



“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

AXT, Inc. (the “Company”) held its Annual Meeting of Stockholders (“Annual Meeting”) on May 23, 2011. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of two (2) Class I directors to hold office for a three-year term and until their respective successors are elected and qualified:

Name of Director	FOR	%	WITHHELD	%	Broker non-vote
David Chang	17,159,983	99.4	106,942	0.6	10,541,700
Morris Young	17,140,308	99.3	126,617	0.7	10,541,700

Dr. Morris S. Young and Dr. David C. Chang were duly elected as Class I directors.

Proposal 2: Advisory vote on executive compensation:

	SHARES	PERCENT
For approval	17,056,809	98.8
Against	192,764	1.1
Abstain	17,352	0.1
Broker non-vote	10,541,700	

Proposal 2 was approved.

Proposal 3: Advisory vote on the frequency of holding an advisory vote on executive compensation:

	SHARES	PERCENT
One Year	11,781,765	68.2
Two Years	664,943	3.9
Three Years	4,801,345	27.8
Abstain	18,871	0.1
Broker non-vote	10,541,700	

The frequency of once every year was selected by our stockholders.

The stockholders select an option other than the board recommendation of once every three years. Pursuant to the stockholders’ preference, the board has determined to hold an advisory vote on executive compensation once every year.

Proposal 4: Ratification of the appointment of Burr Pilger Mayer Inc. as the Company's independent registered public accountants for the fiscal year ending December 31, 2011:

	SHARES	PERCENT
For approval	27,519,518	99.0
Against	138,190	0.5
Abstain	150,917	0.5

Proposal 4 was approved.

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.

AXT, Inc.

By: /s/ RAYMOND A. LOW  
Raymond A. Low  
Chief Financial Officer

Date: May 23, 2011