

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c)

As previously reported, Raymond Low, Chief Financial Officer and Corporate Secretary of AXT, Inc. (the “Company”) tendered his resignation from the Company effective as of October 14, 2013. On October 14, 2013, the Company’s Board of Directors appointed Morris Young, the Company’s Chief Executive Officer, as interim Chief Financial Officer and Corporate Secretary of the Company effective as of October 14, 2013.

(e)

In connection with Mr. Low’s resignation, the Company and Mr. Low entered into a Separation Agreement and Release, effective as of October 14, 2013, pursuant to which Mr. Low executed a release in favor of the Company and will provide certain transition services to the Company in exchange for an aggregate cash payment of \$25,000.

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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/ Morris S. Young
Morris S. Young
Chief Executive
Officer

Date: October 14, 2013

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