

VEECO INSTRUMENTS INC  
Form 10-Q  
August 01, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2011

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 0-16244

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**VEECO INSTRUMENTS INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**11-2989601**  
(I.R.S. Employer  
Identification Number)

**Terminal Drive**  
**Plainview, New York**  
(Address of Principal Executive Offices)

**11803**  
(Zip Code)

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

Website: **www.veeco.com**

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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 Exchange 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 the 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

41,055,451 shares of common stock, \$0.01 par value per share, were outstanding as of the close of business on July 26, 2011.

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**SAFE HARBOR STATEMENT**

This Quarterly Report on Form 10-Q (the Report ) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Discussions containing such forward-looking statements may be found in Part I. Items 2 and 3 hereof, as well as within this Report generally. In addition, when used in this Report, the words believes, anticipates, expects, estimates, plans, intends and similar expressions are intended to identify forward-looking statements. All forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from projected results. These risks and uncertainties include, without limitation, the following:

- We may be adversely affected by the tightening of China's credit market.
- Our failure to successfully manage our outsourcing activities or failure of our outsourcing partners to perform as anticipated could adversely affect our results of operations and our ability to realize the benefits of the increased MOCVD order volume;
- The reduction or elimination of foreign government subsidies and economic incentives may adversely affect the future order rate for our MOCVD equipment;
- Manufacturing interruptions or delays could affect our ability to meet customer demand, while the failure to estimate customer demand accurately could result in excess or obsolete inventory and/or liabilities to our suppliers for products no longer needed;
- We rely on a limited number of suppliers, some of whom are our sole source for particular components;
- Our backlog is subject to customer cancellation or modification and such cancellation could result in decreased sales and increased provisions for excess and obsolete inventory and/or liabilities to our suppliers for products no longer needed;
- Our sales to HB LED and data storage manufacturers are highly dependent on these manufacturers' sales for consumer electronics applications, which can experience significant volatility due to seasonal and other factors. This could materially adversely impact our future results of operations;
- Negative worldwide economic conditions could result in a decrease in our net sales and an increase in our operating costs, which could adversely affect our business and operating results;

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- We are exposed to the risks of operating a global business, including the need to obtain export licenses for certain of our shipments and political risks in the countries we operate;
- We are exposed to risks associated with our entrance into the emerging solar industry;
- The timing of our orders, shipments, and revenue recognition may cause our quarterly operating results to fluctuate significantly;
- We operate in industries characterized by rapid technological change;
- We face significant competition;
- We depend on a limited number of customers that operate in highly concentrated industries;
- The cyclical nature of the industries we serve directly affects our business;
- Our sales cycle is long and unpredictable;
- Our inability to attract, retain, and motivate key employees could have a material adverse effect on our business;
- The price of our common shares may be volatile and could decline significantly;

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- We are subject to foreign currency exchange risks;
  
- The enforcement and protection of our intellectual property rights may be expensive and could divert our limited resources;
  
- We may be subject to claims of intellectual property infringement by others;
  
- Our acquisition strategy subjects us to risks associated with evaluating and pursuing these opportunities and integrating these businesses;
  
- We may be required to take additional impairment charges for goodwill and indefinite-lived intangible assets or definite-lived intangible and long-lived assets;
  
- We may not receive the escrowed proceeds from the sale of our Metrology business;
  
- Changes in accounting pronouncements or taxation rules or practices may adversely affect our financial results;
  
- We are subject to the internal control evaluations and attestation requirements of Section 404 of the Sarbanes-Oxley Act;
  
- We are subject to risks of non-compliance with environmental, health and safety regulations;
  
- We have significant operations in locations which could be materially and adversely impacted in the event of a natural disaster or other significant disruption;
  
- We have adopted certain measures that may have anti-takeover effects which may make an acquisition of our Company by another company more difficult; and
  
- The matters set forth in this Report generally, including the risk factors set forth in Part 2. Item 1A. Risk Factors.

Consequently, such forward-looking statements should be regarded solely as the Company's current plans, estimates, and beliefs. The Company does not undertake any obligation to update any forward-looking statements to reflect future events or circumstances after the date of such statements.

#### **Available Information**

We file annual, quarterly and current reports, information statements and other information with the Securities and Exchange Commission (the SEC). The public may obtain information by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is [www.sec.gov](http://www.sec.gov).

#### **Internet Address**

We maintain a website where additional information concerning our business and various upcoming events can be found. The address of our website is [www.veeco.com](http://www.veeco.com). We provide a link on our website, under Investors' Financial Information - SEC Filings, through which investors can access our filings with the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to such reports. These filings are posted to our Internet site, as soon as reasonably practicable after we electronically file such material with the SEC.

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**Veeco Instruments Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Income**  
(In thousands, except per share data)  
(Unaudited)

|                                                                | Three months ended |            | Six months ended |            |
|----------------------------------------------------------------|--------------------|------------|------------------|------------|
|                                                                | June 30,           |            | June 30,         |            |
|                                                                | 2011               | 2010       | 2011             | 2010       |
| Net sales                                                      | \$ 264,815         | \$ 221,389 | \$ 519,491       | \$ 356,139 |
| Cost of sales                                                  | 164,747            | 122,589    | 290,091          | 200,599    |
| Gross profit                                                   | 100,068            | 98,800     | 229,400          | 155,540    |
| Operating expenses (income):                                   |                    |            |                  |            |
| Selling, general and administrative                            | 28,838             | 20,557     | 52,771           | 38,283     |
| Research and development                                       | 28,831             | 16,600     | 53,413           | 29,556     |
| Amortization                                                   | 1,489              | 1,238      | 2,624            | 2,476      |
| Restructuring                                                  | 11,125             |            | 11,125           | (179)      |
| Asset impairment                                               | 6,211              |            | 6,211            |            |
| Other, net                                                     | (95)               | 525        | (82)             | 350        |
| Total operating expenses                                       | 76,399             | 38,920     | 126,062          | 70,486     |
| Operating income                                               | 23,669             | 59,880     | 103,338          | 85,054     |
| Interest expense, net                                          | 86                 | 1,762      | 1,385            | 3,544      |
| Loss on extinguishment of debt                                 | 3,045              |            | 3,349            |            |
| Income from continuing operations before income taxes          | 20,538             | 58,118     | 98,604           | 81,510     |
| Income tax provision                                           | 1,326              | 8,188      | 26,309           | 8,755      |
| Income from continuing operations                              | 19,212             | 49,930     | 72,295           | 72,755     |
| Discontinued operations:                                       |                    |            |                  |            |
| (Loss) income from discontinued operations before income taxes | (397)              | 3,895      | (895)            | 7,857      |
| Income tax (benefit) provision                                 | (391)              | 1,432      | (448)            | 2,175      |
| (Loss) income from discontinued operations                     | (6)                | 2,463      | (447)            | 5,682      |
| Net income                                                     | \$ 19,206          | \$ 52,393  | \$ 71,848        | \$ 78,437  |
| Income (loss) per common share:                                |                    |            |                  |            |
| Basic:                                                         |                    |            |                  |            |
| Continuing operations                                          | \$ 0.47            | \$ 1.26    | \$ 1.79          | \$ 1.85    |
| Discontinued operations                                        |                    | 0.06       | (0.01)           | 0.15       |
| Income                                                         | \$ 0.47            | \$ 1.32    | \$ 1.78          | \$ 2.00    |
| Diluted :                                                      |                    |            |                  |            |
| Continuing operations                                          | \$ 0.45            | \$ 1.15    | \$ 1.69          | \$ 1.75    |
| Discontinued operations                                        |                    | 0.05       | (0.01)           | 0.13       |
| Income                                                         | \$ 0.45            | \$ 1.20    | \$ 1.68          | \$ 1.88    |
| Weighted average shares outstanding:                           |                    |            |                  |            |
| Basic                                                          | 40,998             | 39,761     | 40,433           | 39,283     |



|         |        |        |        |        |
|---------|--------|--------|--------|--------|
| Diluted | 43,002 | 43,506 | 42,780 | 41,683 |
|---------|--------|--------|--------|--------|

**Veeco Instruments Inc. and Subsidiaries**

**Condensed Consolidated Statements of Comprehensive Income**

**(In thousands)**

**(Unaudited)**

|                                                  | Three months ended<br>June 30, |           | Six months ended<br>June 30, |           |
|--------------------------------------------------|--------------------------------|-----------|------------------------------|-----------|
|                                                  | 2011                           | 2010      | 2011                         | 2010      |
| Net income                                       | \$ 19,206                      | \$ 52,393 | \$ 71,848                    | \$ 78,437 |
| Other comprehensive income (loss), net of tax    |                                |           |                              |           |
| Foreign currency translation                     | 686                            | (152)     | 1,157                        | (825)     |
| Unrealized gain on available-for-sale securities | 194                            |           | 220                          |           |
| Comprehensive income                             | \$ 20,086                      | \$ 52,241 | \$ 73,225                    | \$ 77,612 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**Veeco Instruments Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
(In thousands)

|                                                   | June 30,<br>2011<br>(Unaudited) | December 31,<br>2010 |
|---------------------------------------------------|---------------------------------|----------------------|
| <b>Assets</b>                                     |                                 |                      |
| Current assets:                                   |                                 |                      |
| Cash and cash equivalents                         | \$ 197,668                      | \$ 245,132           |
| Short-term investments                            | 380,506                         | 394,180              |
| Restricted cash                                   | 54,484                          | 76,115               |
| Accounts receivable, net                          | 128,000                         | 150,528              |
| Inventories                                       | 113,339                         | 108,487              |
| Prepaid expenses and other current assets         | 69,880                          | 34,328               |
| Assets held for sale                              | 2,341                           |                      |
| Deferred income taxes                             | 7,000                           | 13,803               |
| Total current assets                              | 953,218                         | 1,022,573            |
| Property, plant and equipment at cost, net        | 62,397                          | 42,320               |
| Goodwill                                          | 67,107                          | 52,003               |
| Deferred income taxes                             | 2,998                           | 9,403                |
| Intangible assets, net                            | 28,373                          | 16,893               |
| Other assets                                      | 6,350                           | 4,842                |
| Total assets                                      | \$ 1,120,443                    | \$ 1,148,034         |
| <b>Liabilities and equity</b>                     |                                 |                      |
| Current liabilities:                              |                                 |                      |
| Accounts payable                                  | \$ 60,046                       | \$ 32,220            |
| Accrued expenses and other current liabilities    | 195,017                         | 183,010              |
| Deferred profit                                   | 3,948                           | 4,109                |
| Income taxes payable                              | 4,193                           | 56,369               |
| Liabilities of discontinued segment held for sale | 5,359                           | 5,359                |
| Current portion of long-term debt                 | 238                             | 101,367              |
| Total current liabilities                         | 268,801                         | 382,434              |
| Long-term debt                                    | 2,532                           | 2,654                |
| Other liabilities                                 | 306                             | 434                  |
| Total equity                                      | 848,804                         | 762,512              |
| Total liabilities and equity                      | \$ 1,120,443                    | \$ 1,148,034         |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**Veeco Instruments Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

|                                                                                   | Six months ended<br>June 30, |            |
|-----------------------------------------------------------------------------------|------------------------------|------------|
|                                                                                   | 2011                         | 2010       |
| <b>Operating activities</b>                                                       |                              |            |
| Net income                                                                        | \$ 71,848                    | \$ 78,437  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                              |            |
| Depreciation and amortization                                                     | 7,009                        | 6,552      |
| Amortization of debt discount                                                     | 1,260                        | 1,501      |
| Non-cash equity-based compensation                                                | 7,161                        | 4,389      |
| Non-cash asset impairment                                                         | 6,211                        |            |
| Non-cash inventory write-off                                                      | 33,375                       |            |
| Non-cash restructuring                                                            | 11,125                       |            |
| Loss on extinguishment of debt                                                    | 3,349                        |            |
| Deferred income taxes                                                             | 6,749                        | (4,756)    |
| Excess tax benefits from stock option exercises                                   | (7,254)                      |            |
| Other, net                                                                        | 270                          | 3,930      |
| Changes in operating assets and liabilities:                                      |                              |            |
| Accounts receivable                                                               | 23,813                       | (48,947)   |
| Inventories                                                                       | (26,150)                     | (5,936)    |
| Prepaid expenses and other current assets                                         | (41,915)                     | (1,475)    |
| Accounts payable                                                                  | 27,748                       | 20,250     |
| Accrued expenses, deferred profit and other current liabilities                   | (3,842)                      | 45,655     |
| Income taxes payable                                                              | (44,737)                     | 13,318     |
| Other, net                                                                        | (708)                        | (3,900)    |
| Net cash provided by operating activities                                         | 75,312                       | 109,018    |
| <b>Investing activities</b>                                                       |                              |            |
| Capital expenditures                                                              | (31,291)                     | (5,894)    |
| Payments for net assets of businesses acquired                                    | (28,273)                     |            |
| Transfers from restricted cash                                                    | 21,633                       |            |
| Proceeds from the maturity of CDARS                                               |                              | 160,141    |
| Proceeds from sales of short-term investments                                     | 374,226                      |            |
| Payments for purchases of short-term investments                                  | (361,051)                    | (78,500)   |
| Other                                                                             | 1                            | (261)      |
| Net cash (used in) provided by investing activities                               | (24,755)                     | 75,486     |
| <b>Financing activities</b>                                                       |                              |            |
| Proceeds from stock option exercises                                              | 9,095                        | 33,113     |
| Restricted stock tax withholdings                                                 | (2,658)                      | (2,898)    |
| Excess tax benefits from stock option exercises                                   | 7,254                        |            |
| Purchases of treasury stock                                                       | (7,753)                      |            |
| Repayments of long-term debt                                                      | (105,686)                    | (105)      |
| Other                                                                             | (2)                          |            |
| Net cash (used in) provided by financing activities                               | (99,750)                     | 30,110     |
| Effect of exchange rate changes on cash and cash equivalents                      | 1,729                        | (1,803)    |
| Net (decrease) increase in cash and cash equivalents                              | (47,464)                     | 212,811    |
| Cash and cash equivalents at beginning of year                                    | 245,132                      | 148,500    |
| Cash and cash equivalents at end of year                                          | \$ 197,668                   | \$ 361,311 |
| <b>Non-cash investing and financing activities</b>                                |                              |            |
| Transfers from property, plant and equipment to inventory                         | \$                           | \$ 1,102   |

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|                                                            |     |
|------------------------------------------------------------|-----|
| Transfers from inventory to property, plant and equipment  | 850 |
| Sale of property, plant and equipment with note receivable | 140 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**Veeco Instruments Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements (Unaudited)**

**Note 1 Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of Veeco Instruments Inc. (together with its consolidated subsidiaries, Veeco, the Company or we ) have been prepared in accordance with accounting principles generally accepted in the United States ( U.S. ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation (consisting of normal recurring accruals) have been included. Operating results for the three and six months ended June 30, 2011, are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. For further information, refer to the consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2010.

Consistent with prior years, we report interim quarters, other than fourth quarters which always end on December 31, on a 13-week basis ending on the last Sunday within such period. The interim quarter ends are determined at the beginning of each year based on the 13-week quarters. The 2011 interim quarter ends are April 3, July 3 and October 2. The 2010 interim quarter ends were March 28, June 27 and September 26. For ease of reference, we report these interim quarter ends as March 31, June 30 and September 30 in our interim condensed consolidated financial statements.

*Income Per Common Share*

The following table sets forth the reconciliation of basic weighted average shares outstanding and diluted weighted average shares outstanding (in thousands):

|                                                       | Three months ended |        | Six months ended |        |
|-------------------------------------------------------|--------------------|--------|------------------|--------|
|                                                       | June 30,           |        | June 30,         |        |
|                                                       | 2011               | 2010   | 2011             | 2010   |
| Basic weighted average shares outstanding             | 40,998             | 39,761 | 40,433           | 39,283 |
| Dilutive effect of stock options and restricted stock | 1,066              | 2,327  | 1,108            | 1,215  |
| Dilutive effect of convertible notes                  | 938                | 1,418  | 1,239            | 1,185  |
| Diluted weighted average shares outstanding           | 43,002             | 43,506 | 42,780           | 41,683 |

Basic income per common share is computed using the weighted average number of common shares outstanding during the period. Diluted income per common share is computed using the weighted average number of common shares and common equivalent shares outstanding during the period. For the three and six months ended June 30, 2011 and 2010, no shares were excluded from the computation of diluted weighted average shares outstanding.

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During the second quarter of 2011 the entire outstanding principal balance of our convertible debt was converted, with the principal amount paid in cash and the conversion premium paid in shares. The convertible notes met the criteria for determining the effect of the assumed conversion using the treasury stock method of accounting, as long as we had the ability and the intent to settle the principal amount of the notes in cash. Using the treasury stock method, it was determined that the impact of the assumed conversion for the three and six months ended June 30, 2011, had a dilutive effect of 0.9 million and 1.2 million common equivalent shares, respectively and for the three and six months ended June 30, 2010, had a diluted effect of 1.4 million and 1.2 million common equivalent shares, respectively. The effect of the assumed converted shares is dependent on the stock price at the time of the conversion. See Note 7 for further details on our debt.

### *Derivative Financial Instruments*

We use derivative financial instruments to minimize the impact of foreign exchange rate changes on earnings and cash flows. In the normal course of business, our operations are exposed to fluctuations in foreign exchange rates. In order to reduce the effect of fluctuating foreign currencies on short-term foreign currency-denominated intercompany transactions and other known foreign currency exposures, we enter into monthly forward contracts. We do not use derivative financial instruments for trading or speculative purposes. Our forward contracts are not expected to subject us

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to material risks due to exchange rate movements because gains and losses on these contracts are intended to offset exchange gains and losses on the underlying assets and liabilities. The forward contracts are marked-to-market through earnings. We conduct our derivative transactions with highly rated financial institutions in an effort to mitigate any material credit risk.

The aggregate foreign currency exchange (loss) gain included in determining the condensed consolidated results of operations was approximately \$(0.1) million and \$(0.4) million during the three and six months ended June 30, 2011, respectively and approximately \$(0.5) million and \$(0.4) million during the three and six months ended June 30, 2010, respectively. Included in the aggregate foreign currency exchange gain were gains related to forward contracts of \$0.3 million and \$0.8 million during the three and six months ended June 30, 2011, respectively and \$0.1 million during the three and six months ended June 30, 2010. These amounts were recognized and are included in Other, net in the accompanying Condensed Consolidated Statements of Income.

As of June 30, 2011, less than \$0.1 million of losses related to forward contracts were included in accrued expenses and other current liabilities and were subsequently paid in July 2011. As of December 31, 2010, approximately \$0.3 million of gains related to forward contracts were included in prepaid expenses and other current assets and were subsequently received in January 2011. Monthly forward contracts with a notional amount of \$3.9 million, entered into in June 2011 for July 2011, will be settled in August 2011.

The weighted average notional amount of derivative contracts outstanding during the three and six months ended June 30, 2011 were approximately \$20.5 and \$17.4 million, respectively.

**Note 2 Business Combination**

On April 4, 2011, we purchased a privately-held company which supplies certain components to our business for \$28.3 million in cash. As a result of this purchase, we acquired \$16.4 million of definite-lived intangibles, of which \$13.6 million related to core technology, and \$15.1 million of goodwill. The financial results of this acquisition are included in our LED & Solar segment as of the acquisition date.

**Note 3 Discontinued Operations**

On August 15, 2010, we signed a definitive agreement to sell our Metrology business to Bruker Corporation ( Bruker ) comprising our entire Metrology reporting segment for \$229.4 million. Accordingly, Metrology's operating results were accounted for as discontinued operations and the related assets and liabilities were classified as held for sale. The sales transaction closed on October 7, 2010, except for assets located in China due to local restrictions. Total proceeds, which included a working capital adjustment of \$1 million, totaled \$230.4 million of which \$7.2 million relates to the assets in China. The Company recorded a liability to defer the gain of \$5.4 million on disposal related to the assets in China. As part of our agreement with Bruker, \$22.9 million of proceeds is held in escrow and is restricted from use for one year from the closing date of the transaction to secure potential specified losses, if any, arising out of breaches of representations, warranties and covenants we made in the stock purchase agreement and related documents.

Summary information related to discontinued operations is as follows (*in thousands*):

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|                                                            | Three months ended<br>June 30, |           | Six months ended<br>June 30, |           |
|------------------------------------------------------------|--------------------------------|-----------|------------------------------|-----------|
|                                                            | 2011                           | 2010      | 2011                         | 2010      |
| Net sales                                                  | \$                             | \$ 31,650 | \$                           | \$ 60,131 |
| Cost of sales                                              |                                | 16,693    |                              | 31,565    |
| Gross profit                                               |                                | 14,957    |                              | 28,566    |
| Total operating expenses                                   |                                | 397       |                              | 895       |
| Operating (loss) income                                    | \$                             | (397)     | \$                           | 7,857     |
| Net (loss) income from discontinued operations, net of tax | \$                             | (6)       | \$                           | 5,682     |

Liabilities of discontinued segment held for sale, totaling \$5.4 million, as of June 30, 2011 and December 31, 2010, consist of the deferred gain related to the assets in China.



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Equity-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense over each employee's requisite service period. The following compensation expense was included in the Condensed Consolidated Statements of Income for the three and six months ended June 30, 2011 and 2010 (*in thousands*):

|                                   | Three months ended<br>June 30, |          | Six months ended<br>June 30, |          |
|-----------------------------------|--------------------------------|----------|------------------------------|----------|
|                                   | 2011                           | 2010     | 2011                         | 2010     |
| Equity-based compensation expense | \$ 4,063                       | \$ 2,523 | \$ 7,161                     | \$ 4,389 |

As a result of the sale of our Metrology segment to Bruker, equity-based compensation expense related to Metrology employees totaling \$0.4 million and \$0.7 million has been classified as discontinued operations in determining the Condensed Consolidated Statements of Income for the three and six months ended June 30, 2010, respectively.

As of June 30, 2011, the total unrecognized compensation costs related to nonvested stock and stock option awards was \$20.0 million and \$18.1 million, respectively. The related weighted average period over which we expect that such unrecognized compensation costs will be recognized is approximately 3.3 years for nonvested stock awards and 2.2 years for option awards.

*Stock Option and Restricted Stock Activity*

A summary of our restricted stock awards including restricted stock units for the six months ended June 30, 2011, is presented below:

|                                        | Shares (000 s) | Weighted-<br>Average<br>Grant-Date<br>Fair Value |
|----------------------------------------|----------------|--------------------------------------------------|
| Nonvested at December 31, 2010         | 616            | \$ 19.06                                         |
| Granted                                | 271            | 51.36                                            |
| Vested                                 | (156)          | 13.78                                            |
| Forfeited (including cancelled awards) | (4)            | 21.93                                            |
| Nonvested at June 30, 2011             | 727            | \$ 32.23                                         |

A summary of our stock option awards for the six months ended June 30, 2011, is presented below:

|                                         | Shares (000s) | Weighted-Average Exercise Price | Aggregate Intrinsic Value (000s) | Weighted-Average Remaining Contractual Life (in years) |
|-----------------------------------------|---------------|---------------------------------|----------------------------------|--------------------------------------------------------|
| Outstanding at December 31, 2010        | 2,569         | \$ 19.71                        |                                  |                                                        |
| Granted                                 | 354           | 51.00                           |                                  |                                                        |
| Exercised                               | (560)         | 15.67                           |                                  |                                                        |
| Forfeited (including cancelled options) | (31)          | 30.37                           |                                  |                                                        |
| Outstanding at June 30, 2011            | 2,332         | \$ 25.28                        | \$ 52,117                        | 6.3                                                    |
| Options exercisable at June 30, 2011    | 1,050         | \$ 17.65                        | \$ 30,839                        | 4.8                                                    |

#### *Treasury Stock*

On August 24, 2010, our Board of Directors authorized the repurchase of up to \$200 million of our common stock until August 26, 2011. Repurchases are expected to be made from time to time on the open market in accordance with applicable federal securities laws. The timing of repurchases and the exact number of shares of common stock to be purchased will depend upon market conditions, SEC regulations, and other factors. The

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repurchases will be funded using the Company's available cash balances and cash generated from operations. The program does not obligate the Company to acquire any particular amount of common stock and may be modified or suspended at any time at the Company's discretion. During the three months ended June 30, 2011, we purchased 165,288 shares for \$7.8 million (including transaction costs) under the program at an average cost of \$46.91 per share. This stock repurchase is included as a reduction to Equity in the Condensed Consolidated Balance Sheet. At June 30, 2011, there remained \$154.1 million of authorization for future repurchases.

Subsequent to quarter end, through July 26, 2011, we have purchased 1,703,628 shares for \$71.9 million (including transaction costs) under the program at an average cost of \$42.21 per share.

**Note 5 Balance Sheet Information***Short-term Investments*

Available-for-sale securities consist of the following (*in thousands*):

|                                     | June 30, 2011     |                                                       |                                                        |                         |
|-------------------------------------|-------------------|-------------------------------------------------------|--------------------------------------------------------|-------------------------|
|                                     | Amortized<br>Cost | Gains in Accumulated<br>Other Comprehensive<br>Income | Losses in Accumulated<br>Other Comprehensive<br>Income | Estimated<br>Fair Value |
| Commercial paper                    | \$ 102,850        | \$ 26                                                 | \$                                                     | \$ 102,876              |
| FDIC insured corporate bonds        | 127,856           | 217                                                   |                                                        | 128,073                 |
| Treasury bills                      | 149,484           | 73                                                    |                                                        | 149,557                 |
| Total available-for-sale securities | \$ 380,190        | \$ 316                                                | \$                                                     | \$ 380,506              |

|                                     | December 31, 2010 |                                                       |                                                        |                         |
|-------------------------------------|-------------------|-------------------------------------------------------|--------------------------------------------------------|-------------------------|
|                                     | Amortized<br>Cost | Gains in Accumulated<br>Other Comprehensive<br>Income | Losses in Accumulated<br>Other Comprehensive<br>Income | Estimated<br>Fair Value |
| Commercial paper                    | \$ 128,527        | \$ 61                                                 | \$                                                     | \$ 128,588              |
| FDIC insured corporate bonds        | 129,353           | 24                                                    |                                                        | 129,377                 |
| Treasury bills                      | 136,203           | 12                                                    |                                                        | 136,215                 |
| Total available-for-sale securities | \$ 394,083        | \$ 97                                                 | \$                                                     | \$ 394,180              |

During the three and six months ended June 30, 2011, available-for-sale securities were sold for total proceeds of \$252.0 million and \$374.2 million, respectively. The gross realized gains on these sales were \$0.2 million for the three and six months ended June 30, 2011. For purpose of

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determining gross realized gains, the cost of securities sold is based on specific identification. Net unrealized holding gains on available-for-sale securities amounting to \$0.2 million for the three and six months ended June 30, 2011, have been included in accumulated other comprehensive income. During the three and six months ended June 30, 2010, available-for-sale securities matured for total proceeds of \$120.0 million and \$160.0 million, respectively. The gross realized gains on these sales were minimal for the three and six months ended June 30, 2010. There were no unrealized holding gains on available-for-sale securities for the three and six months ended June 30, 2010.

Contractual maturities of available-for-sale debt securities at June 30, 2011, are as follows (*in thousands*):

|                                      | <b>Estimated Fair Value</b> |         |
|--------------------------------------|-----------------------------|---------|
| Due in one year or less              | \$                          | 146,462 |
| Due in 1 2 years                     |                             | 234,044 |
| Total investments in debt securities | \$                          | 380,506 |

Actual maturities may differ from contractual maturities because some borrowers have the right to call or prepay obligations with or without call or prepayment penalties.

Table of Contents*Restricted Cash*

As of June 30, 2011, we had \$54.5 million of restricted cash consisting of \$22.9 million that relates to the proceeds received from the sale of our Metrology segment. This cash is held in escrow and is restricted from use for one year from the closing date of the transaction to secure potential losses, if any, arising out of breaches of representations, warranties and covenants we made in the stock purchase agreement and related documents. Additionally, we had restricted cash consisting of \$31.6 million which serves as collateral for bank guarantees that provide financial assurance that the Company will fulfill certain customer obligations. This cash is held in custody by the issuing bank, and is restricted as to withdrawal or use while the related bank guarantees are outstanding.

*Accounts Receivable, net*

Accounts receivable are shown net of the allowance for doubtful accounts of \$0.5 million as of June 30, 2011 and December 31, 2010.

*Inventories*

Inventories are stated at the lower of cost (principally first-in, first-out) or market. Inventories consist of (*in thousands*):

|                 | <b>June 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|-----------------|--------------------------|------------------------------|
| Raw materials   | \$ 54,127                | \$ 49,953                    |
| Work in process | 28,315                   | 33,181                       |
| Finished goods  | 30,897                   | 25,353                       |
|                 | \$ 113,339               | \$ 108,487                   |

*Goodwill*

Changes in our goodwill during 2011 and 2010 are as follows (in thousands):

|                                | <b>Six months ended<br/>June 30,<br/>2011</b> | <b>Year ended<br/>December 31,<br/>2010</b> |
|--------------------------------|-----------------------------------------------|---------------------------------------------|
| Beginning Balance              | \$ 52,003                                     | \$ 52,003                                   |
| Business Acquired (see Note 2) | 15,104                                        |                                             |
| Ending Balance                 | \$ 67,107                                     | \$ 52,003                                   |

*Accrued Warranty*

We estimate the costs that may be incurred under the warranty we provide and record a liability in the amount of such costs at the time the related revenue is recognized. Factors that affect our warranty liability include product failure rates, material usage and labor costs incurred in correcting product failures during the warranty period. We periodically assess the adequacy of our recognized warranty liability and adjust the amount as necessary. Changes in our warranty liability during the period are as follows (*in thousands*):

|                                       | <b>Six months ended</b> |         |             |         |
|---------------------------------------|-------------------------|---------|-------------|---------|
|                                       | <b>June 30,</b>         |         |             |         |
|                                       | <b>2011</b>             |         | <b>2010</b> |         |
| Balance as of the beginning of period | \$                      | 9,238   | \$          | 6,675   |
| Warranties issued during the period   |                         | 5,843   |             | 5,085   |
| Settlements made during the period    |                         | (4,489) |             | (3,241) |
| Balance as of the end of period       | \$                      | 10,592  | \$          | 8,519   |

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**Note 6 Segment Information**

We manage the business, review operating results and assess performance, as well as allocate resources, based upon two separate reporting segments that reflect the market focus of each business. The Light Emitting Diode ( LED ) & Solar segment consists of metal organic chemical vapor deposition ( MOCVD ) systems, molecular beam epitaxy ( MBE ) systems, Copper, Indium, Gallium, Selenide ( CIGS ) deposition systems and thermal deposition sources. These systems are primarily sold to customers in the high-brightness LED ( HB LED ) and solar industries, as well as to scientific research customers. This segment has manufacturing, product development and marketing sites in Somerset, New Jersey, St. Paul, Minnesota and Tewksbury, Massachusetts and has a product development site in Clifton Park, New York. As of July 28, 2011 we announced a plan to discontinue our CIGS solar systems business. The Data Storage segment consists of the ion beam etch, ion beam deposition, diamond-like carbon, physical vapor deposition and dicing and slicing products sold primarily to customers in the data storage industry. This segment has manufacturing, product development and marketing sites in Plainview, New York, Camarillo, California and Ft. Collins, Colorado.

We evaluate the performance of our reportable segments based on income (loss) from continuing operations before interest, income taxes, amortization and certain items ( Segment profit (loss) ), which is the primary indicator used to plan and forecast future periods. The presentation of this financial measure facilitates meaningful comparison with prior periods, as management believes Segment profit (loss) reports baseline performance and thus provides useful information. Certain items include restructuring credits, equity-based compensation expense and loss on extinguishment of debt. The accounting policies of the reportable segments are the same as those described in the summary of critical accounting policies.

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The following tables present certain data pertaining to our reportable product segments and a reconciliation of segment profit (loss) to income (loss) from continuing operations before income taxes for the three and six months ended June 30, 2011 and 2010, respectively, and goodwill and total assets as of June 30, 2011 and December 31, 2010 (*in thousands*):

|                                                              | LED & Solar | Data Storage | Unallocated Corporate Amount | Total      |
|--------------------------------------------------------------|-------------|--------------|------------------------------|------------|
| <b>Three months ended June 30, 2011</b>                      |             |              |                              |            |
| Net sales                                                    | \$ 219,135  | \$ 45,680    | \$                           | \$ 264,815 |
| Segment profit (loss)                                        | \$ 70,964   | \$ 13,050    | \$ (4,082)                   | \$ 79,932  |
| Interest, net                                                |             |              | 86                           | 86         |
| Amortization                                                 | 1,108       | 356          | 25                           | 1,489      |
| Equity-based compensation                                    | 1,238       | 352          | 2,473                        | 4,063      |
| Restructuring                                                | 11,125      |              |                              | 11,125     |
| Asset impairment charge                                      | 6,211       |              |                              | 6,211      |
| Inventory write-offs                                         | 33,375      |              |                              | 33,375     |
| Loss on extinguishment of debt                               |             |              | 3,045                        | 3,045      |
| Income (loss) from continuing operations before income taxes | \$ 17,907   | \$ 12,342    | \$ (9,711)                   | \$ 20,538  |
| <b>Three months ended June 30, 2010</b>                      |             |              |                              |            |
| Net sales                                                    | \$ 185,647  | \$ 35,742    | \$                           | \$ 221,389 |
| Segment profit (loss)                                        | \$ 57,397   | \$ 9,605     | \$ (3,361)                   | \$ 63,641  |
| Interest, net                                                |             |              | 1,762                        | 1,762      |
| Amortization                                                 | 796         | 383          | 59                           | 1,238      |
| Equity-based compensation                                    | 671         | 308          | 1,544                        | 2,523      |
| Income (loss) from continuing operations before income taxes | \$ 55,930   | \$ 8,914     | \$ (6,726)                   | \$ 58,118  |
| <b>Six months ended June 30, 2011</b>                        |             |              |                              |            |
| Net sales                                                    | \$ 433,833  | \$ 85,658    | \$                           | \$ 519,491 |
| Segment profit (loss)                                        | \$ 144,927  | \$ 25,281    | \$ (6,374)                   | \$ 163,834 |
| Interest, net                                                |             |              | 1,385                        | 1,385      |
| Amortization                                                 | 1,822       | 719          | 83                           | 2,624      |
| Equity-based compensation                                    | 2,215       | 660          | 4,286                        | 7,161      |
| Restructuring                                                | 11,125      |              |                              | 11,125     |
| Asset impairment charge                                      | 6,211       |              |                              | 6,211      |
| Inventory write-offs                                         | 33,375      |              |                              | 33,375     |
| Loss on extinguishment of debt                               |             |              | 3,349                        | 3,349      |
| Income (loss) from continuing operations before income taxes | \$ 90,179   | \$ 23,902    | \$ (15,477)                  | \$ 98,604  |
| <b>Six months ended June 30, 2010</b>                        |             |              |                              |            |
| Net sales                                                    | \$ 297,152  | \$ 58,987    | \$                           | \$ 356,139 |
| Segment profit (loss)                                        | \$ 85,755   | \$ 12,482    | \$ (6,497)                   | \$ 91,740  |
| Interest, net                                                |             |              | 3,544                        | 3,544      |
| Amortization                                                 | 1,592       | 766          | 118                          | 2,476      |
| Equity-based compensation                                    | 1,138       | 523          | 2,728                        | 4,389      |
| Restructuring                                                |             | (179)        |                              | (179)      |
| Income (loss) from continuing operations before income taxes | \$ 83,025   | \$ 11,372    | \$ (12,887)                  | \$ 81,510  |
|                                                              | LED & Solar | Data Storage | Unallocated Corporate Amount | Total      |
| <b>As of June 30, 2011</b>                                   |             |              |                              |            |



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|              |    |         |    |        |    |         |
|--------------|----|---------|----|--------|----|---------|
| Goodwill     | \$ | 67,107  | \$ | \$     | \$ | 67,107  |
| Total assets | \$ | 352,739 | \$ | 59,563 | \$ | 708,141 |

**As of December 31, 2010**

|              |    |         |    |        |    |         |
|--------------|----|---------|----|--------|----|---------|
| Goodwill     | \$ | 52,003  | \$ | \$     | \$ | 52,003  |
| Total assets | \$ | 323,096 | \$ | 61,691 | \$ | 763,247 |

As of June 30, 2011 and December 31, 2010 unallocated corporate total assets were comprised principally of cash and cash equivalents, short-term investments and restricted cash.

Table of Contents**Note 7 Debt***Convertible Notes*

Our convertible notes were initially convertible into 36.7277 shares of common stock per \$1,000 principal amount of notes (equivalent to a conversion price of \$27.23 per share or a premium of 38% over the closing market price for Veeco's common stock on April 16, 2007). We paid interest on these notes on April 15 and October 15 of each year. The notes were unsecured and were effectively subordinated to all of our senior and secured indebtedness and to all indebtedness and other liabilities of our subsidiaries.

During the first quarter of 2011, at the option of the holders, \$7.5 million of notes were tendered for conversion at a price of \$45.95 per share in a net share settlement. We paid the principal amount of \$7.5 million in cash and issued 111,318 shares of our common stock. We recorded a loss on extinguishment totaling \$0.3 million related to these transactions.

During the second quarter of 2011, we issued a notice of redemption on the remaining outstanding principal balance of notes outstanding. As a result, at the option of the holders, the notes were tendered for conversion at a price of \$50.59 per share, calculated as defined in the indenture relating to the notes, in a net share settlement. As a result, we paid the principal amount of \$98.1 million in cash and issued 1,660,095 shares of our common stock. We recorded a loss on extinguishment totaling \$3.0 million related to these transactions.

Certain accounting guidance requires a portion of convertible debt to be allocated to equity. This guidance requires issuers of convertible debt that can be settled in cash to separately account for (*i.e.*, bifurcate) a portion of the debt associated with the conversion feature and reclassify this portion to equity. The liability portion, which represents the fair value of the debt without the conversion feature, is accreted to its face value over the life of the debt using the effective interest method by amortizing the discount between the face amount and the fair value. The amortization is recorded as interest expense. Our convertible notes were subject to this accounting guidance. This additional interest expense did not require the use of cash.

The components of interest expense recorded on the notes were as follows (*in thousands*):

|                                        | Three months ended |          | Six months ended |          |
|----------------------------------------|--------------------|----------|------------------|----------|
|                                        | June 30,           |          | June 30,         |          |
|                                        | 2011               | 2010     | 2011             | 2010     |
| Contractual interest                   | \$ 1,013           | \$ 1,089 | \$ 2,025         | \$ 2,178 |
| Accretion of the discount on the Notes | 490                | 760      | 1,260            | 1,501    |
| Total interest expense on the Notes    | \$ 1,503           | \$ 1,849 | \$ 3,285         | \$ 3,679 |
| Effective interest rate                | 6.1%               | 7.0%     | 6.7%             | 7.0%     |

The carrying amounts of the liability and equity components of the notes were as follows (*in thousands*):

|                                               | <b>June 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|-----------------------------------------------|--------------------------|------------------------------|
| Carrying amount of the equity component       | \$                       | \$ 16,318                    |
| Principal balance of the liability component  | \$                       | \$ 105,574                   |
| Less: unamortized discount                    |                          | 4,436                        |
| Net carrying value of the liability component | \$                       | \$ 101,138                   |

Table of Contents*Mortgage Payable*

We also have a mortgage payable, with approximately \$2.8 million outstanding at June 30, 2011. The mortgage accrues interest at an annual rate of 7.91%, and the final payment is due on January 1, 2020. The fair value of the mortgage at June 30, 2011 was approximately \$3.0 million.

**Note 8 Fair Value Measurements**

We have categorized our assets and liabilities recorded at fair value based upon the fair value hierarchy. The levels of fair value hierarchy are as follows:

- Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access.
- Level 2 inputs utilize other-than-quoted prices that are observable, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs such as interest rates and yield curves that are observable at commonly quoted intervals.
- Level 3 inputs are unobservable and are typically based on our own assumptions, including situations where there is little, if any, market activity.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, we categorize such assets or liabilities based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset.

Both observable and unobservable inputs may be used to determine the fair value of positions that are classified within the Level 3 category. As a result, the unrealized gains and losses for assets within the Level 3 category presented below may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in historical company data) inputs.

The major categories of assets and liabilities measured on a recurring basis, at fair value, as of June 30, 2011 and December 31, 2010, are as follows (*in millions*):

|                              | June 30, 2011 |         |         |          |
|------------------------------|---------------|---------|---------|----------|
|                              | Level 1       | Level 2 | Level 3 | Total    |
| Treasury bills               | \$ 149.6      | \$      | \$      | \$ 149.6 |
| FDIC insured corporate bonds | 128.0         |         |         | 128.0    |
| Commercial paper             | 102.9         | 52.5    |         | 155.4    |
| Money market instruments     |               | 2.8     |         | 2.8      |

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|                       |    |       |    |      |          |
|-----------------------|----|-------|----|------|----------|
| Derivative instrument |    |       |    |      |          |
| Total                 | \$ | 380.5 | \$ | 55.3 | \$ 435.8 |

|                              | December 31, 2010 |          |         |          |
|------------------------------|-------------------|----------|---------|----------|
|                              | Level 1           | Level 2  | Level 3 | Total    |
| Treasury bills               | \$ 136.2          | \$ 79.5  |         | \$ 215.7 |
| FDIC insured corporate bonds | 129.4             |          |         | 129.4    |
| Commercial paper             | 128.6             | 62.8     |         | 191.4    |
| Money market instruments     |                   | 0.6      |         | 0.6      |
| Derivative instrument        |                   | 0.3      |         | 0.3      |
| Total                        | \$ 394.2          | \$ 143.2 |         | \$ 537.4 |

Commercial paper and treasury bills that are classified as cash equivalents are carried at cost, which approximates market value. Accordingly, no gains or losses (realized/unrealized) have been incurred for cash equivalents. All investments classified as available-for-sale contain quoted prices in active markets.

Derivative instruments include foreign currency forward contracts to hedge certain foreign currency transactions. Derivative instruments are valued using standard calculations/models that are primarily based on observable inputs, including foreign currency exchange rates, volatilities and interest rates.

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The major categories of assets and liabilities measured on a nonrecurring basis, at fair value, as of June 30, 2011 and December 31, 2010, are as follows (*in millions*):

|                                    | June 30, 2011 |         |          | Total    |
|------------------------------------|---------------|---------|----------|----------|
|                                    | Level 1       | Level 2 | Level 3  |          |
| Property, plant and equipment, net | \$            | \$      | \$ 62.4  | \$ 62.4  |
| Goodwill                           |               |         | 67.1     | 67.1     |
| Intangible assets, net             |               |         | 28.4     | 28.4     |
| Restructuring liability            |               |         | 11.6     | 11.6     |
| Total                              | \$            | \$      | \$ 169.5 | \$ 169.5 |

|                                    | December 31, 2010 |         |          | Total    |
|------------------------------------|-------------------|---------|----------|----------|
|                                    | Level 1           | Level 2 | Level 3  |          |
| Property, plant and equipment, net | \$                | \$      | \$ 42.3  | \$ 42.3  |
| Goodwill                           |                   |         | 52.0     | 52.0     |
| Intangible assets, net             |                   |         | 16.9     | 16.9     |
| Restructuring liability            |                   |         | (1.0)    | (1.0)    |
| Total                              | \$                | \$      | \$ 110.2 | \$ 110.2 |

**Note 9 Other Matters***Solar Asset Impairment and Related Charges*

On July 28, 2011, we announced a plan to discontinue our CIGS solar systems business. The action, which is expected to impact approximately 80 employees, was in response to the dramatically reduced cost of mainstream solar technologies driven by significant reductions in prices, large industry investment, a lower than expected end market acceptance for CIGS technology and technical barriers in scaling CIGS. As a result, during the second quarter of 2011, we recorded charges totaling \$50.7 million, which included an asset impairment charge totaling \$6.2 million, an inventory write-off totaling \$33.4 million and a charge to settle contracts totaling \$11.1 million. The inventory write-off is included in cost of sales in the accompanying Condensed Consolidated Statements of Income.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**Executive Summary**

We make equipment to develop and manufacture light emitting diodes ( LEDs ), solar panels, hard-disk drives and other devices. We have leading technology positions in our two segments: LED & Solar and Data Storage.

In our LED & Solar segment, we design and manufacture metal organic chemical vapor deposition ( MOCVD ) systems, molecular beam epitaxy ( MBE ) systems and thermal deposition sources which we sell to manufacturers of high brightness LEDs ( HB LED ) and solar panels, as well as to scientific research customers. On July 28, 2011 we announced a plan to discontinue our Copper, Indium, Gallium, Selenide ( CIGS ) solar systems business.

In our Data Storage segment, we design and manufacture ion beam etch, ion beam deposition, diamond-like carbon, physical vapor deposition, chemical vapor deposition, and dicing and slicing systems primarily used to create thin film magnetic heads ( TFMHs ) that read and write data on hard disk drives.

We support our customers through product development, manufacturing, sales and service sites in the U.S., Korea, Taiwan, China, Singapore, Japan, England, Germany and other locations.

**Highlights of the Second Quarter of 2011**

- Revenue was \$264.8 million, a 20% increase from the second quarter of 2010.
- Orders were \$310.8 million, flat compared to the second quarter of 2010.
- Net income from continuing operations was \$19.2 million, or \$0.47 per share, compared to \$49.9 million, or \$1.15 per share, in the second quarter of 2010. 2011 results were negatively effected by a \$33.4 million inventory write-off, a restructuring charge of \$11.1 million and a \$6.2 million asset impairment in our CIGS solar systems business.
- Gross margins were 37.8%, compared to 44.6% in the second quarter of 2010, primarily resulting from the \$33.4 million inventory write-off in our CIGS solar systems business.

**Third Quarter and Full Year 2011 Outlook**

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Veeco's third quarter 2011 revenue is currently forecasted to be between \$235 and \$285 million. Earnings per share are currently forecasted to be between \$0.92 and \$1.32.

Quoting activity in MOCVD remains active and we are experiencing extremely positive customer reaction to MaxBright. MOCVD order patterns will continue to fluctuate from quarter to quarter depending upon the timing of customer deposits. In the short term, orders will likely be impacted by several headwinds that have been widely reported including weak near-term LED industry end market demand and global macro economic concerns. We therefore currently forecast that Veeco's third quarter 2011 bookings will be lower than the record second quarter.

Veeco has decided to exit the CIGS solar systems business in the third quarter. The cost of mainstream solar technologies have fallen rapidly driven by huge reductions in prices and large industry investment, and there has been a lower than expected end market acceptance for CIGS technology. While CIGS remains an important technology, we have determined that the timeframe and cost to successful commercialization are not acceptable to Veeco. We expect to treat the CIGS solar systems business, which operated at a loss, as a discontinued operation during the third quarter.

Veeco's full year 2011 guidance remains unchanged at greater than \$1 billion in revenues. We are confident that the Company can perform well during any short-term fluctuations in business thanks to our variable cost model and strong cash position.

Our outlook discussion above constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Our expectations regarding future results are subject to risks and uncertainties. Our actual results may differ materially from those anticipated. Risks associated with our ability to achieve these results are set forth in Items 1, 1A, 3, 7 and



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7A in our annual report on Form 10-K for the year ended December 31, 2010, as well as any modifications or revisions to risk factors contained in our subsequent filings with the SEC.

You should not place undue reliance on any forward-looking statements, which speak only as of the dates they are made.

Table of Contents**Results of Operations:****Three Months Ended June 30, 2011 and 2010**

Consistent with prior years, we report interim quarters, other than fourth quarters which always end on December 31, on a 13-week basis ending on the last Sunday within such period. The interim quarter ends are determined at the beginning of each year based on the 13-week quarters. The 2011 interim quarter ends are April 3, July 3 and October 2. The 2010 interim quarter ends were March 28, June 27 and September 26. For ease of reference, we report these interim quarter ends as March 31, June 30 and September 30 in our interim condensed consolidated financial statements.

The following table shows our Condensed Consolidated Statements of Income, percentages of sales, and comparisons between the three months ended June 30, 2011 and 2010 (*dollars in thousands*):

|                                                                   | Three months ended<br>June 30, |        |            |        | Dollar and<br>Percentage<br>Change<br>Year to Year |         |
|-------------------------------------------------------------------|--------------------------------|--------|------------|--------|----------------------------------------------------|---------|
|                                                                   | 2011                           |        | 2010       |        |                                                    |         |
| Net sales                                                         | \$ 264,815                     | 100.0% | \$ 221,389 | 100.0% | \$ 43,426                                          | 19.6%   |
| Cost of sales                                                     | 164,747                        | 62.2   | 122,589    | 55.4   | 42,158                                             | 34.4    |
| Gross profit                                                      | 100,068                        | 37.8   | 98,800     | 44.6   | 1,268                                              | 1.3     |
| Operating expenses (income):                                      |                                |        |            |        |                                                    |         |
| Selling, general and administrative                               | 28,838                         | 10.9   | 20,557     | 9.3    | 8,281                                              | 40.3    |
| Research and development                                          | 28,831                         | 10.9   | 16,600     | 7.5    | 12,231                                             | 73.7    |
| Amortization                                                      | 1,489                          | 0.6    | 1,238      | 0.6    | 251                                                | 20.3    |
| Restructuring                                                     | 11,125                         | 4.2    |            |        | 11,125                                             | *       |
| Asset impairment                                                  | 6,211                          | 2.3    |            |        | 6,211                                              | *       |
| Other, net                                                        | (95)                           | (0.0)  | 525        | 0.2    | (620)                                              | *       |
| Total operating expenses                                          | 76,399                         | 28.8   | 38,920     | 17.6   | 37,479                                             | 96.3    |
| Operating income                                                  | 23,669                         | 8.9    | 59,880     | 27.0   | (36,211)                                           | (60.5)  |
| Interest expense, net                                             | 86                             | 0.0    | 1,762      | 0.8    | (1,676)                                            | (95.1)  |
| Loss on extinguishment of debt                                    | 3,045                          | 1.1    |            |        | 3,045                                              | *       |
| Income from continuing operations<br>before income taxes          | 20,538                         | 7.8    | 58,118     | 26.3   | (37,580)                                           | (64.7)  |
| Income tax provision                                              | 1,326                          | 0.5    | 8,188      | 3.7    | (6,862)                                            | (83.8)  |
| Income from continuing operations                                 | 19,212                         | 7.3    | 49,930     | 22.6   | (30,718)                                           | (61.5)  |
| Discontinued operations:                                          |                                |        |            |        |                                                    |         |
| (Loss) income from discontinued<br>operations before income taxes | (397)                          | (0.1)  | 3,895      | 1.8    | (4,292)                                            | *       |
| Income tax (benefit) provision                                    | (391)                          | (0.1)  | 1,432      | 0.6    | (1,823)                                            | *       |
| (Loss) income from discontinued<br>operations                     | (6)                            | (0.0)  | 2,463      | 1.1    | (2,469)                                            | *       |
| Net income                                                        | \$ 19,206                      | 7.3%   | \$ 52,393  | 23.7%  | \$ (33,187)                                        | (63.3)% |

\* Not Meaningful

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Net Sales and Orders

Net sales of \$264.8 million for the three months ended June 30, 2011 were up 19.6% compared to the prior year period. The following is an analysis of net sales and orders by segment and by region (*dollars in thousands*):

|                                         | Sales                       |            |                              |        | Orders                      |            |                              |        | Book to Bill Ratio |      |
|-----------------------------------------|-----------------------------|------------|------------------------------|--------|-----------------------------|------------|------------------------------|--------|--------------------|------|
|                                         | Three months ended June 30, |            | Dollar and Percentage Change |        | Three months ended June 30, |            | Dollar and Percentage Change |        | 2011               | 2010 |
|                                         | 2011                        | 2010       | Year to Year                 |        | 2011                        | 2010       | Year to Year                 |        |                    |      |
| <b>Segment Analysis</b>                 |                             |            |                              |        |                             |            |                              |        |                    |      |
| LED & Solar                             | \$ 219,135                  | \$ 185,647 | \$ 33,488                    | 18.0%  | \$ 273,282                  | \$ 260,439 | \$ 12,843                    | 4.9%   | 1.25               | 1.40 |
| Data Storage                            | 45,680                      | 35,742     | 9,938                        | 27.8   | 37,546                      | 50,025     | (12,479)                     | (24.9) | 0.82               | 1.40 |
| Total                                   | \$ 264,815                  | \$ 221,389 | \$ 43,426                    | 19.6%  | \$ 310,828                  | \$ 310,464 | \$ 364                       | 0.1%   | 1.17               | 1.40 |
| <b>Regional Analysis</b>                |                             |            |                              |        |                             |            |                              |        |                    |      |
| Americas                                | \$ 32,390                   | \$ 22,561  | \$ 9,829                     | 43.6%  | \$ 25,618                   | \$ 22,640  | \$ 2,978                     | 13.2%  | 0.79               | 1.00 |
| Europe, Middle East and Africa ( EMEA ) | 20,955                      | 16,581     | 4,374                        | 26.4   | 15,710                      | 18,502     | (2,792)                      | (15.1) | 0.75               | 1.12 |
| Asia Pacific ( APAC )                   |                             |            |                              |        |                             |            |                              |        |                    |      |
| China                                   | 169,136                     | 20,399     | 148,737                      | 729.1  | 215,644                     | 139,584    | 76,060                       | 54.5   | 1.27               | 6.84 |
| Taiwan                                  | 11,804                      | 12,293     | (489)                        | (4.0)  | 17,794                      | 23,422     | (5,628)                      | (24.0) | 1.51               | 1.91 |
| Korea                                   | 7,846                       | 124,099    | (116,253)                    | (93.7) | 9,298                       | 72,123     | (62,825)                     | (87.1) | 1.19               | 0.58 |
| Other APAC                              | 22,684                      | 25,456     | (2,772)                      | (10.9) | 26,764                      | 34,193     | (7,429)                      | (21.7) | 1.18               | 1.34 |
| APAC                                    | 211,470                     | 182,247    | 29,223                       | 16.0   | 269,500                     | 269,322    | 178                          | 0.1    | 1.27               | 1.48 |
| Total                                   | \$ 264,815                  | \$ 221,389 | \$ 43,426                    | 19.6%  | \$ 310,828                  | \$ 310,464 | \$ 364                       | 0.1%   | 1.17               | 1.40 |

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Sales increased in both segments for the three months ended June 30, 2011 compared to the prior year period. LED & Solar sales were up 18.0% from the prior year period primarily due strong customer acceptance. Data Storage segment sales were up 27.8% from the prior year period due to an increase in capital spending by data storage customers for capacity and technology buys. By region, net sales increased by 16.0% in the APAC region, primarily due to MOCVD sales to HB LED customers. Sales in the Americas and EMEA also increased 43.6% and 26.4%, respectively, related to an increase in sales in our Data Storage segment. We believe that there will continue to be period-to-period variations in the geographic distribution of sales.

Orders for the three months ended June 30, 2011 remained flat from the prior year period. By segment, the 4.9% increase in orders for LED & Solar was principally related to higher MBE orders. The 24.9% decrease in Data Storage orders resulted from the timing of equipment purchases by our data storage customers.

Our book-to-bill ratio for the three months ended June 30, 2011, which is calculated by dividing orders received in a given time period by revenue recognized in the same time period, was 1.17 to 1. Our backlog as of June 30, 2011 was \$558.2 million, compared to \$555.0 million as of December 31, 2010. During the three months ended June 30, 2011, we experienced net backlog adjustments of \$18.5 million. The adjustment consisted primarily of a \$19.6 million decrease in backlog from our CIGS solar business, partially offset by an increase in backlog of \$1.0 million primarily related to our acquisition (see Note 2 to our Condensed Consolidated Financial Statements). We also experienced a positive adjustment related to foreign currency translation of \$0.7 million. For certain sales arrangements we require a deposit for a portion of the sales price before shipment. As of June 30, 2011, we had customer deposits and advanced billings of \$114.9 million.

*Gross Profit*

Gross profit, as a percentage of net sales, for the three months ended June 30, 2011, was 37.8%, compared to 44.6% in the prior year period. Gross margins, without the \$33.4 million inventory write-off in our CIGS solar systems business, increased to 50.4% from 44.6% in the prior year period. LED & Solar gross margins decreased to 35.1% from 43.9%, primarily resulting from the inventory write-off in our CIGS solar systems business (see Note 9 to our Condensed Consolidated Financial Statements), partially offset by a favorable product mix. LED & Solar gross margins, without the inventory write-off, increased to 50.4% from 43.9% in the prior year period. Data Storage gross margins increased to 50.5% from 48.5%, driven primarily by increased sales volume.

*Operating Expenses*

Selling, general and administrative expenses increased by \$8.3 million, or 40.3%, from the prior year period and increased as a percentage of net sales from 9.3% for the three months ended June 30, 2010 to 10.9% in the current period. The increase was primarily due to higher salary and related expenses, professional fees, equity-based compensation and travel and entertainment expenses associated with the significant increase in business activity in our LED & Solar segment.

Research and development expenses increased \$12.2 million from the prior year period and increased as a percentage of net sales from 7.5% for the three months ended June 30, 2010 to 10.9% in the current period. The dollar increase was primarily due to continued product development in areas of high-growth for end market opportunities in our LED & Solar segment, primarily in our MOCVD business.

During the three months ended June 30, 2011, we recorded a restructuring charge of \$11.1 million and an asset impairment charge of \$6.2 million (see Note 9 to our Condensed Consolidated Financial Statements).

*Income Taxes*

Our provision for income taxes consists of U.S. federal, state and local and foreign taxes in amounts necessary to align our year-to-date tax provision with the effective tax rate we expect to achieve for the full year.

For the three months ended June 30, 2011, the Company had an effective tax rate of 6.5% and recorded a provision for income taxes of \$1.3 million from continuing operations. The effective tax rate was lower than the statutory tax rate primarily due to tax rate differences in the foreign jurisdictions in which the Company operates, the generation of research and development tax credits, restructuring charges, asset impairment charges and an income tax benefit related to the manufacturer's deduction under IRC Section 199.

For the three months ended June 30, 2010, the Company had an effective tax rate of 14.1% and recorded a

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provision for income taxes of \$8.2 million from continuing operations. The effective tax rate was lower than the statutory tax rate as a significant portion of the Company's deferred tax assets became realizable based on operating results for 2010.

**Results of Operations:****Six months Ended June 30, 2011 and 2010**

The following table shows our Condensed Consolidated Statements of Income, percentages of sales, and comparisons between the six months ended June 30, 2011 and 2010 (*dollars in thousands*):

|                                                                | 2011 |         | Six months ended<br>June 30,<br>2010 |    | Dollar and<br>Percentage<br>Change<br>Year to Year |        |    |         |        |
|----------------------------------------------------------------|------|---------|--------------------------------------|----|----------------------------------------------------|--------|----|---------|--------|
| Net sales                                                      | \$   | 519,491 | 100.0%                               | \$ | 356,139                                            | 100.0% | \$ | 163,352 | 45.9%  |
| Cost of sales                                                  |      | 290,091 | 55.8                                 |    | 200,599                                            | 56.3   |    | 89,492  | 44.6   |
| Gross profit                                                   |      | 229,400 | 44.2                                 |    | 155,540                                            | 43.7   |    | 73,860  | 47.5   |
| Operating expenses (income):                                   |      |         |                                      |    |                                                    |        |    |         |        |
| Selling, general and administrative                            |      | 52,771  | 10.2                                 |    | 38,283                                             | 10.7   |    | 14,488  | 37.8   |
| Research and development                                       |      | 53,413  | 10.3                                 |    | 29,556                                             | 8.3    |    | 23,857  | 80.7   |
| Amortization                                                   |      | 2,624   | 0.5                                  |    | 2,476                                              | 0.7    |    | 148     | 6.0    |
| Restructuring                                                  |      | 11,125  | 2.1                                  |    | (179)                                              | (0.1)  |    | 11,304  | *      |
| Asset impairment                                               |      | 6,211   | 1.2                                  |    |                                                    |        |    | 6,211   | *      |
| Other, net                                                     |      | (82)    | (0.0)                                |    | 350                                                | 0.1    |    | (432)   | *      |
| Total operating expenses                                       |      | 126,062 | 24.3                                 |    | 70,486                                             | 19.8   |    | 55,576  | 78.8   |
| Operating income                                               |      | 103,338 | 19.9                                 |    | 85,054                                             | 23.9   |    | 18,284  | 21.5   |
| Interest expense, net                                          |      | 1,385   | 0.3                                  |    | 3,544                                              | 1.0    |    | (2,159) | (60.9) |
| Loss on extinguishment of debt                                 |      | 3,349   | 0.6                                  |    |                                                    |        |    | 3,349   | *      |
| Income from continuing operations                              |      |         |                                      |    |                                                    |        |    |         |        |
| before income taxes                                            |      | 98,604  | 19.0                                 |    | 81,510                                             | 22.9   |    | 17,094  | 21.0   |
| Income tax provision                                           |      | 26,309  | 5.1                                  |    | 8,755                                              | 2.5    |    | 17,554  | 200.5  |
| Income from continuing operations                              |      | 72,295  | 13.9                                 |    | 72,755                                             | 20.4   |    | (460)   | (0.6)  |
| Discontinued operations:                                       |      |         |                                      |    |                                                    |        |    |         |        |
| (Loss) income from discontinued operations before income taxes |      | (895)   | (0.2)                                |    | 7,857                                              | 2.2    |    | (8,752) | *      |
| Income tax (benefit) provision                                 |      | (448)   | (0.1)                                |    | 2,175                                              | 0.6    |    | (2,623) | *      |
| (Loss) income from discontinued operations                     |      | (447)   | (0.1)                                |    | 5,682                                              | 1.6    |    | (6,129) | *      |
| Net income                                                     | \$   | 71,848  | 13.8%                                | \$ | 78,437                                             | 22.0%  | \$ | (6,589) | (8.4)% |

\* Not Meaningful

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Net Sales and Orders

Net sales of \$519.5 million for the six months ended June 30, 2011 were up 45.9% compared to the prior year period. The following is an analysis of net sales and orders by segment and by region (*dollars in thousands*):

| Segment                  | Sales                     |            |                                           |        | Orders                    |            |                                           |        | Book to Bill Ratio |      |
|--------------------------|---------------------------|------------|-------------------------------------------|--------|---------------------------|------------|-------------------------------------------|--------|--------------------|------|
|                          | Six months ended June 30, |            | Dollar and Percentage Change Year to Year |        | Six months ended June 30, |            | Dollar and Percentage Change Year to Year |        | 2011               | 2010 |
|                          | 2011                      | 2010       |                                           |        | 2011                      | 2010       |                                           |        |                    |      |
| <b>Segment Analysis</b>  |                           |            |                                           |        |                           |            |                                           |        |                    |      |
| LED & Solar              | \$ 433,833                | \$ 297,152 | \$ 136,681                                | 46.0%  | \$ 471,547                | \$ 472,102 | \$ (555)                                  | (0.1)% | 1.09               | 1.59 |
| Data Storage             | 85,658                    | 58,987     | 26,671                                    | 45.2   | 70,161                    | 76,397     | (6,236)                                   | (8.2)  | 0.82               | 1.30 |
| Total                    | \$ 519,491                | \$ 356,139 | \$ 163,352                                | 45.9%  | \$ 541,708                | \$ 548,499 | \$ (6,791)                                | (1.2)% | 1.04               | 1.54 |
| <b>Regional Analysis</b> |                           |            |                                           |        |                           |            |                                           |        |                    |      |
| Americas                 | \$ 61,644                 | \$ 42,570  | \$ 19,074                                 | 44.8%  | \$ 46,817                 | \$ 49,110  | \$ (2,293)                                | (4.7)% | 0.76               | 1.15 |
| EMEA                     | 36,404                    | 32,437     | 3,967                                     | 12.2   | 25,100                    | 47,933     | (22,833)                                  | (47.6) | 0.69               | 1.48 |
| APAC                     |                           |            |                                           |        |                           |            |                                           |        |                    |      |
| China                    | 340,298                   | 43,595     | 296,703                                   | 680.6  | 358,573                   | 173,895    | 184,678                                   | 106.2  | 1.05               | 3.99 |
| Taiwan                   | 33,379                    | 28,076     | 5,303                                     | 18.9   | 53,858                    | 45,237     | 8,621                                     | 19.1   | 1.61               | 1.61 |
| Korea                    | 11,109                    | 174,413    | (163,304)                                 | (93.6) | 10,934                    | 189,628    | (178,694)                                 | (94.2) | 0.98               | 1.09 |
| Other APAC               | 36,657                    | 35,048     | 1,609                                     | 4.6    | 46,426                    | 42,696     | 3,730                                     | 8.7    | 1.27               | 1.22 |
| APAC                     | 421,443                   | 281,132    | 140,311                                   | 49.9   | 469,791                   | 451,456    | 18,335                                    | 4.1    | 1.11               | 1.61 |
| Total                    | \$ 519,491                | \$ 356,139 | \$ 163,352                                | 45.9%  | \$ 541,708                | \$ 548,499 | \$ (6,791)                                | (1.2)% | 1.04               | 1.54 |

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Sales increased in both segments for the six months ended June 30, 2011 compared to the prior year period. LED & Solar sales were up 46.0% from the prior year period primarily due to increases in shipments (shipments in our MOCVD business increased by 30.8% during the six months ended June 30, 2011 from the prior year period) from higher end user demand for general illumination and continued strong customer. Data Storage segment sales were up 45.2% from the prior year period due to an increase in capital spending by data storage customers for capacity and technology buys. By region, net sales increased by 49.9% in the APAC region, primarily due to MOCVD sales to HB LED customers. Sales in the Americas and EMEA also increased 44.8% and 12.2%, respectively, related to an increase in sales in our Data Storage segment. We believe that there will continue to be period-to-period variations in the geographic distribution of sales.

Orders for the six months ended June 30, 2011 decreased slightly by 1.2% from the prior year period. By segment, LED & Solar orders remained flat and the 8.2% decrease in Data Storage orders resulted from the timing of equipment purchases by data storage customers.

Our book-to-bill ratio for the six months ended June 30, 2011 was 1.04 to 1. Our backlog as of June 30, 2011 was \$558.2 million, compared to \$555.0 million as of December 31, 2010. During the six months ended June 30, 2011, we experienced a net backlog adjustment of approximately \$19.6 million. The adjustment consisted of a \$19.6 million decrease in backlog related to our CIGS solar products and \$1.4 million related to miscellaneous order adjustments, partially offset by an increase in backlog of \$1.4 million primarily related to our acquisition. During the six months ended June 30, 2011, we had a positive adjustment related to foreign currency translation of \$0.7 million. For certain sales arrangements we require a deposit for a portion of the sales price before shipment. As of June 30, 2011, we had customer deposits and advanced billings of \$114.9 million.

*Gross Profit*

Gross profit, as a percentage of net sales, for the six months ended June 30, 2011, was 44.2%, compared to 43.7% in the prior year period. Gross margins, without the \$33.4 million inventory write-off in our CIGS solar systems business, increased to 50.4% from 43.7% in the prior year period. LED & Solar gross margins decreased to 42.7% from 43.4% primarily resulting from the inventory write-off in our CIGS solar systems business, partially offset by an increase sales volume and a favorable product mix. LED & Solar gross margins, without the inventory write-off, increased to 50.1% from 43.4% in the prior year period. Data Storage gross margins increased to 52.0% from 44.9%, driven primarily by increased sales volume.

*Operating Expenses*

Selling, general and administrative expenses increased by \$14.5 million, or 37.8%, from the prior year period and remained flat as a percentage of sales. The dollar increase was primarily due to higher salary and related expenses, professional fees, equity-based compensation and travel and entertainment expenses associated primarily with the significant increase in business activity in our LED & Solar segment.

Research and development expenses increased \$23.9 million from the prior year period and increased as a percentage of net sales from 8.3% for the six months ended June 30, 2010 to 10.3% in the current period. The dollar increase was primarily due to continued product development in areas of high-growth for end market opportunities in our LED & Solar segment, primarily in our MOCVD business.



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During the six months ended June 30, 2011, we recorded a restructuring charge of \$11.1 million and an asset impairment charge of \$6.2 million (see Note 9 to our Condensed Consolidated Financial Statements).

### *Income Taxes*

Our provision for income taxes consists of U.S. federal, state and local and foreign taxes in amounts necessary to align our year-to-date tax provision with the effective tax rate we expect to achieve for the full year.

For the six months ended June 30, 2011, the Company had an effective tax rate of 26.7% and recorded a provision for income taxes of \$26.3 million from continuing operations. The effective tax rate was lower than the statutory tax rate primarily due to tax rate differences in the foreign jurisdictions in which the Company operates, the generation of research and development tax credits, restructuring charges, asset impairment charges and an income tax benefit related to the manufacturer's deduction under IRC Section 199.

For the six months ended June 30, 2010, the Company had an effective tax rate of 10.8% and recorded a

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provision for income taxes of \$8.8 million from continuing operations. The effective tax rate was lower than the statutory tax rate as a significant portion of the Company's deferred tax assets became realizable based on operating results for 2010.

**Liquidity and Capital Resources**

Historically, our principal capital requirements have included the funding of acquisitions, capital expenditures and repayment of debt. We traditionally have generated cash from operations and debt and stock issuances. Our ability to generate sufficient cash flows from operations is dependent on the continued demand for our products and services. A summary of the cash flow activity for the six months ended June 30, 2011 and 2010, respectively, is as follows (*in thousands*):

|                                                              | <b>Six months ended</b> |             |
|--------------------------------------------------------------|-------------------------|-------------|
|                                                              | <b>June 30,</b>         |             |
|                                                              | <b>2011</b>             | <b>2010</b> |
| Net income                                                   | \$ 71,848               | \$ 78,437   |
| Net cash provided by operating activities                    | \$ 75,312               | \$ 109,018  |
| Net cash (used in) provided by investing activities          | (24,755)                | 75,486      |
| Net cash (used in) provided by financing activities          | (99,750)                | 30,110      |
| Effect of exchange rate changes on cash and cash equivalents | 1,729                   | (1,803)     |
| Net (decrease) increase in cash and cash equivalents         | (47,464)                | 212,811     |
| Cash and cash equivalents at beginning of period             | 245,132                 | 148,500     |
| Cash and cash equivalents at end of period                   | \$ 197,668              | \$ 361,311  |

Cash provided by operations during the six months ended June 30, 2011 was \$75.3 million compared to \$109.0 million during the six months ended June 30, 2010. The \$75.3 million cash provided by operations in 2011 included adjustments to the \$71.8 million of net income for non-cash items. The adjustments consisted of \$7.0 million of depreciation and amortization, \$7.2 million of non-cash equity-based compensation expense, \$11.1 million of restructuring, \$1.3 million of amortization of debt discount, \$6.2 million of asset impairment, \$33.4 million of inventory write-offs, \$6.7 million of deferred income taxes, \$3.3 million loss on extinguishment of debt and \$0.3 million of other, net, partially offset by \$7.3 million of excess tax benefits from stock option exercises. Net cash provided by operations was negatively impacted by a net \$61.6 million of changes in operating assets and liabilities, which included a \$26.2 million increase in inventories, a \$30.1 million increase in income taxes receivable, an \$11.8 million increase in prepaid and other current assets, an \$3.3 million decrease in accrued expenses, principally resulting from the payout of bonuses and profit sharing during the first half of 2011, a \$0.5 million increase in supplier deposits, a \$0.7 million increase in other assets and a \$44.7 million decrease in income taxes payable partially offset by a \$23.8 million decrease in accounts receivable and a \$27.7 million increase in accounts payable. Cash provided by operations during the six months ended June 30, 2010 was \$109.0 million and included adjustments to the \$78.4 million net income for non-cash items. The adjustments consisted of \$6.6 million of depreciation and amortization, \$4.4 million of non-cash stock-based compensation expense, \$1.5 million of amortization of debt discount and \$3.9 million of other, net, partially offset by \$4.8 million of deferred income taxes. Net cash provided by operations in 2010 was favorably impacted by a net \$19.0 million of changes in operating assets and liabilities.

Cash used in investing activities of \$24.8 million during the six months ended June 30, 2011, consisted primarily of \$361.1 million of purchases of short-term investments, \$31.3 million of capital expenditures and \$28.3 million of payments for net assets of businesses acquired, partially offset by proceeds of \$374.2 million from the sale of short-term investments and \$21.6 million of transfers from restricted cash. Cash provided by investing activities of \$75.5 million for the six months ended June 30, 2010, consisted primarily of \$160.1 million of proceeds from the maturity of CDARs, partially offset by \$78.5 million of purchases of short-term investments and \$5.9 million of capital expenditures.

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Cash used in financing activities of \$99.8 million during the six months ended June 30, 2011, consisted primarily of \$105.7 million of repayments of long-term debt, \$7.8 million of purchases of treasury stock and \$2.7 million of restricted stock tax withholdings, partially offset by \$9.1 million of cash proceeds from stock option exercises and \$7.3 million excess tax benefits from stock options exercises. Cash provided by financing activities of \$30.1 million during the six months ended June 30, 2010, consisted of \$33.1 million from stock option exercises partially offset by \$2.9 million of restricted stock tax withholdings.

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During the first quarter of 2011, at the option of the holders, \$7.5 million of notes were tendered for conversion at a price of \$45.95 per share, calculated as defined in the indenture relating to the notes, in a net share settlement. As a result, we paid the principal amount of \$7.5 million in cash and issued 111,318 shares of our common stock. We recorded a loss on extinguishment totaling \$0.3 million related to these transactions.

During the second quarter of 2011, we issued a notice of redemption on the outstanding principal balance of notes outstanding. As a result, at the option of the holders, the notes were tendered for conversion at a price of \$50.59 per share, calculated as defined in the indenture relating to the notes, in a net share settlement. As a result, we paid the principal amount of \$98.1 million in cash and issued 1,660,095 shares of our common stock. We recorded a loss on extinguishment totaling \$3.0 million related to these transactions.

On April 4, 2011, we purchased a privately-held company which supplies certain components to our business for \$28.3 million in cash.

As of June 30, 2011, we had \$54.5 million of restricted cash consisting of \$22.9 million that relates to the proceeds received from the sale of our Metrology segment. This cash is held in escrow and is restricted from use for one year from the closing date of the transaction to secure potential losses, if any, arising out of breaches of representations, warranties and covenants we made in the stock purchase agreement and related documents. Additionally, we also had restricted cash consisting of \$31.6 million which serves as collateral for bank guarantees that provide financial assurance that the Company will fulfill certain customer obligations. This cash is held in custody by the issuing bank, and is restricted as to withdrawal or use while the related bank guarantees are outstanding.

On July 28, 2011, we announced a plan to discontinue our CIGS solar systems business. The action, which is expected to impact approximately 80 employees, was in response to the dramatically reduced cost of mainstream solar technologies driven by significant reductions in silicon prices, large industry investment, a lower than expected end market acceptance for CIGS technology and technical barriers in scaling CIGS. As a result, during the third quarter of 2011 we expect to pay amounts for employee severance, contract settlements and other restructuring activities which are estimated to be between \$21 million and \$28 million.

We believe that existing cash balances together with cash generated from operations will be sufficient to meet our projected working capital and other cash flow requirements for the next twelve months, as well as our contractual obligations.

*Common Stock Repurchase Program*

During the six months ended June 30, 2011, we purchased 165,288 shares for \$7.8 million (including transaction costs) under the program at an average cost of \$46.91 per share. At June 30, 2011, there remained \$154.1 million of authorization for future repurchases.

Subsequent to quarter end, through July 26, 2011, we have purchased 1,703,628 shares for \$71.9 million (including transaction costs) under the program at an average cost of \$42.21 per share.

**Contractual Obligations**

There have been significant changes to our Contractual Obligations table in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2010 Annual Report on Form 10-K.

The table below shows the current commitments outstanding as of June 30, 2011:

| Contractual Cash Obligations and Commitments | Total      | Payments due by period |           |           |                   |
|----------------------------------------------|------------|------------------------|-----------|-----------|-------------------|
|                                              |            | Less than 1 year       | 1-3 years | 3-5 years | More than 5 years |
| Long-term debt                               | \$ 2,883   | \$ 229                 | \$ 516    | \$ 604    | \$ 1,534          |
| Interest on debt                             | 1,060      | 110                    | 382       | 298       | 270               |
| Operating leases                             | 9,464      | 3,915                  | 4,083     | 1,236     | 230               |
| Letters of credit and bank guarantees        | 55,837     | 55,837                 |           |           |                   |
| Purchase commitments                         | 176,244    | 176,244                |           |           |                   |
|                                              | \$ 245,488 | \$ 236,335             | \$ 4,981  | \$ 2,138  | \$ 2,034          |

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**Application of Critical Accounting Policies**

*General:* Our discussion and analysis of our financial condition and results of operations are based upon our Condensed Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Management continually monitors and evaluates its estimates and judgments, including those related to bad debts, inventories, intangible and other long-lived assets, income taxes, warranty obligations, restructuring costs, and contingent liabilities, including potential litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We consider certain accounting policies related to revenue recognition, short-term investments, the valuation of inventories, the impairment of goodwill and indefinite-lived intangible assets, the impairment of long-lived assets, fair value measurements, warranty costs, income taxes and equity-based compensation to be critical policies due to the estimation processes involved in each.

*Revenue Recognition:* We recognize revenue based on current accounting guidance provided by the Securities and Exchange Commission ( SEC ) and the Financial Accounting Standards Board ( FASB ). Our revenue transactions include sales of products under multiple-element arrangements. Revenue under these arrangements is allocated to each element based upon its estimated fair market value.

We consider a broad array of facts and circumstances when evaluating each of our sales arrangements in determining when to recognize revenue, including specific terms of the purchase order, contractual obligations to the customer, the complexity of the customer's post-delivery acceptance provisions, customer creditworthiness and the installation process. Management also considers the party responsible for installation, whether there are process specification requirements which need to be demonstrated before final sign off and payment, whether Veeco can replicate the field testing conditions and procedures in our factory and our past experience with demonstrating and installing a particular system. Sales arrangements are reviewed on a case-by-case basis; however, the Company's revenue recognition protocol for established systems is as described below.

System revenue is generally recognized upon shipment or delivery provided title and risk of loss has passed to the customer, evidence of an arrangement exists, prices are contractually fixed or determinable, collectability is reasonably assured and there are no material uncertainties regarding customer acceptance. Revenue from installation services is recognized at the time acceptance is received from the customer. If the arrangement does not meet all the above criteria, the entire amount of the sales arrangement is deferred until the criteria have been met or all elements have been delivered to the customer or been completed.

For those transactions on which we recognize systems revenue, either at the time of shipment or delivery, our sales and contractual arrangements with customers do not contain provisions for right of return or forfeiture, refund or other purchase price concessions. In the rare instances where such provisions are included, the Company defers all revenue until customer acceptance is achieved. In cases where products are sold with a retention of 10% to 20%, which is typically payable by the customer when installation and field acceptance provisions are completed, the customer has the right to withhold this payment until such provisions have been achieved. We defer the greater of the retention amount or the fair value of the installation on systems that we recognize revenue at the time of shipment or delivery.

For new products, new applications of existing products or for products with substantive customer acceptance provisions where performance cannot be fully assessed prior to meeting agreed upon specifications at the customer site, revenue is deferred as deferred profit in the accompanying Condensed Consolidated Balance Sheets and fully recognized upon completion of installation and receipt of final customer

acceptance.

Our systems are principally sold to manufacturers in the HB-LED, the data storage and solar industries. Sales arrangements for these systems generally include customer acceptance criteria based upon Veeco and/or customer specifications. Prior to shipment a customer source inspection of the system is performed in our facility or test data is sent to the customer documenting that the system is functioning within agreed upon specifications. Such source inspection or test data replicates the acceptance testing that will be performed at the customer's site prior to final acceptance of the system. Customer acceptance provisions include reassembly and installation of the system at the customer site, which includes performing functional or mechanical test procedures (i.e. hardware checks, leak testing, gas flow monitoring and quality control checks of the basic features of the product.) Additionally, a material

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demonstration process may be performed to validate the functionality of the product. Upon meeting the agreed upon specifications the customer approves final acceptance of the product.

Veeco generally is required to install these products and demonstrate compliance with acceptance tests at the customer's facility. Such installations typically are not considered complex and the installation process is not deemed essential to the functionality of the equipment because it does not involve significant changes to the features or capabilities of the equipment or involve building complex interfaces or connections. We have a demonstrated history of completing such installations in a timely, consistent manner and can reliably estimate the costs of such. In such cases, the test environment at our facilities prior to shipment replicates the customer's environment. While there are others in the industry with sufficient knowledge about the installation process for our systems as a practical matter, most customers engage the Company to perform the installation services.

In Japan, where our contractual terms with customers generally specify risk of loss and title transfers upon customer acceptance, revenue is recognized and the customer is billed upon receipt of written customer acceptance.

Revenue related to maintenance and service contracts is recognized ratably over the applicable contract term. Component and spare part revenue is recognized at the time of shipment or delivery in accordance with the terms of the applicable sales arrangement.

*Short-Term Investments:* We determine the appropriate balance sheet classification of our investments at the time of purchase and evaluate the classification at each balance sheet date. As part of our cash management program, we maintain a portfolio of marketable securities which are classified as available-for-sale. These securities include FDIC insured corporate bonds, treasury bills, commercial paper and CDARS with maturities of greater than three months when purchased in principal amounts that, when aggregated with interest to accrue over the term, will not exceed FDIC limits. Securities classified as available-for-sale are carried at fair market value, with the unrealized gains and losses, net of tax, included in the determination of comprehensive income (loss) and reported in equity. Net realized gains and losses are included in net income.

*Inventory Valuation:* Inventories are stated at the lower of cost (principally first-in, first-out method) or market. Management evaluates the need to record adjustments for impairment of inventory on a quarterly basis. Our policy is to assess the valuation of all inventories, including raw materials, work-in-process, finished goods, and spare parts and other service inventory. Obsolete or slow-moving inventory, based upon historical usage, or inventory in excess of management's estimated usage for the next 12 months requirements is written-down to its estimated market value, if less than its cost. Inherent in the estimates of market value are management's estimates related to our future manufacturing schedules, customer demand, technological and/or market obsolescence, possible alternative uses, and ultimate realization of excess inventory.

*Goodwill and Indefinite-Lived Intangible Asset Impairment:* The Company does not amortize goodwill or intangible assets with indefinite useful lives, but instead tests the balances in these asset accounts for impairment at least annually at the reporting unit level. Our policy is to perform this annual impairment test in the fourth quarter of each fiscal year or more frequently if impairment indicators arise. Impairment indicators include, among other conditions, cash flow deficits, a historical or anticipated decline in revenue or operating profit, adverse legal or regulatory developments, and a material decrease in the fair value of some or all of the assets.

Pursuant to relevant accounting pronouncements we are required to determine if it is appropriate to use the operating segment as defined under accounting guidance as the reporting unit or one level below the operating segment, depending on whether certain criteria are met. We have



identified two reporting units that are required to be reviewed for impairment. The reporting units are LED & Solar and Data Storage. In identifying the reporting units management considered the economic characteristics of operating segments including the products and services provided, production processes, types or classes of customer and product distribution.

We perform this impairment test by first comparing the fair value of our reporting units to their respective carrying amount. When determining the estimated fair value of a reporting unit, we utilize a discounted future cash flow approach since reported quoted market prices are not available for our reporting units. Developing the estimate of the discounted future cash flow requires significant judgment and projections of future financial performance. The key assumptions used in developing the discounted future cash flows are the projection of future revenues and expenses, working capital requirements, residual growth rates and the weighted average cost of capital. In developing our financial projections, we consider historical data, current internal estimates and market growth trends. Changes to any of these assumptions could materially change the fair value of the reporting unit. We reconcile the aggregate fair value of our reporting units to the Company's adjusted market capitalization as a supporting calculation. The adjusted

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market capitalization is calculated by multiplying the average share price of our common stock for the last ten trading days prior to the measurement date by the number of outstanding common shares and adding a control premium.

If the carrying value of the reporting units exceed the fair value we would then compare the implied fair value of our goodwill to the carrying amount in order to determine the amount of the impairment, if any.

*Definite-Lived Intangible and Long-Lived Assets:* Intangible assets consist of purchased technology, customer-related intangible assets, patents, trademarks, covenants not-to-compete, software licenses and deferred financing costs. Purchased technology consists of the core proprietary manufacturing technologies associated with the products and offerings obtained through acquisition and are initially recorded at fair value. Customer-related intangible assets, patents, trademarks and covenants not-to-compete are initially recorded at fair value and software licenses and deferred financing costs are initially recorded at cost. Intangible assets with definitive useful lives are amortized using the straight-line method over their estimated useful lives for periods ranging from 2 years to 17 years.

Property, plant and equipment are recorded at cost. Depreciation is provided over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. Amortization of leasehold improvements is computed using the straight-line method over the shorter of the remaining lease term or the estimated useful lives of the improvements.

Long-lived assets, such as property, plant, and equipment and intangible assets with definite useful lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment indicators include, among other conditions, cash flow deficits, a historical or anticipated decline in revenue or operating profit, adverse legal or regulatory developments and a material decrease in the fair value of some or all of the assets. Assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows generated by other asset groups. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flow expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

*Fair Value Measurements:* Accounting guidance for our non-financial assets and non-financial liabilities requires that we disclose the type of inputs we use to value our assets and liabilities, based on three categories of inputs as defined in such. Level 1 inputs are quoted, unadjusted prices in active markets for identical assets or liabilities that the company has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices for similar assets or liabilities. Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. These requirements apply to our long-lived assets, goodwill and intangible assets. We use Level 3 inputs to value all of such assets and the methodology we use to value such assets has not changed since December 31, 2010. The Company primarily applies the market approach for recurring fair value measurements.

*Warranty Costs:* We estimate the costs that may be incurred under the warranty we provide and record a liability in the amount of such costs at the time the related revenue is recognized. Estimated warranty costs are determined by analyzing specific product and historical configuration statistics and regional warranty support costs. Our warranty obligation is affected by product failure rates, material usage, and labor costs incurred in correcting product failures during the warranty period. Unforeseen component failures or exceptional component performance can also result in changes to warranty costs. If actual warranty costs differ substantially from our estimates, revisions to the estimated warranty liability would be required.

*Income Taxes:* As part of the process of preparing our Condensed Consolidated Financial Statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating the actual current tax expense, together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our Condensed Consolidated Balance Sheets. The carrying value of our deferred tax assets is adjusted by a partial valuation allowance to recognize the extent to which the future tax benefits will be recognized on a more likely than not basis. Our net deferred tax assets consist primarily of net operating loss and tax credit carry forwards, and timing differences between the book and tax treatment of inventory, acquired intangible assets and other asset valuations. Realization of these net deferred tax assets is dependent upon our ability to generate future taxable income.

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We record valuation allowances in order to reduce our deferred tax assets to the amount expected to be realized. In assessing the adequacy of recorded valuation allowances, we consider a variety of factors, including the scheduled reversal of deferred tax liabilities, future taxable income, and prudent and feasible tax planning strategies. Under the relevant accounting guidance, factors such as current and previous operating losses are given significantly greater weight than the outlook for future profitability in determining the deferred tax asset carrying value.

Relevant accounting guidance addresses the determination of how tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under such guidance, we must recognize the tax benefit from an uncertain tax position only if it is more-likely-than-not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such uncertain tax positions are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution.

*Equity-based Compensation:* Equity-based compensation cost is measured at the grant date, based on the fair value of the award and is recognized as expense over the employee requisite service period. In order to determine the fair value of stock options on the date of grant, we apply the Black-Scholes option-pricing model. Inherent in the model are assumptions related to risk-free interest rate, dividend yield, expected stock-price volatility and option life.

The risk-free rate assumed in valuing the options is based on the U.S. Treasury yield curve in effect at the time of grant for the expected term of the option. The dividend yield assumption is based on the Company's historical and future expectation of dividend payouts. While the risk-free interest rate and dividend yield are less subjective assumptions, typically based on factual data derived from public sources, the expected stock-price volatility and option life assumptions require a level of judgment which make them critical accounting estimates.

We use an expected stock-price volatility assumption that is a combination of both historical volatility, calculated based on the daily closing prices of our common stock over a period equal to the expected term of the option and implied volatility, utilizing market data of actively traded options on our common stock, which are obtained from public data sources. We believe that the historical volatility of the price of our common stock over the expected term of the option is a strong indicator of the expected future volatility and that implied volatility takes into consideration market expectations of how future volatility will differ from historical volatility. Accordingly, we believe a combination of both historical and implied volatility provides the best estimate of the future volatility of the market price of our common stock.

The expected term, representing the period of time that options granted are expected to be outstanding, is estimated using a lattice-based model incorporating historical post vest exercise and employee termination behavior.

We estimate forfeitures using our historical experience, which is adjusted over the requisite service period based on the extent to which actual forfeitures differ or are expected to differ, from such estimates. Because of the significant amount of judgment used in these calculations, it is reasonably likely that circumstances may cause the estimate to change.

With regard to the weighted-average option life assumption, we consider the exercise behavior of past grants and model the pattern of aggregate exercises.

**Recent Accounting Pronouncements**

*Comprehensive Income:* In June 2011, the FASB issued amended guidance related to Comprehensive Income. This amendment allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The amendment eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendment should be applied retrospectively. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. The Company does not believe that this guidance will have a material impact on its condensed consolidated financial statements.

*Business Combinations:* In December 2010, the FASB issued amended guidance related to Business

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Combinations. The amendments affect any public entity that enters into business combinations that are material on an individual or aggregate basis. The amendments specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. The Company will assess the impact of these amendments on its condensed consolidated financial statements if and when an acquisition occurs.

*Intangibles – Goodwill and Other:* In December 2010, the FASB issued amended guidance related to Intangibles – Goodwill and Other. The amendments modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. The qualitative factors are consistent with the existing guidance and examples, which require that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

*Fair Value Measurements:* In January 2010, the FASB issued amended guidance for Fair Value Measurements and Disclosures. This update requires some new disclosures and clarifies existing disclosure requirements about fair value measurement. The FASB's objective is to improve these disclosures and, thus, increase the transparency in financial reporting. Specifically, this update requires that a reporting entity disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers; and in the reconciliation for fair value measurements using significant unobservable inputs, a reporting entity should present separately information about purchases, sales, issuances, and settlements. In addition, this update clarifies the requirements of existing disclosures. For purposes of reporting fair value measurement for each class of assets and liabilities, a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities; and a reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This update was adopted on January 1, 2010, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. The adoption of this guidance did not have a material impact on the Company's Condensed Consolidated financial statements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Early application is permitted. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

In May 2011, the FASB issued amended guidance related to Fair Value Measurements. This amendment represents the converged guidance of the FASB and the International Accounting Standards Board (the Boards) on fair value measurement. The collective efforts of the Boards and their staffs, reflected in this amendment, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term fair value. The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRSs. The amendments are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not believe that this guidance will have a material impact on its condensed consolidated financial statements.

*Revenue Recognition:* In October 2009, the FASB issued amended guidance related to multiple-element arrangements which requires an entity to allocate arrangement consideration at the inception of an arrangement to all of its deliverables based on their relative selling prices. This update eliminates the use of the residual method of allocation and requires the relative-selling-price method in all circumstances. All entities must adopt the guidance no later than the beginning of their first fiscal year beginning on or after June 15, 2010. Entities may elect to adopt the guidance through either prospective application for revenue arrangements entered into or materially modified, after the effective date or through

retrospective application to all revenue arrangements for all periods presented. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial

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statements.

In October 2009, the FASB issued amended guidance that is expected to significantly affect how entities account for revenue arrangements that contain both hardware and software elements. As a result, many tangible products that rely on software will be accounted for under the revised multiple-element arrangements revenue recognition guidance, rather than the software revenue recognition guidance. The revised guidance must be adopted by all entities no later than fiscal years beginning on or after June 15, 2010. An entity must select the same transition method and same period for the adoption of both this guidance and the revisions to the multiple-element arrangements guidance noted above. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our net sales to foreign customers represented approximately 87.8% and 88.1% of our total net sales for the three and six months ended June 30, 2011, respectively, and 89.8% and 88.0% for the comparable 2010 periods. We expect that net sales to foreign customers will continue to represent a large percentage of our total net sales. Our net sales denominated in foreign currencies represented approximately 1.0% and 1.4% of our total net sales for the three and six months ended June 30, 2011 respectively, and 3.0% and 2.8% for the comparable 2010 periods.

The aggregate foreign currency exchange (loss) gain included in determining the condensed consolidated results of operations was approximately \$(0.1) million and \$(0.4) million during the three and six months ended June 30, 2011, respectively and approximately \$(0.5) million and \$(0.4) million during the three and six months ended June 30, 2010, respectively. Included in the aggregate foreign currency exchange gain were gains related to forward contracts of \$0.3 million and \$0.8 million during the three and six months ended June 30, 2011, respectively and \$0.1 million during the three and six months ended June 30, 2010. These amounts were recognized and are included in Other, net in the accompanying condensed consolidated statements of income.

We are exposed to financial market risks, including changes in foreign currency exchange rates. The changes in currency exchange rates that have the largest impact on translating our international operating profit (loss) are the Japanese Yen and the Euro. We use derivative financial instruments to mitigate these risks. We do not use derivative financial instruments for speculative or trading purposes. We generally enter into monthly forward contracts to reduce the effect of fluctuating foreign currencies on short-term foreign currency-denominated intercompany transactions and other known currency exposures. The weighted average notional amount of derivative contracts outstanding during the three and six months ended June 30, 2011 were approximately \$20.5 and \$17.4 million, respectively.

As of June 30, 2011, less than \$0.1 million of losses related to forward contracts were included in accrued expenses and other current liabilities and were subsequently paid in July 2011. As of December 31, 2010, approximately \$0.3 million of gains related to forward contracts were included in prepaid expenses and other current assets and were subsequently received in January 2011. Monthly forward contracts with a notional amount of \$3.9 million, entered into in June 2011 for July 2011, will be settled in August 2011. The fair value of the contracts at inception was zero, which did not significantly change at June 30, 2011.

We believe that based upon our hedging program, a 10% change in foreign exchange rates would have an immaterial impact on the condensed consolidated results of operations. We believe that this quantitative measure has inherent limitations because, as discussed in the first paragraph of this section, it does not take into account any governmental actions or changes in either customer purchasing patterns or our financing and



operating strategies.

Assuming second quarter 2011 variable debt and investment levels, the effect of a one-point change in interest rates would not have a material effect on net interest expense.

**Item 4. Controls and Procedures.**

Our senior management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15 and 15d-15 under the Securities Exchange Act of 1934 (the Exchange Act )) designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar

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functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision of and with the participation of management, including the chief executive officer and chief financial officer, as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There have been no significant changes in our internal controls or other factors during the fiscal quarter ended June 30, 2011 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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**Part II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

We are involved in various legal proceedings arising in the normal course of our business. We do not believe that the ultimate resolution of these matters will have a material adverse effect on our consolidated financial position, results of operations or cash flows.

**Item 1A. Risk Factors.**

Information regarding risk factors appears in the Safe Harbor Statement at the beginning of this Quarterly Report on Form 10-Q, in Part I Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010 and in Part II Item 1A of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2011. There have been no material changes from the risk factors previously disclosed in our 2010 Annual Report and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, except for the following.

**We may be adversely affected by the tightening of China's credit market.**

Approximately 66% and 29% of our revenues were generated in China for the six months ended June 30, 2011 and the year ended December 31, 2010, respectively. Tightening macroeconomic measures and monetary policies adopted by the PRC government aimed at preventing overheating of China's economy and controlling China's high level of inflation may limit the availability of financing to our customers or delay the timing of financing to our customers, which could result in a delay in shipments (and associated revenues) conditioned on such financing as well as a decrease in our revenues and could have a material adverse impact on our business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

In connection with the conversion of \$98.1 million of notes at a price of \$50.59 per share, calculated as defined in the indenture relating to the notes, in a net share settlement, during the second quarter, we paid the principal amount of \$98.1 million in cash and issued 1,660,095 shares of our common stock in transactions exempt from registration on the basis of Section 3(a)(9) under the Securities Act. The shares were issued pursuant to the terms of notes issued in 2007 under Section 3(a)(9) under the Securities Act.

The following table contains the Company's stock repurchases of equity securities in the second quarter of 2011:

**Period**

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|                                                                | <b>Total Number of Shares Repurchased</b> | <b>Average Price Paid Per Share</b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Program (1)</b> | <b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (1)</b> |
|----------------------------------------------------------------|-------------------------------------------|-------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Fiscal month of June 2011<br>(June 6, 2011 - July 3, 2011) (2) | 165,288                                   | 46.91                               | 1,283,888                                                                         | 154,148,086                                                                               |

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- (1) On August 24, 2010, we announced that our Board of Directors had authorized the repurchase of up to \$200 million of our common stock until August 26, 2011. The program does not obligate the Company to acquire any particular amount of common stock and may be modified or suspended at any time at the Company's discretion.
- (2) There were no repurchases during the fiscal months of April and May.

Table of Contents**Item 6. Exhibits.**

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

| <b>Number</b> | <b>Description</b>                                                                                                                                 | <b>Incorporated by Reference to the<br/>Following Document:</b>  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 10.1          | Veeco 2011 Management Bonus Plan, dated January 26, 2011                                                                                           | *                                                                |
| 31.1          | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934.                  | *                                                                |
| 31.2          | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934.                  | *                                                                |
| 32.1          | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | *                                                                |
| 32.2          | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | *                                                                |
| 99.1          | Notice of Redemption, dated April 25, 2011                                                                                                         | Current Report on form 8-K filed April 25, 2011,<br>Exhibit 99.3 |
| 101.INS       | XBRL Instance                                                                                                                                      | **                                                               |
| 101.XSD       | XBRL Schema                                                                                                                                        | **                                                               |
| 101.PRE       | XBRL Presentation                                                                                                                                  | **                                                               |
| 101.CAL       | XBRL Calculation                                                                                                                                   | **                                                               |
| 101.DEF       | XBRL Definition                                                                                                                                    | **                                                               |
| 101.LAB       | XBRL Label                                                                                                                                         | **                                                               |

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\* Filed herewith

\*\* Filed herewith electronically

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**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 thereunto duly authorized.

Date: August 1, 2011

Veeco Instruments Inc.

By: /s/ JOHN R. PEELER  
John R. Peeler  
*Chief Executive Officer*

By: /s/ DAVID D. GLASS  
David D. Glass  
*Executive Vice President and Chief Financial Officer*

Table of Contents**INDEX TO 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.

| <b>Number</b> | <b>Description</b>                                                                                                                                 | <b>Incorporated by Reference to the Following Document:</b>   |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 10.1          | Veeco 2011 Management Bonus Plan, dated January 26, 2011                                                                                           | *                                                             |
| 31.1          | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934.                  | *                                                             |
| 31.2          | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934.                  | *                                                             |
| 32.1          | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | *                                                             |
| 32.2          | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | *                                                             |
| 99.1          | Notice of Redemption, dated April 25, 2011                                                                                                         | Current Report on form 8-K filed April 25, 2011, Exhibit 99.3 |
| 101.INS       | XBRL Instance                                                                                                                                      | **                                                            |
| 101.XSD       | XBRL Schema                                                                                                                                        | **                                                            |
| 101.PRE       | XBRL Presentation                                                                                                                                  | **                                                            |
| 101.CAL       | XBRL Calculation                                                                                                                                   | **                                                            |
| 101.DEF       | XBRL Definition                                                                                                                                    | **                                                            |
| 101.LAB       | XBRL Label                                                                                                                                         | **                                                            |

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\* Filed herewith

\*\* Filed herewith electronically

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