

VEECO INSTRUMENTS INC

FORM 8-K

(Current report filing)

Filed 05/17/13 for the Period Ending 05/13/13

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|-------------|---|
| 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 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): **May 13 , 2013**

VEECO INSTRUMENTS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-16244
(Commission
File Number)

11-2989601
(IRS Employer
Identification No.)

Terminal Drive, Plainview, New York 11803
(Address of principal executive offices)

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

Not applicable
(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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Veeco Instruments Inc. (“Veeco” or the “Company”) announced today that it received a letter from The NASDAQ Stock Market LLC (“NASDAQ”) on May 13, 2013 notifying the Company that it is not in compliance with NASDAQ Listing Rule 5250(c)(1) because its Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (the “Form 10-Q”) was not filed on a timely basis with the Securities and Exchange Commission. NASDAQ Listing Rule 5250(c)(1) requires the Company to timely file all required periodic financial reports with the SEC.

As previously announced, the Form 10-Q, as well as the Company’s annual report on Form 10-K for the year ended December 31, 2012 and quarterly report on Form 10-Q for the quarter ended September 30, 2012, could not be filed timely because the Company is reviewing the timing of the recognition of revenue and related expenses on the sale of certain of its products. The accounting review was announced on November 15, 2012. The Company continues to conduct the review and intends to file its Forms 10-Q and 10-K as soon as reasonably practicable after these accounting matters have been resolved.

Veeco had previously announced that it had submitted to NASDAQ a plan to regain compliance with NASDAQ’s requirements for continued listing and that NASDAQ had granted an extension, to May 20, 2013, for the Company to regain compliance with NASDAQ’s requirements for continued listing.

The Company does not expect to regain compliance with NASDAQ’s requirements for continued listing by May 20, 2013. As a result, the Company intends to request a hearing before the NASDAQ Listing Qualifications Panel to request additional time to regain compliance with NASDAQ’s requirements for continued listing and to request that NASDAQ allow the Company’s securities to remain listed on The NASDAQ Global Select Market until such time as the hearing process concludes and any resulting exception period expires.

A copy of the press release disclosing the Company’s receipt of the NASDAQ notification letter is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 99.1 | Press release issued by Veeco dated May 17, 2013 |

The information in this report, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section, nor shall this information or these exhibits be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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.

March 17, 2013

VEECO INSTRUMENTS INC.

By: /s/ Gregory A. Robbins

Name: Gregory A. Robbins

Title: Senior Vice President and General Counsel

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
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NEWS

Veeco Instruments Inc., 1 Terminal Drive, Plainview, NY 11803 Tel. 516-677-0200 Fax. 516-677-0380

FOR IMMEDIATE RELEASE

Contact: Debra Wasser, SVP Investor Relations & Corporate Communications, 516-677-0200 x1472

**VEECO RECEIVES NASDAQ NOTICE
REGARDING LATE FORM 10-Q FILING**

Plainview, N.Y., May 17, 2013 — Veeco Instruments Inc. (NASDAQ: VECO) announced today that it received a letter from The NASDAQ Stock Market LLC ("NASDAQ") on May 13, 2013 notifying the Company that it is not in compliance with NASDAQ Listing Rule 5250 (c) (1) because its Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 was not filed on a timely basis with the Securities and Exchange Commission. As previously announced, this Form 10-Q, as well as the Company's annual report on Form 10-K for the year ended December 31, 2012 and quarterly report on Form 10-Q for the quarter ended September 30, 2012, could not be filed timely because the Company is reviewing the timing of the recognition of revenue and related expenses on the sale of certain of its products. The accounting review was announced on November 15, 2012.

For information on the accounting review, please click here to visit Veeco's May 10, 2013 12b-25 filing. The Company continues to conduct the review and intends to file its Forms 10-Q and 10-K as soon as reasonably practicable after these accounting matters have been resolved.

Veeco had previously announced that it had submitted to NASDAQ a plan to regain compliance with NASDAQ's requirements for continued listing and that NASDAQ had granted an extension, to May 20, 2013, for the Company to regain compliance with NASDAQ's requirements for continued listing.

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About Veeco

Veeco's process equipment solutions enable the manufacture of LEDs, power electronics, hard drives, MEMS and wireless chips. We are the market leader in MOCVD, MBE, Ion Beam and other advanced thin film process technologies. Our high performance systems drive innovation in energy efficiency, consumer electronics and network storage and allow our customers to maximize productivity and achieve lower cost of ownership. For information on our company, products and worldwide service and support, please visit www.veeco.com.

To the extent that this news release discusses expectations or otherwise makes statements about the future, such statements are forward-looking and are subject to a number of risks and uncertainties that could cause actual results to differ materially from the statements made. These factors include the risks discussed in the Business Description and Management's Discussion and Analysis sections of Veeco's Annual Report on Form 10-K for the year ended December 31, 2011 and in our subsequent quarterly reports on Form 10-Q, current reports on Form 8-K and press releases. Veeco does not undertake any obligation to update any forward-looking statements to reflect future events or circumstances after the date of such statements.

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