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attached hereto shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") nor otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, regardless of any general incorporation language in such filing.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release issued by Nanometrics Incorporated dated February 23, 2005.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 23, 2005

NANOMETRICS INCORPORATED

/s/ Paul B. Nolan

Paul B. Nolan
Chief Financial Officer

Exhibit Index

| Exhibit Number | Exhibit Title |
|----------------|--|
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| 99.1 | Press release dated February 23, 2005. |