AXT INC Form 8-K October 26, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

October 25, 2010

AXT, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)

000-24085 (Commission File Number) **94-3031310** (IRS Employer Identification No.)

4281 Technology Drive

Fremont, California 94538

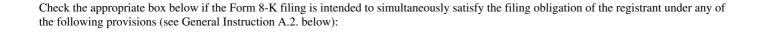
(Address of principal executive offices, including zip code)

(510) 683-5900

(Registrant s telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)



- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Exhibit No.

3.1

Certificate of Amendment of Bylaws

On October 25, 2010, the Board of Directors approved an amendment to Section 2.2 of the Company s bylaws to amend the process by which newly appointed directors shall be assigned to a class of directors.
The foregoing description is qualified in its entirety by reference to the Certificate of Amendment of Bylaws, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.
Item 9.01 Financial Statements and Exhibits.
(d) Exhibits.

Description

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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 hereunto duly authorized.

AXT, Inc.

By: /s/ Raymond A. Low Raymond A. Low Chief Financial Officer

Date: October 26, 2010

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EXHIBIT INDEX

Exhibit No.
3.1 Certificate of Amendment of Bylaws