

AXT INC
Form 8-K
May 24, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

May 24, 2004

(Date of Report; Date of Earliest Event Reported)

AXT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-24085

(Commission File Number)

94-3031310

(IRS Employer Identification No.)

4281 Technology Drive, Fremont,
California

(address of principal executive offices)

94538

(Zip Code)

(510) 683-5900

(Registrant's telephone number, including area code)

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Item 12. REGULATION FD DISCLOSURE

- 12.1 In accordance with Release 33-8216, the information contained herein and in the accompanying exhibit is being furnished under Item 12. This information shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Attached hereto as exhibit 99.1 and incorporated by reference herein is financial information for AXT, Inc. for the quarter ended March 31, 2004 and forward-looking statements relating to the quarter ending June 30, 2004 as presented in a press release of May 24, 2004.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Financial information for AXT, Inc. for the quarter ended March 31, 2004 and forward-looking statements relating to the quarter ending June 30, 2004 as presented in a press release of May 24, 2004.

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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.

Date: May 24, 2004

By: /s/ Donald L. Tatzin

Donald L. Tatzin
Interim Chief Executive Officer

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EXHIBIT INDEX

Exhibit	Description
99.1	Press release, dated May 24, 2004.