

AXT INC
Form 10-K/A
May 21, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

Amendment No. 1 to Form 10-K

(Mark One)

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

For the fiscal year ended December 31, 2007

OR

Commission file number: 000-24085

AXT, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-3031310

(I.R.S. Employer
Identification No.)

4281 Technology Drive, Fremont, California

(Address of principal executive offices)

94538

(Zip Code)

Registrant's telephone number, including area code: **(510) 683-5900**

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Securities registered pursuant to Section 12(b) of the Act:

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| Title of each class | Name of each exchange on which registered |
|---------------------------------|--|
| Common Stock, \$0.001 par value | The NASDAQ Stock Market LLC |

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Securities registered pursuant to Section 12(g) of the Act:

None

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Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. o Yes x No

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. o Yes x No

Indicate by checkmark 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. x Yes o No

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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. (Check one):

Large accelerated filer o

Accelerated filer x

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

Smaller reporting company o

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

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on June 30, 2007 as reported on the Nasdaq National Market, was approximately \$102,257,678. Shares of common stock held by each officer, director and by each person who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not a conclusive determination for other purposes.

As of February 28, 2008, 30,357,982 shares, \$0.001 par value, of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

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Portions of the definitive proxy statement for the registrant's 2008 annual meeting of stockholders to be filed with the Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this form are incorporated by reference into Part III of this Form 10-K report. Except for those portions specifically incorporated by reference herein, such document shall not be deemed to be filed with the Commission as part of this Form 10-K.

AMENDMENT NO. 1 TO FORM 10-K

This Amendment No. 1 on Form 10-K/A (the Amendment) amends our Annual Report on Form 10-K for the year ended December 31, 2007 as originally filed with the Securities and Exchange Commission on March 14, 2008 (the Original Filing). The Amendment solely amends Part IV, Item 15 of the Original Filing to refile paragraphs 1, 2, 4 and 5 of exhibits 31.1 and 31.2, certification of principal executive officer and principal financial officer, respectively.

Except for the revisions described above, this Amendment does not amend, modify or update the Original Filing in any respect. This Amendment does not reflect events that have occurred subsequent to the filing of the Original Filing and, accordingly, this Amendment should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the date of the Original Filing.

AXT, Inc.

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PART IV

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| Item 15. | Exhibits and Financial Statement Schedules <u>Signatures</u> |
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SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

AXT, Inc.

By:

/s/ PHILIP C.S. YIN

Philip C.S. Yin

Chief Executive Officer and Chairman of the Board of Directors

(Principal Executive Officer)

/s/ WILSON W. CHEUNG

Wilson W. Cheung

Chief Financial Officer and Corporate Secretary

(Principal Financial and Accounting Officer)

Date: May 21, 2008

POWER OF ATTORNEY

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|--------------|
| /s/ PHILIP C.S. YIN Philip C.S. Yin | Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i> | May 21, 2008 |
| /s/ WILSON W. CHEUNG Wilson W. Cheung | Chief Financial Officer and Corporate Secretary <i>(Principal Financial Officer and Principal Accounting Officer)</i> | May 21, 2008 |
| /s/ RAYMOND A. LOW* Raymond A. Low | Vice President, Corporate Controller | May 21, 2008 |
| /s/ JESSE CHEN* Jesse Chen | Lead Director | May 21, 2008 |
| /s/ DAVID C. CHANG* David C. Chang | Director | May 21, 2008 |
| /s/ LEONARD LEBLANC* Leonard LeBlanc | Director | May 21, 2008 |
| /s/ MORRIS S. YOUNG* Morris S. Young | Director | May 21, 2008 |
| *By: /s/ WILSON W. CHEUNG ATTORNEY-IN-FACT | | |

AXT, Inc.

EXHIBITS

TO

FORM 10-K/A ANNUAL REPORT

For the Year Ended December 31, 2007

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| Exhibit Number | Description |
|---------------------------|---|
| 31.1 | Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |