

NEWPORT CORP  
Form 10-Q/A  
August 30, 2012

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

Washington, DC 20549

**FORM 10-Q/A**

(Amendment No. 1)

(Mark One)

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

For the quarterly period ended June 30, 2012

OR

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

For the transition period from      to

Commission File Number: 000-01649

**NEWPORT CORPORATION**

(Exact name of registrant as specified in its charter)

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**Nevada** **94-0849175**  
(State or other jurisdiction of **(IRS Employer**  
**incorporation or organization)** **Identification No.)**  
**1791 Deere Avenue, Irvine, California 92606**  
**(Address of principal executive offices) (Zip Code)**  
**(949) 863-3144**  
**(Registrant's telephone number, including area code)**  
**Not Applicable**  
**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 27, 2012, 38,252,472 shares of the registrant's sole class of common stock were outstanding.

**Explanatory Note**

This Amendment No. 1 to the Quarterly Report on Form 10-Q of Newport Corporation for the period ended June 30, 2012, which was originally filed with the Securities and Exchange Commission on August 9, 2012 (the Form 10-Q ), is being filed solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to the Form 10-Q provides the consolidated financial statements and related notes contained in the Form 10-Q in eXtensible Business Reporting Language (XBRL) format.

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, has not been updated to reflect events occurring subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the XBRL information will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and will not be deemed filed or part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those Sections.

**ITEM 6. EXHIBITS**

| Exhibit Number          | Description of Exhibit  |
|-------------------------|---|
| 10.1                    | Second Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Appendix B of the Registrant's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 4, 2012). |
| 31.1 <sup>(1)</sup>     | Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 (the Exchange Act).   |
| 31.2 <sup>(1)</sup>     | Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.   |
| 32.1 <sup>(1)</sup>     | Certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350.  |
| 32.2 <sup>(1)</sup>     | Certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350.  |
| 101.INS <sup>(2)*</sup> | XBRL Instance Document.   |
| 101.SCH <sup>(2)*</sup> | XBRL Taxonomy Extension Schema Document.  |
| 101.CAL <sup>(2)*</sup> | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.DEF <sup>(2)*</sup> | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 101.LAB <sup>(2)*</sup> | XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE <sup>(2)*</sup> | XBRL Taxonomy Extension Presentation Linkbase Document.   |

<sup>(1)</sup> Previously filed with the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2012.

<sup>(2)</sup> Filed with this Form 10-Q/A.

\* Pursuant to Rule 406T of Regulation S-T, the XBRL information will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 and will not be deemed filed or part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those Sections.

**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 thereunto duly authorized.

Dated: August 30, 2012

NEWPORT CORPORATION

By: */s/ Charles F. Cargile*  
Charles F. Cargile,  
Senior Vice President and Chief Financial

Officer (Principal Financial Officer and Duty

Authorized Officer)

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