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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 12, 2017, Jeffrey Andreson informed Nanometrics Incorporated that he was resigning as the Chief Financial Officer of Nanometrics, effective December 5, 2017.

Upon Mr. Andreson's departure from Nanometrics, Greg Swyt will assume the role of principal financial officer of Nanometrics. Mr. Swyt, age 56, has served as the Vice President, Finance of Nanometrics from August 2016 to present. Prior to joining Nanometrics, Mr. Swyt was Managing Director, Finance, at Intevac Corporation, a company delivering thin film solutions, from May 2008 to July 2016, where he managed the Global Financial Planning and Analysis Organization, which also included Manufacturing Finance, Government Finance and Regional Finance. Mr. Swyt received a MBA and a BS in Finance from San Jose State University.

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

Dated: November 13, 2017 /s/ Janet Taylor  
Janet Taylor

General Counsel