would require Viasystems to pay TTM an expense reimbursement amount of up to \$4.0 million. As part of these considerations, the Viasystems Board also considered the results of its failed discussions with other potential strategic partners, the fact that the Viasystems Board was not aware of any alternative acquisition transactions that would be reasonably likely to result in a value to Viasystems stockholders in excess of the Merger Consideration and the amount of no vote termination fees and expense reimbursement amounts in transactions of a similar size. See *The Merger Agreement Termination* and *The Merger Agreement Termination Fee; Reverse Breakup Fee and Expenses* beginning on pages 139 and 141, respectively, of this proxy statement/prospectus for further information regarding these provisions of the Merger Agreement.

Interim Operating Covenants. The Viasystems Board considered the limitations imposed by the Merger Agreement on the conduct of Viasystems business during the pendency of the Merger and the fact that these covenants may limit Viasystems ability to pursue business opportunities that may arise or take other actions it may otherwise take with respect to the operations of Viasystems 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.

Voting Agreements. The Viasystems Board considered that concurrently with the execution of the Merger Agreement the holders of approximately 67% of the outstanding shares of Viasystems common stock entered into voting agreements with TTM obligating them to vote in favor of the Merger and the effect these Voting Agreements have on other holders of Viasystems common stock by limiting the significance of such other holders votes. The Voting Agreements will terminate only in the case that the Merger Agreement is terminated or in the case of a withdrawal or modification to the Viasystems Board s recommendation in response to an intervening event.

Taxability. The Merger is expected to be a taxable transaction for U.S. federal income tax purposes, and the receipt of cash and TTM common stock in exchange for Viasystems common stock in the Merger will therefore generally be taxable to Viasystems common stockholders for U.S. federal income tax purposes. See *Material U.S. Federal Income Tax Consequences* beginning on page 164 of this proxy statement/prospectus.

Interests of Viasystems Directors and Executive Officers. The Viasystems Board considered the potential additional or different interests of Viasystems directors and executive officers in respect of the Merger, as described in the subsection entitled *Interests of Certain Persons in the Merger* beginning on page 105 of this proxy statement/prospectus.

Diversion of Management. The Viasystems Board considered the possible diversion of management's time and attention from Viasystems' ongoing business due to the substantial time and effort necessary to complete the Merger and plan for and implement the integration of the operations of Viasystems and TTM.

Other Risks. The Viasystems Board considered the types and nature of the risks described under the section entitled *Risk Factors* beginning on page 27 of this proxy statement/prospectus.

The Viasystems Board concluded that the potentially negative factors associated with the Merger were outweighed by the potential benefits that it expected Viasystems stockholders would receive as a result of the Merger, including the belief of the Viasystems Board that the Merger would maximize the immediate value of the Viasystems common stock and eliminate the risks and uncertainties affecting the future prospects of Viasystems as a stand-alone company.

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The preceding discussion of the information and factors considered by the Viasystems Board is not intended to be exhaustive but includes the material factors considered by the Viasystems Board. In view of the complexity and wide variety of factors considered by the Viasystems Board in connection with its evaluation of the Merger, the Viasystems Board did not consider it practical to, nor did it attempt to, quantify, rank, or otherwise assign relative weights to the different factors that it considered in reaching its decision. In addition, in considering the factors described above, individual members of the Viasystems Board may have given different weight to different factors. The Viasystems Board considered this information as a whole and overall considered the information and factors to be favorable to, and in support of, its determinations and recommendations.

This explanation of Viasystems' reasons for the Merger and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the section entitled *Cautionary Statement Regarding Forward-Looking Statements* beginning on page 37 of this proxy statement/prospectus.

Opinion of Financial Advisor to Viasystems

The Viasystems Board requested Stifel's opinion, as investment bankers, as to the fairness, from a financial point of view, to the holders of Merger Shares of the Merger Consideration to be received by such holders of Merger Shares from TTM in the Merger pursuant to the Merger Agreement (the *Opinion*). On September 21, 2014, Stifel delivered to the Viasystems Board its written opinion that, as of the date of the Opinion and subject to and based on the assumptions made, procedures followed, matters considered, limitations of the review undertaken and qualifications contained in such Opinion, the Merger Consideration to be received by holders of Merger Shares from TTM in the Merger pursuant to the Merger Agreement was fair to such holders of Merger Shares, from a financial point of view.

The Viasystems Board did not impose any limitations on Stifel with respect to the investigations made or procedures followed in rendering its Opinion. In selecting Stifel, the Viasystems Board considered, among other things, the fact that Stifel is a reputable investment banking firm with substantial experience advising companies in the technology sector, in providing strategic advisory services in general, and Stifel's familiarity with Viasystems and its business. Stifel, as part of its investment banking services, is regularly engaged in the independent valuation of businesses and securities in connection with mergers, acquisitions, underwritings, sales and distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes.

The full text of the Opinion is attached to this proxy statement/prospectus as Annex C and is incorporated herein by reference. The summary of the Opinion contained in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the Opinion. Viasystems stockholders are encouraged to read the Opinion carefully and in its entirety for a discussion of the procedures followed, assumptions made, other matters considered and limits of the review undertaken by Stifel in connection with the Opinion.

In rendering its Opinion, Stifel, among other things:

discussed the Merger and related matters with Viasystems' counsel and reviewed a draft copy of the Merger Agreement dated September 21, 2014;

reviewed the audited consolidated financial statements of Viasystems contained in its Annual Reports on Form 10-K for the three years ended December 31, 2013 and unaudited consolidated financial statements of Viasystems contained in its Quarterly Report on Form 10-Q for the quarter and six months ended June 30,

2014;

reviewed the audited consolidated financial statements of TTM contained in its Annual Reports on Form 10-K for the three years ended December 30, 2013 and the unaudited consolidated financial statements of TTM contained in its Quarterly Report on Form 10-Q for the quarter and six months ended June 30, 2014;

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reviewed and discussed with Viasystems' management certain other publicly available information concerning Viasystems and TTM;

held discussions with TTM's senior management and financial advisor, including estimates of certain cost savings, operating synergies, merger charges and the pro forma financial impact of the Merger on TTM;

reviewed certain non-publicly available information concerning Viasystems, including internal financial analyses and forecasts prepared by its management and held discussion with Viasystems' senior management regarding recent developments;

reviewed certain non-publicly available information concerning TTM, including internal financial analyses and forecasts prepared by its management and held discussions with TTM's senior management regarding recent developments;

reviewed and analyzed certain publicly available financial and stock market data relating to selected public companies that Stifel deemed relevant to its analysis;

reviewed and analyzed certain publicly available information concerning the terms of selected merger and acquisition transactions that Stifel considered relevant to its analysis;

analyzed the present value of future share prices expected to be achieved by Viasystems and TTM, on both a standalone and pro forma basis;

participated in certain discussions and negotiations between representatives of Viasystems and TTM;

reviewed the reported prices and trading activity of the equity securities of each of Viasystems and TTM;

considered the results of Stifel's efforts, at the direction of Viasystems, to solicit indications of interest from selected third parties with respect to a merger or other transaction with Viasystems;

conducted such other financial studies, analyses and investigations and considered such other information as Stifel deemed necessary or appropriate for purposes of its Opinion; and

took into account Stifel's assessment of general economic, market and financial conditions and Stifel's experience in other transactions, as well as its experience in securities valuations and its knowledge of Viasystems' industry generally.

In rendering its Opinion, Stifel relied upon and assumed, without independent verification, the accuracy and completeness of all of the financial and other information that was provided to Stifel by or on behalf of Viasystems or TTM, or that was otherwise reviewed by Stifel, and did not assume any responsibility for independently verifying any of such information. With respect to the financial forecasts supplied to Stifel by Viasystems and TTM (including, without limitation, potential cost savings and operating synergies realized by a potential acquirer), Stifel assumed, at the direction of Viasystems, that they were reasonably prepared on the basis reflecting the best currently available estimates and judgments of the management of Viasystems and TTM, as applicable, as to the future operating and financial performance of Viasystems and TTM, as applicable, and that they provided a reasonable basis upon which Stifel could form its opinion. The Opinion states that such forecasts and projections were not prepared with the expectation of public disclosure, that all such projected financial information is based on numerous variables and assumptions that are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions and that, accordingly, actual results could vary significantly from those set forth in such projected financial information. Stifel relied on this projected information without independent verification or analyses and did not in any respect assume any responsibility for the accuracy or completeness thereof.

Stifel also assumed that there were no material changes in the assets, liabilities, financial condition, results of operations, business or prospects of either Viasystems or TTM since the date of the last financial statements of each company made available to Stifel. Stifel did not make or obtain any independent evaluation, appraisal or

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physical inspection of either Viasystems or TTM's assets or liabilities, the collateral securing any of such assets or liabilities, nor has Stifel been furnished with any such evaluation or appraisal. The Opinion states that estimates of values of companies and assets do not purport to be appraisals or necessarily reflect the prices at which companies or assets may actually be sold and that because such estimates are inherently subject to uncertainty, Stifel assumes no responsibility for their accuracy.

Stifel assumed, with the consent of the Viasystems Board, that there are no factors that would delay or subject to any adverse conditions any necessary regulatory or governmental approval and that all conditions to the Merger will be satisfied and not waived. In addition, Stifel assumed that the definitive Merger Agreement would not differ materially from the draft Stifel reviewed. Stifel also assumed that the Merger will be consummated substantially on the terms and conditions described in the Merger Agreement, without any waiver of material terms or conditions by Viasystems or any other party and without any anti-dilution or other adjustment to the Merger Consideration, and that obtaining any necessary regulatory approvals or satisfying any other conditions for consummation of the Merger will not have an adverse effect on Viasystems, TTM or the Merger. Stifel assumed that the Merger will be consummated in a manner that complies with the applicable provisions of the Securities Act, the Exchange Act, and all other applicable federal and state statutes, rules and regulations. Stifel further assumed that Viasystems relied upon the advice of its counsel, independent accountants, and other advisors (other than Stifel) as to all legal, financial reporting, tax, accounting, and regulatory matters with respect to Viasystems, the Merger, and the Merger Agreement.

Stifel's Opinion is limited to whether the Merger Consideration was fair to the holders of Merger Shares, from a financial point of view, as of the date of the Opinion, and it does not address any other terms, aspects or implications of the Merger including, without limitation, the form or structure of the Merger, any consequences of the Merger on Viasystems, its stockholders, creditors or otherwise, or any terms, aspects or implications of any voting, support, stockholder or other agreements, arrangements or understandings contemplated or entered into in connection with the Merger or otherwise. Stifel's Opinion also does not consider, address or include: (1) any other strategic alternatives then (or which were or may be) contemplated by the Viasystems Board or Viasystems; (2) the legal, tax or accounting consequences of the Merger on Viasystems or the holders of shares of Viasystems common stock; (3) the fairness of the amount or nature of any compensation to any of Viasystems' officers, directors or employees, or class of such persons, relative to the compensation to the holders of Viasystems' securities; (4) the effect of the Merger on, or the fairness of the consideration to be received by, holders of any class of securities of Viasystems other than the Merger Shares, or any class of securities of any other party to any transaction contemplated by the Merger Agreement; (5) whether TTM has sufficient cash, available lines of credit or other sources of funds to enable it to pay the cash consideration component of the Merger Consideration to the holders of Merger Shares at the closing of the Merger; or (6) the treatment of, or effect of the Merger on, options to acquire shares of Viasystems common stock, Viasystems restricted stock awards, or Viasystems Performance Share Units. Furthermore, Stifel did not express any opinion as to the prices, trading range or volume at which Viasystems or TTM's securities would trade following public announcement or consummation of the Merger.

Stifel's Opinion is necessarily based on economic, market, financial and other conditions as they existed, and on the information made available to Stifel by or on behalf of Viasystems, TTM or their respective advisors, or information otherwise reviewed by Stifel, as of the date of the Opinion. The Opinion states that subsequent developments may affect the conclusion reached in the Opinion and that Stifel does not have any obligation to update, revise, or reaffirm the Opinion.

Stifel's Opinion was approved by Stifel's fairness committee. Stifel's Opinion was for the information of, and directed to, the Viasystems Board for its information and assistance in connection with its consideration of the financial terms of the Merger. Stifel's Opinion does not constitute a recommendation to the Viasystems Board as to how the Viasystems Board should vote on the Merger or to any stockholder of Viasystems or TTM as to how any such

stockholder should vote at any stockholders meeting at which the Merger is considered, or whether or not any stockholder of Viasystems should enter into a voting, stockholders , or affiliates agreement

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with respect to the Merger, or exercise any dissenters' or appraisal rights that may be available to such stockholder. In addition, the Opinion does not compare the relative merits of the Merger with any other alternative transactions or business strategies which may have been available to Viasystems and does not address the underlying business decision of the Viasystems Board or Viasystems to proceed with or effect the Merger.

The following represents a brief summary of the material financial analyses performed by Stifel in connection with its Opinion. Some of the summaries of financial analyses performed by Stifel include information presented in tabular format. In order to fully understand the financial analyses performed by Stifel, you should read the tables together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the information set forth in the tables without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by Stifel.

Except as otherwise noted, the information utilized by Stifel in its analyses, to the extent that it was based on market data, is based on market data as it existed on or before September 19, 2014 and is not necessarily indicative of current market conditions. The analyses described below do not purport to be indicative of actual future results, or to reflect the prices at which any securities may trade in the public markets, which may vary depending upon various factors, including changes in interest rates, dividend rates, market conditions, economic conditions and other factors that influence the price of securities.

Selected Company Analysis

Viasystems

Stifel compared Viasystems, from a financial point of view, to 15 publicly traded companies in the printed circuit board and electronic manufacturing services industries that Stifel deemed to be relevant based on their business profiles and financial metrics. Stifel compared Viasystems' last 12 months (LTM), estimated calendar year 2014 and 2015 financial metrics, as provided by Viasystems' management, to the LTM, estimated calendar year 2014 and 2015 financial metrics, obtained from available public sources, of the 15 companies. Stifel believes that the group of companies listed below have business models similar to those of Viasystems, but noted that none of these companies have the same management, composition, size, operations, financial profile, or combination of businesses as Viasystems:

Benchmark Electronics, Inc.

Celestica Inc.

CMK Corporation

Fabrinet

Flextronics International Ltd.

Ibiden Co., Ltd.

Jabil Circuit, Inc.

Kingboard Chemical Holdings Limited

Nan Ya Printed Circuit Board Corporation

Plexus Corp.

Sanmina Corporation

Tripod Technology Corporation

TTM

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Unimicron Technology Corp.

Zhen Ding Technology Holding Limited

Based on this information, Stifel calculated and compared the following multiples for Viasystems and the selected comparable companies:

Multiples of enterprise value (EV), which Stifel defined as fully-diluted equity value using the treasury stock method, plus debt, preferred stock and minority interests, less cash and cash equivalents, to LTM, estimated calendar year 2014 and 2015 earnings before one-time charges, interest, taxes, stock-based compensation and depreciation and amortization (EV/adjusted EBITDA).

Multiples of price (P) using the share price to LTM, estimated calendar year 2014 and 2015 adjusted earnings per share (EPS) as adjusted to exclude stock-based compensation, amortization of intangibles and one-time charges, which is referred to as price-to-earnings (P/E).

The following table sets forth the multiples indicated by this analysis, including the range of selected multiples relative to the selected companies and the multiples implied by the Merger:

Multiple	1 st Quartile	Median	Mean	3 rd Quartile	Range of Multiples		Proposed Transaction
					Utilized in the Analysis		
LTM EV/Adjusted EBITDA	5.2x	5.8x	5.9x	7.0x	5.0x	7.0x	6.8x
CY 2014 EV/Adjusted EBITDA	4.8x	5.6x	5.5x	6.3x	5.0x	6.5x	6.6x
CY 2015 EV/Adjusted EBITDA	4.2x	4.8x	4.8x	5.6x	4.0x	5.5x	5.8x
LTM P/E	11.2x	12.9x	12.9x	14.2x	11.0x	14.0x	N.M.
CY 2014 P/E	11.1x	12.2x	14.0x	16.4x	11.0x	16.5x	N.M.
CY 2015 P/E	9.7x	10.8x	11.6x	12.1x	9.5x	12.0x	40.4x

This analysis resulted in the following ranges of implied equity values per share:

Benchmark	Range of Implied Equity Values per Share	
	EV/Adjusted EBITDA Multiples	\$
P/E Multiples		\$3.56 4.49

No company utilized in the selected company analysis is identical to Viasystems. In evaluating the selected companies, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions, and other matters, many of which are beyond Viasystems' control, such as the impact of competition on its business and the industry generally, industry growth and the absence of any adverse material change in Viasystems' financial condition and prospects or the industry or in the financial markets in general. Mathematical analysis (such as determining the mean or median) is not in itself a meaningful method of using peer group data.

TTM

Stifel compared TTM, from a financial point of view, to a group of 8 publicly traded companies in the printed circuit board industry that Stifel deemed to be relevant based on their business profiles and financial metrics. Stifel compared TTM's LTM, estimated calendar year 2014 and 2015 financial metrics, as provided by TTM management, to the LTM, estimated calendar year 2014 and 2015 financial metrics, obtained from available public sources, of the 8 selected printed circuit board companies. Stifel believes that the group of companies listed below have business models similar to those of TTM, but noted that none of these companies have the same management, composition, size, operations, financial profile, or combination of businesses as TTM:

CMK Corporation

Ibiden Co., Ltd.

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Kingboard Chemical Holdings Limited

Nan Ya Printed Circuit Board Corporation

Tripod Technology Corporation

Unimicron Technology Corp.

Viasystems

Zhen Ding Technology Holding Limited

The following table sets forth the multiples indicated by this analysis, including the range of selected multiples relative to the selected companies and the multiples implied by TTM's price per share as of the market close on September 19, 2014:

Multiple	1 st Quartile	Median	Mean	3 rd Quartile	Range of Multiples Utilized in the Analysis		Implied by TTM's Closing Stock Price as of September 19, 2014
					4.5x	7.0x	5.8x
LTM EV/Adjusted EBITDA	4.6x	5.7x	5.8x	7.2x	4.5x	7.0x	5.8x
CY 2014 EV/Adjusted EBITDA	4.1x	5.2x	5.0x	6.0x	4.0x	6.0x	5.5x
CY 2015 EV/Adjusted EBITDA	3.8x	4.3x	4.3x	5.2x	4.0x	5.0x	4.7x
LTM P/E	11.6x	13.3x	12.9x	14.6x	11.5x	14.5x	15.6x
CY 2014 P/E	11.2x	12.2x	15.1x	17.8x	11.0x	18.0x	16.4x
CY 2015 P/E	10.3x	15.9x	15.5x	18.6x	10.5x	18.5x	9.2x

This analysis resulted in the following ranges of implied equity values per share:

Benchmark	Range of Implied Equity Values per Share	
EV/Adjusted EBITDA Multiples	\$	4.89 8.61
P/E Multiples	\$	6.25 9.92

No company utilized in the selected company analysis is identical to TTM. In evaluating the selected companies, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions, and other matters, many of which are beyond TTM's control, such as the impact of competition on its business and the industry generally, industry growth and the absence of any adverse material change in TTM's financial condition and prospects or the industry or in the financial markets in general. Mathematical analysis (such as

determining the mean or median) is not in itself a meaningful method of using peer group data.

Table of Contents**Precedent Transactions Analysis**

Based on public and other information available to Stifel, Stifel calculated and compared the multiples of (1) EV to LTM and next twelve months (NTM) adjusted EBITDA and (2) fully diluted equity value (EQV), using the treasury stock method, to LTM and NTM Adjusted Net Income (EQV/Adjusted Net Income) implied in the Merger for Viasystems to the corresponding multiples implied in the following 10 selected acquisitions of companies in the printed circuit board and electronic manufacturing services industries:

Announcement Date	Acquirer	Target
4/4/12	Viasystems	DDi Corp.
4/4/11	Ducommun Incorporated	LaBarge, Inc.
2/11/11	Charlesbank Capital Partners LLC	OnCore Manufacturing Services, LLC
11/16/09	TTM	Meadville Holdings Limited, PCB Business
10/6/09	Viasystems	Merix Corporation
5/22/09	Kingboard Chemical Holdings Limited	Elec & Eltek International Company Limited
6/4/07	Flextronics International Ltd.	Solectron Corporation
10/17/06	Benchmark Electronics, Inc.	Pemstar Inc.
8/3/06	TTM	Tyco International, Printed Circuit Group
2/7/05	Jabil Circuit, Inc.	Varian, Inc., Electronics Manufacturing Business

The following table sets forth the multiples indicated by this analysis, including the range of selected multiples relative to the selected precedent transactions and the multiples implied by the Merger:

Multiple	Range of Multiples Utilized in				the		Proposed Transaction
	1st Quartile	Median	Mean	3rd Quartile	Analysis		
LTM EV/Adjusted EBITDA	7.5x	7.8x	7.5x	8.7x	7.5x	8.5x	6.8x
NTM EV/Adjusted EBITDA	5.9x	7.0x	6.7x	7.7x	6.0x	7.5x	6.0x
LTM EQV/Adjusted Net Income	13.4x	17.0x	16.9x	21.9x	13.5x	22.0x	N.M.
NTM EQV/Adjusted Net Income	9.1x	10.1x	12.1x	15.1x	9.0x	15.0x	N.M.

Based on its review of the precedent transactions, Stifel applied selected multiples to the corresponding LTM and NTM adjusted EBITDA and adjusted Net Income of Viasystems, in each case as provided by Viasystems management.

This analysis resulted in the following ranges of implied equity values per share:

Benchmark	Range of Implied Equity Values per Share
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EV/Adjusted EBITDA Multiples	\$	18.63	26.44
EQV/Adjusted Net Income Multiples		\$0.62	1.03

No transaction used in the precedent transactions analyses is identical to the Merger. Accordingly, an analysis of the results of the foregoing is not mathematical; rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading value of the companies involved in the precedent transactions which in turn, affect the enterprise value and equity value of the companies involved in the transactions to which the Merger is being compared. In evaluating the precedent transactions, Stifel made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions, and other matters, such as the impact of competition, industry growth, and the absence of any adverse material change in the financial condition of Viasystems or the companies involved in the precedent transactions or the industry or in the financial markets in general, which could affect the public trading value of the companies involved in the selected transactions which in turn, affect the enterprise value and equity value of the companies involved in the transactions to which the Merger is being compared.

Table of Contents**Discounted Equity Value Analysis*****Viasystems***

Stifel performed an analysis of the implied present value of the future price per share of Viasystems common stock, which is designed to provide an indication of the present value of a theoretical future value of a company's equity value per share as a function of the company's estimated future adjusted EPS and its assumed P/E multiple. Stifel applied a selected range of P/E multiples of 11.0x to 17.0x to estimated adjusted EPS of Viasystems for each of the calendar years 2015 and 2016, as provided by Viasystems' management. This selected range of P/E multiples were based upon the range utilized for calendar year 2014 P/E in the Viasystems Selected Company Analysis. Stifel then discounted the 2015 and 2016 values back to present by using a discount rate of 15.5%, reflecting an estimate of Viasystems' cost of equity that was derived by application of the Capital Asset Pricing Model, which takes into account certain company-specific metrics, including a company's equity value and historical beta, as well as certain financial metrics for the United States financial markets generally. This analysis resulted in a range of implied equity values per share of \$5.74 to \$8.87 for Viasystems.

TTM

Stifel also performed an analysis of the implied present value of the future price per share of TTM common stock. Stifel applied a selected range of P/E multiples of 11.0x to 18.0x to estimated adjusted EPS of TTM common stock for each of the calendar years 2015 and 2016, as provided by TTM management. This selected range of P/E multiples were based upon the range utilized for calendar year 2014 P/E in the TTM Selected Company Analysis. Stifel then discounted 2015 and 2016 values back to present by using a discount rate of 13.5%, reflecting an estimate of TTM's cost of equity that was derived by application of the Capital Asset Pricing Model, which takes into account certain company-specific metrics, including a company's equity value and historical beta, as well as certain financial metrics for the United States financial markets generally. This analysis resulted in a range of implied equity values per share of \$7.65 to \$12.52 for TTM.

The foregoing description is only a summary of the material financial analyses performed by Stifel in arriving at its Opinion. The summary alone does not constitute a complete description of the financial analyses Stifel employed in reaching its conclusions. None of the analyses performed by Stifel were assigned a greater significance by Stifel than any other, nor does the order of analyses described represent relative importance or weight given to those analyses by Stifel. No methodology employed by Stifel can be viewed individually, and if viewed in isolation could create a misleading or incomplete view of the financial analyses performed by Stifel. Additionally, no company or transaction used in any analysis as a comparison is identical to Viasystems, TTM, or the Merger, and they all differ in material ways. Accordingly, an analysis of the results described above is not mathematical; rather it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading value of the selected companies or transactions to which they are being compared. Stifel used these analyses to determine the impact of various operating metrics on the implied enterprise values and implied per share equity values of Viasystems and TTM. Each of these analyses yielded a range of implied enterprise values and implied per share equity values, and therefore, such implied enterprise value ranges and implied per share equity values developed from these analyses were viewed by Stifel collectively and not individually. Stifel made its determination as to the fairness, from a financial point of view, of the Merger Consideration to be received by holders of Merger Shares from TTM in the Merger pursuant to the Merger Agreement, as of the date of the Opinion, on the basis of its experience and professional judgment after considering the results of all of the analyses performed.

Illustrative Contribution Analysis

Stifel also reviewed historical and estimated future operating and financial information including, among other things, revenues, adjusted operating income, adjusted EBITDA and adjusted net income for Viasystems, TTM and the combined company. Stifel analyzed the relative financial contributions of Viasystems and TTM to

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the combined company following completion of the Merger, without taking into account any potential synergies, based on LTM and estimated calendar years 2014 and 2015 as provided by Viasystems' management and TTM's management. The following table presents the results of this analysis:

	Viasystems Contribution to Combined Company			
	Revenues	Adjusted Operating Income	Adjusted EBITDA	Adjusted Net Income
LTM	48%	41%	46%	N.M.
CY 2014	48%	40%	45%	N.M.
CY 2015	48%	39%	44%	11%

Stifel also analyzed the implied equity value per share of Viasystems common stock, by applying TTM's multiples of revenue, adjusted operating income and adjusted EBITDA for LTM and estimated calendar years 2014 and 2015, respectively, to Viasystems' metrics for the corresponding periods to obtain an enterprise value, and then adjusting for Viasystems' net debt position. Stifel also applied TTM's multiples of adjusted net income to Viasystems' adjusted net income to analyze the implied equity value per share of Viasystems common stock. The following table presents the results of this analysis:

	Implied Equity Values per Share of Viasystems Common Stock			
	Revenues	Adjusted Operating Income	Adjusted EBITDA	Adjusted Net Income
LTM	\$ 14.34	\$ 4.86	\$ 10.56	N.M.
CY 2014	\$ 13.87	\$ 3.12	\$ 9.59	N.M.
CY 2015	\$ 13.43	\$ 2.29	\$ 8.60	\$ 3.36

Illustrative Pro Forma Merger Analysis

Stifel also prepared an illustrative pro forma analysis of the potential financial impact of the Merger on TTM using the forecasts provided by Viasystems' management and TTM's management both taking into account and excluding \$25.0 million of projected pre-tax synergies. For calendar year 2015, Stifel compared the projected adjusted EPS of TTM, on a standalone basis, to the projected adjusted EPS of the combined company on a pro forma basis assuming the Merger was completed on December 31, 2014. The following table presents the results of this analysis:

Accretion	Excluding Synergies	Including Synergies
CY 2015	7.4%	29.0%

Table of Contents**Illustrative Pro Forma Trading Analysis**

Stifel also performed illustrative analyses of the implied equity value per share of Viasystems common stock on a pro forma basis for the combined company. For these analyses, Stifel used the forecasts provided by Viasystems management and TTM's management for the combined company on a pro forma basis for calendar year 2015. Stifel applied a selected range of EV/Adjusted EBITDA and P/E multiples, respectively, to estimated calendar year 2015 pro forma adjusted EBITDA and adjusted EPS of the combined company, taking into account \$25.0 million of pre-tax synergies on a pro forma basis. Stifel selected these ranges of calendar year 2015 EV/Adjusted EBITDA and P/E multiples by taking into account the current calendar year 2015 EV/Adjusted EBITDA and P/E multiples for TTM and the selected companies. The implied equity value per share of Viasystems common stock was calculated by multiplying the resulting pro forma combined company per share equity values by the exchange ratio pursuant to the Merger Agreement of 0.706 of a share of TTM common stock for each outstanding share of Viasystems common stock and adding the resulting product to the \$11.33 per share cash consideration. This analysis resulted in a range of implied values, on an undiscounted basis, reflected in the table below:

	Range of Multiples Used in the Analysis		Implied Equity Values per Share of Viasystems Common Stock	
CY 2015 Pro Forma Adjusted EBITDA	4.0x	6.0x	\$ 13.43	18.83
CY 2015 Pro Forma Adjusted EPS	8.0x	12.0x	\$ 17.11	20.01

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. In arriving at its Opinion, Stifel considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor considered by it. Stifel believes that the summary provided and the analyses described above must be considered as a whole and that selecting portions of these analyses, without considering all of them, would create an incomplete view of the process underlying Stifel's analyses and the Opinion; therefore, the range of valuations resulting from any particular analysis described above should not be taken to be Stifel's view of the actual value of Viasystems.

Miscellaneous

Viasystems agreed to pay Stifel a fee (the Retainer Fee) of \$100,000 upon its engagement to provide financial advisory services to Viasystems and a fee (the Opinion Fee) of \$3,500,000 for its services as financial advisor to the Viasystems Board upon delivery of the Opinion (neither of which fees are contingent upon the consummation of the Merger) and a fee (the Transaction Fee) for its services as financial advisor to Viasystems in connection with the Merger in an amount equal to 1.5% of the aggregate consideration in the Merger, as determined in accordance with Viasystems' engagement letter with Stifel, which for purposes of the Transaction Fee includes the cash and the value of the TTM common stock received by the Viasystems stockholders in the Merger and the outstanding indebtedness of Viasystems (other than to trade creditors) upon consummation of the Merger, all of which Transaction Fee is contingent upon the completion of the Merger; provided that the Opinion Fee will be credited against the Transaction Fee. As of the date of this proxy statement/prospectus, based upon the closing price of TTM common stock on November 4, 2014, the Transaction Fee would be approximately \$15 million, the payment of which would be reduced by the amount of the Opinion Fee. Stifel will not receive any other significant payment or compensation contingent upon the successful consummation of the Merger. In the event the Merger is not consummated and Viasystems receives a termination or break-up fee, then Viasystems shall pay Stifel a fee (the Termination Fee) equal to 20% of such termination or break-up fee received by Viasystems; provided that the Termination Fee would be reduced by the

amount of the Retainer Fee and the Opinion Fee, which would be credited against the Termination Fee. In addition, Viasystems agreed to reimburse Stifel for its expenses in connection with its engagement, subject to certain limitations, and to indemnify Stifel for certain liabilities arising out of its engagement.

In September 2013, Stifel served as sole agent on a placement of secondary shares of Viasystems, and Stifel received customary compensation from the selling stockholder for its services. In April 2014, Stifel served as joint book-running manager on an add-on offering of Viasystems Senior Secured Notes due 2019 and received

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customary compensation for its services. There are no other material relationships (including between Stifel and TTM) that existed during the two years prior to the date of Stifel's Opinion or that are mutually understood to be contemplated in which any compensation was received or is intended to be received as a result of the relationship between Stifel and Viasystems or TTM.

Stifel may seek to provide investment banking services to TTM or its affiliates in the future, for which Stifel would seek customary compensation. In the ordinary course of business, Stifel and its clients may transact in the equity securities of each of Viasystems and TTM and may at any time hold a long or short position in such securities.

Certain Information Provided by the Parties

In the course of negotiating the Merger Agreement, TTM and Viasystems exchanged certain non-public information as part of the customary due diligence process. As part of this process, TTM and Viasystems allowed each other, and each other's respective representatives, access to data rooms that contained non-public information that concerned TTM and Viasystems, respectively, as well as their respective operations. In addition to the information supplied as part of the due diligence process, TTM and Viasystems both prepared certain prospective financial information to share with the other party and their respective financial advisors. The prospective financial information consisted of projections as well as additional financial and operating data for the calendar years 2014 through 2016. Each of Viasystems and TTM gave significant consideration to the prospective financial information provided by the other party. The prospective financial information disclosed below summarizes all such information that was exchanged and relied upon by the parties, and includes prospective revenues, adjusted net income, and adjusted EBITDA (as such measures are described more fully below) for each of the companies for the calendar years 2014 through 2016.

TTM Unaudited Prospective Financial Information

Although TTM periodically may issue limited guidance to investors concerning its expected financial performance, TTM does not make public disclosure of detailed forecasts or projections of its expected financial performance for extended periods due to, among other things, the inherent difficulty of accurately predicting future periods and the likelihood that the underlying assumptions and estimates may prove incorrect. However, in connection with the negotiation and execution of the Merger Agreement, TTM management provided the TTM Board, TTM's financial advisor and Viasystems and its financial advisor with certain non-public internal financial projections for the years ended 2014 through 2016 and estimated synergies for the combined company.

While the financial projections and estimated synergies are being included in this proxy statement/prospectus, the financial projections and estimated synergies were not prepared with a view toward public disclosure, complying with the published guidelines of the SEC regarding projections and the use of non-GAAP measures or complying with the published guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Rather, the financial projections were based upon certain publicly available forecasts prepared by independent equity research analysts, as adjusted in certain respects by TTM's management in order to reconcile differing views of such independent equity research analysts. No one has made or makes any representation to any stockholder or anyone else regarding, nor assumes any responsibility for the validity, accuracy, or completeness of, the information included in the projections set forth below. Readers are cautioned not to place undue reliance on the projections. TTM has not updated and, except as otherwise required by law, does not intend to update or otherwise revise the projections, even in the short term, to reflect circumstances existing after the date when made or to reflect the occurrence of future events, including the Merger. Further, the projections do not take into account the effect of any failure of the Merger to occur and should not be viewed as accurate or continuing in that context.

The financial projections and estimated synergies are unaudited. The prospective financial information included in this proxy statement/prospectus has been prepared by, and is the responsibility of, TTM s

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management. PricewaterhouseCoopers LLP has neither examined, compiled nor performed any procedures with respect to the accompanying prospective financial information and, accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto. The PricewaterhouseCoopers LLP report included in this proxy statement/prospectus relates to TTM's historical financial information. It does not extend to the prospective financial information and should not be read to do so.

The financial projections and estimated synergies:

were based upon numerous assumptions, as further described below, many of which are beyond the control of TTM and may not prove to be accurate;

were originally prepared during August 2014;

do not necessarily reflect current estimates or assumptions management of TTM may have about prospects for TTM's businesses, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the forecasts were prepared;

are not necessarily indicative of current values or future performance, which may be significantly more favorable or less favorable than as set forth below; and

are not, and should not be regarded as, a representation that any of the expectations contained in, or forming a part of, the financial projections and estimated synergies will be achieved.

Although presented with numerical specificity, the financial projections and estimated synergies were prepared in the context of numerous variables, estimates, and assumptions that are inherently uncertain and may be beyond the control of TTM, and which may prove not to have been, or to no longer be, accurate. Although considered reasonable by TTM management as of the date of their preparation, the financial projections and estimated synergies are subject to many risks and uncertainties. Important factors that may affect actual results and cause actual results to differ materially from these projections include, but are not limited to, risks and uncertainties relating to TTM's or Viasystems' businesses (including their ability to achieve strategic goals, objectives and targets over the applicable periods), industry performance, the regulatory environment, general business, and economic conditions, market and financial conditions, foreign exchange rates, various risks set forth in TTM's reports filed with the SEC, and other factors described or referenced under *Risk Factors* and *Cautionary Statement Regarding Forward-Looking Statements* beginning on pages 27 and 37, respectively, of this proxy statement/prospectus.

The financial projections and estimated synergies also reflect assumptions that are subject to change and are susceptible to multiple interpretations and periodic revisions based on actual results, revised prospects for TTM's or Viasystems' businesses, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the financial projections and estimated synergies were prepared. In addition, neither the financial projections nor the estimated synergies take into account any of the transactions contemplated by the Merger Agreement, including the Merger and associated expenses, or TTM's compliance with its respective covenants under the Merger Agreement. Further, the financial projections do not take into account any circumstances, transactions, or events occurring after the date they were prepared. Accordingly,

actual results will likely differ, and may differ materially, from those contained in the financial projections. There can be no assurance that these financial projections will be realized or that future financial results of TTM (or, following consummation of the Merger, the combined company) will not materially vary from these projections.

The prospective financial information set forth below contains certain non-GAAP financial measures. These non-GAAP financial measures are not calculated in accordance with, or as a substitute for, financial measures calculated in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. TTM provided this information to Viasystems and Stifel because TTM believed it could be useful in evaluating, on a prospective basis, TTM's potential operating performance and ability to service debt.

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The following information was included in the financial projections provided by TTM:

(in millions, except per share data)	Projected Fiscal Year		
	2014	2015	2016
Revenue	\$ 1,310.1	\$ 1,384.3	\$ 1,453.6
Adjusted operating income (1)	67.5	100.6	109.4
Adjusted EBITDA (2)	162.4	192.3	203.5
Adjusted net income (3)	28.2	56.7	65.1
Adjusted earnings per share (3)	0.32	0.65	0.75

- (1) Excludes amortization of intangibles, restructuring and impairment charges, and other non-recurring items.
- (2) Defined as earnings before interest expense, income taxes, depreciation and amortization, restructuring and impairment charges, and other non-recurring items.
- (3) Excludes amortization of intangibles, restructuring and impairment charges, and other non-recurring items, net of the income tax effects of such adjustments.

In connection with its analysis, in order to ensure consistency in the financial projections for Viasystems and TTM, Stifel made certain adjustments to the prospective financial projections provided by TTM. The following table reflects the foregoing information as adjusted by Stifel in connection with its analysis:

(in millions, except per share data)	Projected Fiscal Year		
	2014	2015	2016
Revenue	\$ 1,310.1	\$ 1,384.3	\$ 1,453.6
Adjusted operating income (1)	75.9	109.2	118.5
Adjusted EBITDA (1)	170.8	201.0	212.6
Adjusted net income (2)	38.7	69.1	77.6
Adjusted earnings per share (2)	0.44	0.79	0.89

- (1) Further adjusted by Stifel to exclude stock-based compensation.
- (2) Further adjusted by Stifel to exclude stock-based compensation and non-cash interest expense, net of the income tax effects of such adjustments.

In addition, TTM identified at least \$25 million in projected pre-tax cost synergies that TTM expects the combined company to realize within the first year after consummation of the Merger. These projected synergies are expected to result from combining the sales and general and administrative functions of TTM and Viasystems.

Viasystems Unaudited Prospective Financial Information

Viasystems does not make public disclosure of detailed forecasts or projections of its expected financial performance for extended periods due to, among other things, the inherent difficulty of accurately predicting future periods and the likelihood that the underlying assumptions and estimates may prove incorrect. However, in connection with the negotiation and execution of the Merger Agreement, and at the request of Stifel, its financial advisor, and JPMorgan, TTM's financial advisor, Viasystems provided the Viasystems Board, Stifel, and JPMorgan with certain non-public internal financial projections regarding Viasystems' anticipated future operations.

The financial projections summarized below were not prepared for purposes of public disclosure, nor were they prepared on a basis designed to comply with published guidelines of the SEC regarding projections and the use of non-GAAP measures, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information, or GAAP. Viasystems independent auditor, which is listed as an expert below in *Experts*, did not compile, examine, or perform any procedures with respect to the projections summarized herein, and has not expressed any opinion or any other form of

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assurance on such information or its achievability, and assumes no responsibility for, and disclaims any association with, such projections. The independent auditor's reports included or incorporated by reference in this proxy statement/prospectus relate to historical financial statements. They do not extend to any prospective financial information and should not be seen to do so.

Although presented with numerical specificity, the financial projections were prepared in the context of numerous variables, estimates, and assumptions that are inherently uncertain and may be beyond the control of Viasystems, and which may prove not to have been, or to no longer be, accurate. Although considered reasonable by Viasystems management as of the date of their preparation, the financial projections are subject to many risks and uncertainties. Important factors that may affect actual results and cause actual results to differ materially from these projections include, but are not limited to, risks and uncertainties relating to Viasystems' business (including its ability to achieve strategic goals, objectives, and targets over the applicable periods), industry performance, the regulatory environment, general business and economic conditions, market and financial conditions, foreign exchange rates, various risks set forth in Viasystems' reports filed with the SEC, and other factors described or referenced under *Risk Factors* and *Cautionary Statement Regarding Forward-Looking Statements* beginning on pages 27 and 37, respectively, of this proxy statement/prospectus.

The financial projections also reflect assumptions that are subject to change and are susceptible to multiple interpretations and periodic revisions based on actual results, revised prospects for Viasystems' business, changes in general business or economic conditions, or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the financial projections were prepared. In addition, the projections do not take into account any of the transactions contemplated by the Merger Agreement, including the Merger and associated expenses, or Viasystems' compliance with its respective covenants under the Merger Agreement. Further, the projections do not take into account any circumstances, transactions, or events occurring after the date they were prepared. Accordingly, actual results will likely differ, and may differ materially, from those contained in the financial projections. There can be no assurance that these financial projections will be realized or that future financial results of Viasystems (or, following consummation of the Merger, the combined company) will not materially vary from these financial projections.

The inclusion of a summary of the projections in this proxy statement/prospectus should not be regarded as an indication that any of Viasystems, TTM, or their respective affiliates, officers, directors, or other representatives consider the projections to be necessarily predictive of actual future events, and the projections should not be relied upon as such. None of Viasystems, TTM, or their respective affiliates, officers, directors, or other representatives can give any stockholder of Viasystems, TTM, or other person any assurance that actual results will not differ materially from the projections, and, except as otherwise required by law, none of them undertakes any obligation to update or otherwise revise or reconcile the projections to reflect circumstances existing after the date the projections were generated or to reflect the occurrence of future events, even in the event that any or all of the assumptions and estimates underlying the projections are shown to be in error. The projections do not take into account the effect of any failure of the Merger to occur and should not be viewed as accurate or continuing in that context.

No one has made or makes any representation to any stockholder or anyone else regarding, nor assumes any responsibility for the validity, accuracy, or completeness of, the information included in the projections set forth below. Readers are cautioned not to place undue reliance on the projections.

Viasystems is providing a summary of the below prospective financial information solely to give stockholders access to the information that Viasystems made available to the Viasystems Board, Stifel, and JPMorgan. The prospective financial information presented here is not included in this proxy statement/prospectus in order to influence any stockholder to make any investment decision with respect to the Merger. The inclusion of this information should not

be regarded as an indication that the Viasystems Board, its advisors, or any other person considered, or now considers, it to be material or to be a reliable prediction of actual future results. The financial projections summarized below are subjective in many respects. There can be no assurance

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that these projections will be realized or that actual results will not be significantly higher or lower than forecasted. The projections included herein cover multiple years, and such information by its nature becomes subject to greater uncertainty with each successive year. The financial projections and summary information should be evaluated, if at all, in conjunction with the historical financial statements and other information contained in Viasystems' public filings with the SEC.

The prospective financial information set forth below contains certain non-GAAP financial measures. These non-GAAP financial measures are not calculated in accordance with, or as a substitute for, financial measures calculated in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. Viasystems provided this information to the Viasystems Board, Stifel, and JPMorgan because Viasystems believed it could be useful in evaluating, on a prospective basis, Viasystems' potential operating performance.

The following information was included in the financial projections provided by Viasystems:

(\$ in millions, except per share data)	Projected Fiscal Year		
	2014	2015	2016
Revenue	\$ 1,209.6	\$ 1,263.5	\$ 1,319.7
Adjusted operating income (1)	50.7	70.8	81.9
Adjusted EBITDA (2)	140.3	160.4	175.5
Adjusted net income (loss) attributable to common stockholders (3)	(7.9)	8.4	19.2
Adjusted earnings (loss) per share (3)	(0.38)	0.41	0.92

- (1) Excludes amortization of intangibles, stock-based compensation, restructuring and impairment charges, costs relating to acquisitions and equity registrations, and other non-recurring items.
- (2) Defined as earnings before interest expense, income taxes, depreciation and amortization, stock-based compensation, restructuring and impairment charges, costs relating to acquisitions and equity registrations, and other non-recurring items.
- (3) Excludes amortization of intangibles, stock-based compensation, restructuring and impairment charges, costs relating to acquisitions and equity registrations, certain interest and other non-cash expenses, and other non-recurring items, net of the income tax effects of such adjustments.

Interests of Certain Persons in the Merger

In considering the information described in this proxy statement/prospectus, you should be aware that Viasystems executive officers and directors 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. In addition to the rights described below in this section, the executive officers of Viasystems may be eligible to receive some of the generally applicable benefits described under the heading *The Merger Agreement Employee Benefit Matters* on page 150. The Viasystems Board was aware of and considered those interests, among other matters, in reaching its decision to approve the Merger Agreement, the Merger, and the transactions contemplated by the Merger Agreement.

Set forth below are the descriptions of the directors' and executive officers' interests including, but 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. The dates used in the discussions below to quantify certain of these interests have been selected for illustrative purposes only, and they do not necessarily reflect the dates on which certain events may or will occur.

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Equity and Performance Cash Awards Held by Executive Officers and Directors

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

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;

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.

The following table summarizes, as of October 1, 2014, the total number of vested and unvested stock options issued under the Viasystems Group, Inc. 2003 Stock Option Plan and the Viasystems Group, Inc. 2010 Equity Incentive Plan that are held by each of Viasystems named executive officers, who comprise all of Viasystems executive officers, assuming continued employment through the effective time of the Merger and assuming that the effective time of the Merger occurs on March 1, 2015. The table also provides an approximation of the cash value of the Merger Consideration for these options. All unvested options held by Viasystems named executive officers will accelerate at the closing of the Merger. No outstanding stock options are held by Viasystems non-employee directors.

Table of Contents**Viasystems 2003 Stock Option Plan**

Named Executive Officers	No. of Shares Underlying Options (1)	Weighted Average Exercise Price of Options (2)	Cash Value of Merger Consideration (3)
David M. Sindelar			
Timothy L. Conlon			
Gerald G. Sax	10,455	\$ 150.99	
Brian W. Barber	7,527	150.99	
Richard B. Kampf	7,527	150.99	

- (1) The number of all options includes (1) vested options; (2) options that will vest in accordance with their terms prior to the closing date of the Merger; and (3) unvested options that will accelerate at the closing of the Merger.
- (2) Weighted average exercise price numbers are rounded up or down to the nearest whole cent.
- (3) The estimated cash value of the Merger Consideration per share of Viasystems common stock, calculated in accordance with SEC rules, is \$15.88, which was the average per share closing price of Viasystems common stock as reported on the Nasdaq Global Market for the first five business days following public announcement of the Merger. Based on this value of the Merger Consideration, all options are out-of-the money because the value is below the exercise price of all options.

Viasystems 2010 Equity Incentive Plan

Named Executive Officers	No. of Shares Underlying Options (1)	Weighted Average Exercise Price of Options (2)	Cash Value of Merger Consideration (3)
David M. Sindelar	466,799	\$ 20.75	
Timothy L. Conlon	225,078	20.75	
Gerald G. Sax	152,881	20.86	
Brian W. Barber	94,321	20.59	
Richard B. Kampf	94,321	20.59	

- (1) The number of all options includes (1) vested options; (2) options that will vest in accordance with their terms prior to the consummation of the Merger; and (3) unvested options that will accelerate at the consummation of the Merger.
- (2) Weighted average exercise price numbers are rounded up or down to the nearest whole cent.
- (3) The estimated cash value of the Merger Consideration per share of Viasystems common stock, calculated in accordance with SEC rules, is \$15.88, which was the average per share closing price of Viasystems common stock as reported on the Nasdaq Global Market for the first five business days following public announcement of the Merger. Based on this value of the Merger Consideration, all options are out-of-the money because the value is below the exercise price of all options.

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.

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The following table summarizes, as of October 1, 2014, the aggregate number of outstanding time-based unvested restricted shares held by each of Viasystems' non-employee directors that will become vested at the time of the Merger under the terms of the Viasystems Group, Inc. 2010 Equity Incentive Plan and the applicable award agreements, assuming continued service through the effective time of the Merger and assuming the effective time of the Merger occurs on March 1, 2015. The table also provides an estimate of the cash value of the Merger Consideration for these unvested restricted shares. All outstanding restricted shares held by each of Viasystems' named executive officers, who comprise all Viasystems' executive officers, will vest and cease to be restricted stock on February 7, 2015, including Mr. Sindelar (49,765), Mr. Conlon (23,525), Mr. Sax (14,477), Mr. Barber (11,763) and Mr. Kampf (11,763). Because vesting will occur prior to March 1, 2015, these awards are not shown on the table below.

Directors	Aggregate Number of Restricted Shares	Cash Value of Merger Consideration (1)
Michael D. Burger	31,390	\$ 498,473
Robert F. Cummings, Jr.	31,390	498,473
Kirby A. Dyess	31,390	498,473
Peter Frank	31,390	498,473
Jack D. Furst	31,390	498,473
Edward Herring	31,390	498,473
William A. Owens	31,871	506,111
Dominic J. Pileggi	31,390	498,473
Christopher J. Steffen	31,390	498,473
David D. Stevens	31,871	506,111

- (1) The estimated cash value of the Merger Consideration per share of Viasystems common stock, calculated in accordance with SEC rules, is \$15.88, which was the average per share closing price of Viasystems common stock as reported on the Nasdaq Global Market for the first five business days following public announcement of the Merger.

Viasystems Performance Share Units

Immediately prior to the effective time of the Merger, each Viasystems Performance Share Unit that is outstanding immediately prior to the effective time shall, immediately prior to the effective time, vest. Viasystems Performance Share Units other than Viasystems Leveraged Performance Share Units 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.

The 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 for any Viasystems Performance Share Units, including Viasystems Leveraged Performance Share Units, will be cancelled and converted into the right to receive the Merger Consideration at the effective time of the Merger.

Table of Contents*Viasystems Performance Share Units*

The following table summarizes, as of October 1, 2014, the aggregate number of Viasystems Performance Share Units other than Viasystems Leveraged Performance Share Units that are currently subject to vesting for each of Viasystems named executive officers, who comprise all of Viasystems executive officers, and that will become vested at the time of the Merger under the Viasystems Group, Inc. 2010 Equity Incentive Plan and award agreements, assuming continued employment through the effective time of the Merger and assuming the effective time of the Merger occurs on March 1, 2015. The table also provides an estimate of the cash value of the Merger Consideration payable upon the settlement of these awards, in each case, solely as a result of the Merger.

Named Executive Officers	Aggregate Number of Viasystems Performance Share Units (1)	Cash Value of Merger Consideration (2)
David M. Sindelar	49,745	\$ 789,951
Timothy L. Conlon	23,525	373,577
Gerald G. Sax	14,477	229,895
Brian W. Barber	11,763	186,796
Richard B. Kampf	11,763	186,796

- (1) The number of units in this column represents the aggregate number of Viasystems Performance Share Units granted in 2012, which have a three-year performance period ending with 2014. On September 21, 2014, the Viasystems Board took action to provide that the Viasystems Performance Share Units granted in 2012 will effectively be paid out at the greater of target and actual performance as contemplated in the Merger Agreement whether the Merger occurs in 2014 or thereafter. This table assumes payout at 100% of the target payout.
- (2) The estimated cash value of the Merger Consideration per share of Viasystems common stock, calculated in accordance with SEC rules, is \$15.88, which was the average per share closing price of Viasystems common stock as reported on the Nasdaq Global Market for the first five business days following public announcement of the Merger.

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.

Viasystems Leveraged Performance Share Units

The following table summarizes, as of October 1, 2014, the aggregate number of Viasystems Leveraged Performance Share Units that are currently subject to vesting for each of Viasystems named executive officers, who comprise all of Viasystems executive officers, and that will become vested at the time of the Merger under the Viasystems Group, Inc. 2010 Equity Incentive Plan and award agreements, assuming continued employment through the effective time of the Merger and assuming the effective time of the Merger occurs on March 1, 2015. The table also provides an estimate of the cash value of the Merger Consideration payable upon the settlement of these awards, in each case, solely as a result of the Merger.

Named Executive Officers

	Aggregate Number of Viasystems Leveraged Performance Share Units (1)	Cash Value of Merger Consideration (2)
David M. Sindelar	230,645	\$ 3,662,643
Timothy L. Conlon	109,032	1,731,428
Gerald G. Sax	67,097	1,065,500
Brian W. Barber	54,517	865,730
Richard B. Kampf	54,517	865,730

- (1) The number of units in this column represents the aggregate number of unvested Viasystems Leveraged Performance Share Units for the 2013-2016 performance period that will become vested at the time of the

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Merger under the terms of the applicable award agreements. This table assumes payout at 100% of the target payout. Payout may be higher based on actual performance of Viasystems through the trading day immediately preceding the closing date of the Merger.

- (2) The estimated cash value of the Merger Consideration per share of Viasystems common stock, calculated in accordance with SEC rules, is \$15.88, which was the average per share closing price of Viasystems common stock as reported on the Nasdaq Global Market for the first five business days following public announcement of the Merger.

Future Equity Awards

Pursuant to the Merger Agreement, Viasystems may continue to grant equity compensation awards in the ordinary course of its business consistent with past practice. Notwithstanding the foregoing, any equity awards in respect of Viasystems common stock that are granted by Viasystems on or after September 21, 2014 will terminate without vesting or payment upon completion of the Merger so long as the Merger is consummated before the first anniversary of the grant of such equity awards.

Payments to Viasystems Executive Officers Contingent Upon the Merger

Viasystems and TTM have commenced an integration planning process to determine the employment status of the named executive officers, who comprise all of Viasystems executive officers, following the effective time of the Merger. Additional decisions regarding these individuals are expected to be made closer to, or after, the closing of the Merger.

The descriptions below are summaries of the material terms of agreements that Viasystems has with its executive officers, including its named executive officers, which are qualified in their entirety by the actual agreements, copies of which have been filed with the SEC.

Amended and Restated Executive Employment Agreements

Concurrently with the execution of the Merger Agreement, Viasystems and its applicable subsidiaries entered into Amended and Restated Executive Employment Agreements with each of Messrs. David M. Sindelar, Viasystems Chief Executive Officer, Timothy L. Conlon, Viasystems President and Chief Operating Officer, and Gerald G. Sax, Viasystems Senior Vice President and Chief Financial Officer. Messrs. Sindelar, Conlon and Sax are considered and referred to as the Executive Employees.

The Amended and Restated Executive Employment Agreements provide for certain additional benefits to the Executive Employees in the event of a termination of such Executive Employee's position following a change in control o