

AXT INC  
Form 8-K  
April 29, 2009

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

Washington, D.C. 20549

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**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): **April 27, 2009**

**AXT, INC.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b>	<b>000-24085</b>	<b>94-3031310</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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**4281 Technology Drive**

**Fremont, California 94538**

(Address of principal executive offices) (Zip Code)

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

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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***Item 2.02 Results of Operations and Financial Condition***

On April 29, 2009, AXT, Inc. issued a press release announcing its financial results for the quarter ended March 31, 2009. A copy of the Company's press release, announcing the results, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in Exhibit 99.1 hereto discussing the Company's results of operations and financial condition for the quarter ended March 31, 2009, is being furnished in accordance with General Instruction B.2 of Form 8-K and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing.

***Item 8.01 Other Events***

At its meeting held on April 27, 2009, the Compensation Committee of the Board of Directors of the Company approved the award of such number of shares of restricted stock to each of its directors equal to \$20,000 divided by the Company's closing stock price on April 27, 2009 of \$0.88, for an award to each member of the Board of Directors of 22,727 shares of Common Stock. These shares vest in equal annual installments over three years on the anniversary of the date of grant. Although the Compensation Committee had previously adopted a policy providing for an annual award of shares of restricted stock to members of the Board of Directors consisting of such number of shares of restricted stock valued at \$25,000, based upon the closing stock price on the date of the grant, the Compensation Committee determined to reduce the 2009 annual award as described above given the Company's current stock price.

***Item 9.01 Financial Statements and Exhibits***

(d) Exhibits

99.1 Press release dated April 29, 2009, regarding the financial results of AXT, Inc. for the quarter ended March 31, 2009.

**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: April 29, 2009

By:

/s/ WILSON W. CHEUNG  
Wilson W. Cheung  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated April 29, 2009, regarding the financial results of AXT, Inc. for the quarter ended March 31, 2009.