

VEECO INSTRUMENTS INC  
Form 8-K  
May 19, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **May 14, 2010**

**VEECO INSTRUMENTS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-16244**  
(Commission  
File Number)

**11-2989601**  
(IRS Employer  
Identification No.)

**Terminal Drive, Plainview, New York 11803**

(Address of principal executive offices)

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**(516) 677-0200**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 14, 2010, Veeco held its Annual Meeting of Stockholders (the Meeting). At the meeting, stockholders approved the adoption of the Veeco 2010 Stock Incentive Plan (the Plan). Under the Plan, stock option, restricted stock and other equity awards may be made to directors, officers and employees of Veeco, including the chief executive officer, chief financial officer and other named executive officers. A total of 3,500,000 shares of common stock of the Company will be initially reserved pursuant to the Plan. The Plan is described in detail in the Company's Proxy Statement for the 2010 Annual Meeting of the Stockholders of the Company, filed with the Securities and Exchange Commission on April 8, 2010 (the Proxy Statement). The description of the Plan set forth above is qualified in its entirety by reference to the full text of the Plan, a copy of which is included as an appendix to the Proxy Statement and is incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The matters voted on at the Meeting were: (1) the election of two directors: (a) Roger D. McDaniel and (b) John R. Peeler; (2) approval of the Veeco 2010 Stock Incentive Plan; (3) approval of an amendment to Veeco's certificate of incorporation to increase the number of shares of common stock authorized thereunder from 60,000,000 to 120,000,000 shares; and (4) ratification of the Board's appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2010. The terms of each of the following directors continued after the meeting: Edward H. Braun, Richard A. D'Amore, Joel A. Elftmann and Peter J. Simone. As of the record date for the meeting, there were 40,265,649 shares of common stock outstanding, each of which was entitled to one vote with respect to each of the matters voted on at the meeting. Each of the directors up for reelection was reelected and each of the other matters was approved by the required number of votes on each such matter. The final voting results were as follows:

| Matter                   | For        | Withheld |
|--------------------------|------------|----------|
| 1. Election of Directors |            |          |
| (a) Roger D. McDaniel    | 27,863,205 | 984,941  |
| (b) John R. Peeler       | 27,902,750 | 945,396  |

| Matter   | For        | Against   | Abstained | Broker Non-votes |
|--|------------|-----------|-----------|------------------|
| 2. 2010 Stock Incentive Plan   | 24,275,914 | 4,474,744 | 97,458    | 4,966,732        |
| 3. Amendment to Certificate of Incorporation to increase authorized common stock | 30,105,705 | 3,609,670 | 99,501    |                  |
| 4. Ratification of the appointment of Ernst & Young LLP                          | 33,365,454 | 402,825   | 46,597    |                  |

**SIGNATURES**

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

May 19, 2010

**VEECO INSTRUMENTS INC.**

By: /s/ Gregory A. Robbins

Name: Gregory A. Robbins

Title: Senior Vice President and General Counsel