

NANOMETRICS INC  
Form 8-K  
November 04, 2008

**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**

November 4, 2008

Date of Report (date of earliest event reported)

**Nanometrics Incorporated**

(Exact name of Registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-13470**  
(Commission File Number)

**94-2276314**  
(I. R. S. Employer

Identification No.)

1550 Buckeye Drive, Milpitas, California 95035

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(Address of principal executive offices)

**Registrant's telephone number, including area code: (408) 545-6000**

N/A

(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:

- .. 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))

**Item 2.02 Results of Operations and Financial Condition.**

On October 30, 2008, Nanometrics Incorporated (the Company) held a conference call to discuss its financial results for the third quarter ended September 27, 2008. Pursuant to General Instruction F to Form 8-K, a copy of the transcript from the conference call (the Transcript) is attached hereto as Exhibit 99.1 and is incorporated into this Item 2.02 by this reference.

The information contained in this Item 2.02, including the related information set forth in the Transcript attached hereto and incorporated by reference herein, is being *furnished* and shall not be deemed *filed* for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Securities Exchange Act of 1934, as amended, except as otherwise expressly stated in any such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Nanometrics Incorporated's transcript from the conference call held on October 30, 2008, with respect to its financial results for the third quarter.*

\* The Transcript attached hereto as Exhibit 99.1 is *furnished* and not *filed*, as described in Item 2.02 of this Current Report on 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.

Dated: October 31, 2008

NANOMETRICS INCORPORATED

/s/ Bruce A. Crawford  
Bruce A. Crawford  
Chief Financial Officer

**INDEX TO EXHIBITS**

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