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AEHR TEST SYSTEMS

Form 8-K

October 23, 2014

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): October 21, 2014

Aehr Test Systems  
(Exact name of Registrant as specified in its charter)

California 000-22893 94-2424084  
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer  
incorporation or organization) Identification Number)

400 Kato Terrace  
Fremont, California 94539  
(Address of principal executive offices, including zip code)

510-623-9400  
(Registrant's telephone number, including area code)

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 (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))

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Annual Meeting of Shareholders of Aehr Test Systems (the "Company") was held on October 21, 2014 (the "Annual Meeting"). There were 11,497,711 shares of common stock entitled to vote at the Annual Meeting and 10,829,092 shares were present in person or by proxy.

Four items of business were acted upon by shareholders at the Annual

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Meeting. The voting results are as follows:

Proposal One: Election of Directors of the Company.

| NOMINEE            | VOTES FOR | VOTES WITHHELD | BROKER<br>NON-VOTES |
|--------------------|-----------|----------------|---------------------|
| -----              | -----     | -----          | -----               |
| Rhea J. Posedel    | 5,226,656 | 5,100          | 5,597,336           |
| Gayn Erickson      | 5,227,656 | 4,100          | 5,597,336           |
| Robert R. Anderson | 5,135,344 | 96,412         | 5,597,336           |
| William W.R. Elder | 5,134,844 | 96,912         | 5,597,336           |
| Mukesh Patel       | 5,227,656 | 4,100          | 5,597,336           |
| Mario M. Rosati    | 5,227,156 | 4,600          | 5,597,336           |
| Howard T. Slayen   | 5,227,656 | 4,100          | 5,597,336           |

Proposal Two: Approve an amendment to the Company's 2006 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by an additional 750,000 shares.

| PROPOSAL | VOTES<br>FOR | VOTES<br>AGAINST | VOTES<br>ABSTAIN | BROKER<br>NON-VOTES |
|----------|--------------|------------------|------------------|---------------------|
| -----    | -----        | -----            | -----            | -----               |
| TWO      | 4,714,748    | 508,308          | 8,700            | 5,597,336           |

Proposal Three: Ratify the selection of Burr Pilger Mayer, Inc. as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2015.

| PROPOSAL | VOTES<br>FOR | VOTES<br>AGAINST | VOTES<br>ABSTAIN | BROKER<br>NON-VOTES |
|----------|--------------|------------------|------------------|---------------------|
| -----    | -----        | -----            | -----            | -----               |
| THREE    | 10,818,222   | 10,720           | 150              | --                  |

Proposal Four: Approve, on an advisory basis, the compensation of the Company's named executive officers.

| PROPOSAL | VOTES<br>FOR | VOTES<br>AGAINST | VOTES<br>ABSTAIN | BROKER<br>NON-VOTES |
|----------|--------------|------------------|------------------|---------------------|
| -----    | -----        | -----            | -----            | -----               |

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FOUR                    5,093,996                    27,803                    109,957                    5,597,336

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.

Aehr Test Systems  
(Registrant)

Date: October 23, 2014

By: /S/ GARY L. LARSON

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Gary L. Larson  
Vice President of Finance and  
Chief Financial Officer