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NANOMETRICS INC Form 8-K July 29, 2004

UNITED STATES 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

Date of Report (Date of earliest event reported): JULY 29, 2004

NANOMETRICS INCORPORATED

(Exact name of registrant as specified in its charter)

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

- Item 7. Financial Statements and Exhibits
 - (c) Exhibits
 - 99.1 Press Release, dated July 29, 2004, announcing registrant's second quarter financial results.
- Item 12. Results of Operations and Financial Condition. The information provided in this Form 8-K and the Exhibit attached hereto is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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On July 29, 2004, Nanometrics Incorporated issued a press release announcing its financial results for the second quarter of 2004. A copy of this press release is furnished as Exhibit 99.1 to this Form 8-K.

SIGNATURE

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.

NANOMETRICS INCORPORATED

/s/ Paul B. Nolan
----Paul B. Nolan
Chief Financial Officer
July 29, 2004

EXHIBIT INDEX

Exhibit No.	Description

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