

AXT INC
Form 10-Q/A
May 21, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
for the quarterly period ended March 31, 2008
or
 Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from to

Commission File Number 000-24085

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

(Address of principal executive offices) (Zip code)

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(510) 683-5900

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at April 30, 2008 |
|---------------------------------|-------------------------------|
| Common Stock, \$0.001 par value | 30,408,403 |

AMENDMENT NO. 1 TO FORM 10-Q

This Amendment No. 1 on Form 10-Q/A (the Amendment) amends our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 as originally filed with the Securities and Exchange Commission on May 12, 2008 (the Original Filing). The Amendment solely amends Part II, Item 6 of the Original Filing to refile paragraphs 1, 2, 4 and 5 of exhibits 31.1 and 31.2, certification of principal executive officer and principal financial officer, respectively.

Except for the revisions described above, this Amendment does not amend, modify or update the Original Filing in any respect. This Amendment does not reflect events that have occurred subsequent to the filing of the Original Filing and, accordingly, this Amendment should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the date of the Original Filing.

AXT, Inc.

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PART IV

Item 6. Exhibits
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SIGNATURES

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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, thereunto duly authorized.

AXT, Inc.

By:

/s/ PHILIP C.S. YIN

Philip C.S. Yin

Chief Executive Officer and Chairman of the Board of Directors

(Principal Executive Officer)

/s/ WILSON W. CHEUNG

Wilson W. Cheung

Chief Financial Officer and Corporate Secretary

(Principal Financial and Accounting Officer)

Date: May 21, 2008

AXT, Inc.

EXHIBITS

TO

FORM 10-Q/A QUARTERLY REPORT

For the Quarter Ended March 31, 2008

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| Exhibit Number | Description |
|---------------------------|---|
| 31.1 | Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |