

AXT INC  
Form S-3MEF  
December 15, 2006

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As filed with the Securities and Exchange Commission on December 15, 2006

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-3MEF

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### AXT, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**94-3031310**

(I.R.S. Employer  
Identification No.)

**4281 Technology Drive  
Fremont, California 94538  
(510) 683-5900**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Philip C.S. Yin  
Chief Executive Officer  
AXT, Inc.  
4281 Technology Drive  
Fremont, California 94538  
(510) 683-5900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Wilson W. Cheung  
Chief Financial Officer and Corporate  
Secretary  
AXT, Inc.  
4281 Technology Drive  
Fremont, California 94538  
(510) 683-5900**

Copies to:  
**Sally J. Rau, Esq.  
DLA Piper US LLP  
2000 University Avenue  
East Palo Alto, CA 94303-2248  
(650) 833-2000**

**Laird H. Simons III, Esq.  
Fenwick & West LLP  
801 California Street  
Mountain View, CA 94041  
(650) 988-8500**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

## Edgar Filing: AXT INC - Form S-3MEF

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-135474

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a Registration Statement pursuant to General Instruction I.D. or a Post-Effective Amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a Post-Effective Amendment to a Registration Statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(1)
Common Stock, par value \$0.001 per share (3)	\$4,756,250	\$509

(1) Calculated pursuant to rule 457(o) under the Securities Act.

(2) In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$4,756,250.

(3) Includes rights to be issued under the registrant's stockholder rights agreement.

**EXPLANATORY NOTE**

This registration statement is being filed to register an additional \$4,756,250 of shares of our common stock, par value \$0.001 per share, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-135474) which was declared effective on August 3, 2006, including all amendments and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this registration statement.





**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of DLA Piper Rudnick Gray Cary US LLP
23.1	Consent of DLA Piper Rudnick Gray Cary US LLP (contained in Exhibit 5.1)
23.2	Consent of Burr, Pilger & Mayer LLP, Independent Registered Public Accounting Firm
23.3	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24	Power of Attorney (contained in the signature page hereof)

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