

Low Raymond Anthony  
 Form 3/A  
 February 27, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |  |  |   |
|---|---------|--|--|---|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |   |
| Â Low Raymond Anthony                     |         | (Month/Day/Year)                           | AXT INC [AXTI]   |   |
| (Last)                                    | (First) | (Middle)                                   | 02/26/2007   |   |
| 4281 TECHNOLOGY DRIVE                     |         |  | 4. Relationship of Reporting Person(s) to Issuer   |   |
| (Street)                                  |         |  | (Check all applicable)   |   |
| FREMONT, Â CA Â 94538                     |         |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>VP Corporate Controller |   |
| (City)                                    | (State) | (Zip)                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)   |   |
|   |         |  | 02/27/2007   |   |
| 1. Title of Security                      |         | 2. Amount of Securities Beneficially Owned |  | 3. Ownership Form:                                    |
| (Instr. 4)                                |         | (Instr. 4)                                 |  | Direct (D) or Indirect (I)                            |
|   |         |  |  | (Instr. 5)  |
|   |         |  |  | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |

**Table I - Non-Derivative Securities Beneficially Owned**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                 |   |  |  |  |  |
|---------------------------------|---|--|--|--|--|
| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                      | (Month/Day/Year)                        | (Instr. 4)   |  | Direct (D) or Indirect (I)               | (Instr. 5)                                 |
|                                 | Date Exercisable                        | Title  | Amount or Number of Shares                             |  |  |
|                                 | Expiration Date                         |  |  |  |  |

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|  |            |            |              |        |         |   |   |
|--|------------|------------|--------------|--------|---------|---|---|
| Stock options (right to buy)- 2/7/05 <sup>(1)</sup>  | 02/07/2006 | 02/07/2015 | Common Stock | 25,000 | \$ 1.38 | D | Â |
| Stock options (right to buy) - 9/2/05 <sup>(1)</sup> | 09/02/2006 | 09/02/2015 | Common Stock | 10,000 | \$ 1.33 | D | Â |
| Stock options (right to buy) - 7/3/06                | 07/03/2007 | 07/03/2016 | Common Stock | 5,000  | \$ 3.37 | D | Â |
| Stock options (right to buy) - 10/27/06              | 10/27/2007 | 10/27/2016 | Common Stock | 10,000 | \$ 4.81 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Low Raymond Anthony<br>4281 TECHNOLOGY DRIVE<br>FREMONT, CA 94538 | Â             | Â         | Â VP Corporate Controller | Â     |

## Signatures

/s/ Raymond A.  
Low

02/27/2007

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of each option commenced on the date of grant, and continues over four years at the rate of 1/4 on the one-year anniversary of the date of grant, and 1/48th per month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.