

VEECO INSTRUMENTS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/05/05

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VEECO INSTRUMENTS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

11-2989601

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

**100 Sunnyside Boulevard, Suite B
Woodbury, New York 11797**

(Address of Principal Executive Offices)

Veeco Instruments Inc.

First Amended and Restated Employee Stock Purchase Plan (as amended)

(Full title of the plan)

**Gregory A. Robbins
Vice President and General Counsel
Veeco Instruments Inc.**

**100 Sunnyside Boulevard, Suite B
Woodbury, New York 11797**

(Name and address of agent for service)

(516) 677-0200

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	1,250,000(2) \$	20.47	\$ 25,581,250	\$ 3,011

(1) An estimate, based on the average of the high and low prices as of August 1, 2005 as determined in accordance with Rule 457(c) and (h) under the Securities Act of 1933, has been made solely for the purpose of calculating the registration fee relating to the shares of Common Stock to be registered hereunder and subsequently offered at prices computed upon the basis of fluctuating market prices.

(2) Represents an additional 1,250,000 shares of Common Stock issuable pursuant to the Registrant's First Amended and Restated Employee Stock Purchase Plan, as amended (the "Plan"). 500,000 shares and 250,000 shares of Common Stock issuable pursuant to the Plan were previously registered pursuant to the Registrant's Registration Statement on Form S-8, File Number 33-107844, filed on August 11, 2003, and Form S-8, File Number 33-95422, filed on August 4, 1995, respectively. This registration statement also relates to such indeterminate number of additional shares of Common Stock of Veeco Instruments Inc. as may be issuable as a result of stock splits, stock dividends or additional

similar transactions.

Pursuant to General Instruction E to Form S-8, this registration statement on Form S-8 registers the offer and sale of an additional 1,250,000 shares of Common Stock for issuance under the Plan. The contents of the prior registration statements for the Plan, File Number 33-107844, filed on August 11, 2003, and File Number 33-95422, filed on August 4, 1995, are hereby incorporated by reference.

Item 8. Exhibits

Unless otherwise indicated, each of the following exhibits has been previously filed with the Securities and Exchange Commission by the Company under File No. 0-16244.

<u>Number</u>	<u>Exhibit</u>	<u>Incorporated by Reference to:</u>
4.1	Amendment No. 2 effective January 1, 2004 to the Veeco Instruments Inc. First Amended and Restated Employee Stock Purchase Plan	Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2004, Exhibit 10.1
4.2	Amendment No. 3 effective January 1, 2005 to the Veeco Instruments Inc. First Amended and Restated Employee Stock Purchase Plan	Annual Report on Form 10-K for the Year Ended December 31, 2004, Exhibit 10.27
5.1	Opinion of Gregory A. Robbins as to the legality of shares of Common Stock being registered	Filed herewith
23.1	Consent of Ernst & Young LLP	Filed herewith
23.2	Consent of Gregory A. Robbins	Included in the opinion filed as Exhibit 5.1
24.1	Power of Attorney	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodbury, New York, on August 5, 2005.

Veeco Instruments Inc.

By: /s/ Edward H. Braun
Name: Edward H. Braun
Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on August 5, 2005.

<u>Signatures</u>	<u>Capacity</u>
<u>/s/ Edward H. Braun</u> Edward H. Braun	Director, Chairman and Chief Executive Officer (principal executive officer)
<u>/s/ John F. Rein, Jr.</u> John F. Rein, Jr.	Executive Vice President, Chief Financial Officer and Secretary (principal financial officer)
<u>/s/ John P. Kiernan</u> John P. Kiernan	Senior Vice President, Finance, Chief Accounting Officer and Corporate Controller (principal accounting officer)
<u>*</u> Richard A. D'Amore	Director
<u>*</u> Joel A. Elftmann	Director
<u>*</u> Heinz K. Fridrich	Director

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Douglas A. Kingsley

Director

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Paul R. Low

Director

*

Roger D. McDaniel

Director

*

Irwin H. Pfister

Director

*

Peter J. Simone

Director

* By: /s/ Gregory A. Robbins
Gregory A. Robbins

Attorney-in-Fact

INDEX TO EXHIBITS

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Veeco Instruments Inc.
100 Sunnyside Boulevard, Suite B
Woodbury, NY 11797

August 5, 2005

Veeco Instruments Inc.
100 Sunnyside Boulevard, Suite B
Woodbury, New York 11797

Ladies and Gentlemen:

I am Vice President and General Counsel of Veeco Instruments Inc., a Delaware corporation (the "Company"), and in such capacity I have acted as counsel to the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations promulgated thereunder (the "Rules"). The Registration Statement covers 1,250,000 shares, par value \$0.01 per share of common stock (the "Shares") of the Company, to be issued pursuant to the Company's First Amended and Restated Employee Stock Purchase Plan, as amended (the "Plan").

In that connection, I have reviewed copies of the Company's certificate of incorporation, its bylaws, resolutions of its board of directors, the Registration Statement, the Plan and such other documents as I have deemed appropriate. On the basis of such review, and having regard to legal considerations I deem relevant, I am of the opinion that the Shares have been duly authorized for issuance and that the Shares, when issued and delivered by the Company and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

I am admitted to practice law in the State of New York and, as such, the opinion set forth above is limited as to matters of law based solely on applicable provisions of the General Corporation Law of the State of Delaware and I express no opinion as to any other laws, statutes, ordinances, rules or regulations. I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required by the Act or the Rules.

Sincerely,

/s/ Gregory A. Robbins

Gregory A. Robbins
Vice President and General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the First Amended and Restated Employee Stock Purchase Plan (as amended) of Veeco Instruments Inc. of our reports dated March 15, 2005, with respect to the consolidated financial statements and schedule of Veeco Instruments Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2004, Veeco Instruments Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Veeco Instruments Inc., filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Melville, New York
August 5, 2005

POWER OF ATTORNEY

Each of the undersigned, in the capacities relative to Veeco Instruments Inc. ("Veeco") stated below, hereby appoints each of Edward H. Braun, John F. Rein, Jr. and Gregory A. Robbins, acting individually, his true and lawful attorney-in-fact, with full power of substitution and resubstitution, to sign and file with the Securities and Exchange Commission (a) a registration statement on Form S-8 relating to the offer and sale of an additional 2,000,000 shares of Veeco's common stock, par value \$0.01 per share ("Common Stock"), for issuance under Veeco's 2000 Stock Incentive Plan, as amended; (b) a registration statement on Form S-8 relating to the offer and sale of an additional 1,250,000 shares of Veeco's Common Stock for issuance under Veeco's First Amended and Restated Employee Stock Purchase Plan, as amended; and (c) any and all amendments, including post-effective amendments, to such registration statements, in each case, with full power and authority to do and perform each act required in connection therewith, as fully as he might do in person.

The undersigned has executed this Power of Attorney as of July 22, 2004.

<u>Signatures</u>	<u>Capacity</u>
<u>/s/ Edward H. Braun</u> Edward H. Braun	Director, Chairman and Chief Executive Officer (principal executive officer)
<u>/s/ Richard A. D'Amore</u> Richard A. D'Amore	Director
<u>/s/ Joel A. Elftmann</u> Joel A. Elftmann	Director
<u>/s/ Heinz K. Fridrich</u> Heinz K. Fridrich	Director
<u>/s/ Douglas A. Kingsley</u> Douglas A. Kingsley	Director
<u>/s/ Paul R. Low</u> Paul R. Low	Director
<u>/s/ Roger D. McDaniel</u> Roger D. McDaniel	Director
<u>/s/ Irwin H. Pfister</u> Irwin H. Pfister	Director
