

VEECO INSTRUMENTS INC

FORM 8-K/A

(Amended Current report filing)

Filed 10/02/01 for the Period Ending 09/17/01

Address	TERMINAL DRIVE PLAINVIEW, NY 11803
Telephone	516 677-0200
CIK	0000103145
Symbol	VECO
SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

VEECO INSTRUMENTS INC

FORM 8-K/A (Unscheduled Material Events)

Filed 10/2/2001 For Period Ending 9/17/2001

Address	TERMINAL DR PLAINVIEW, New York 11803
Telephone	516-349-8300
CIK	0000103145
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 2 TO
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 17, 2001

VEECO INSTRUMENTS INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	0-16244	11-2989601
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(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)
100 SUNNYSIDE BOULEVARD, WOODBURY, NEW YORK		11797
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(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)		(ZIP CODE)

Registrant's telephone number, including area code: (516) 677-0200

NOT APPLICABLE.

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT.)

The registrant hereby amends its Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2001, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on October 1, 2001, by deleting the date "September 21, 2001" in the first line of Item 2 - Acquisition or Disposition of Assets thereof and replacing such date with "September 17, 2001". As so amended, Item 2 will now read in its entirety as follows:

Item 2. Acquisition or Disposition of Assets.

On September 17, 2001, Veeco Instruments Inc. (the "Company") consummated the transactions contemplated by the Agreement and Plan of Merger, dated as of September 6, 2001 (the "Merger Agreement"), by and among the Company, Veeco Acquisition Corp. ("Acquisition"), Applied Epi, Inc. ("Applied Epi"), the shareholders of Applied Epi listed on the signature pages thereto and Paul E. Colombo, as Stockholders' Representative. Pursuant to the Merger Agreement, Acquisition merged with and into Applied Epi. As a result, Applied Epi became a wholly-owned subsidiary of the Company. Under the Merger Agreement, the stockholders of Applied Epi became entitled to receive an aggregate of 3,883,460 shares of common stock of the Company and \$29.8 million in cash. The merger consideration was determined by arms-length negotiations among the respective parties. The cash portion of the merger consideration was paid out of the Company's available cash. The merger will be accounted for using the purchase method of accounting.

SIGNATURES

Pursuant to the requirement 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.

October 2, 2001

VEECO INSTRUMENTS INC.
(Registrant)

By: /s/ Gregory A. Robbins

Gregory A. Robbins
Vice President and General Counsel