

AXT INC
Form SC 13G
April 12, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

AXT, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

00246W103

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- | | |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| | Names of Reporting Persons. |
| 1. | Morris S. Young |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) (b) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization |
| | United States of America |
| | 5. Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 2,136,988 shares ¹ |
| | 6. Shared Voting Power |
| | N/A |
| | 7. Sole Dispositive Power |
| | 2,136,988 shares ¹ |
| | 8. Shared Dispositive Power |
| | N/A |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person |
| | 2,136,988 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) |
| 11. | Percent of Class Represented by Amount in Row (9) |
| | 5.2% ² |
| 12. | Type of Reporting Person (See Instructions) |
| | IN |

¹ Includes (i) 684,788 shares of Common Stock held by the Reporting Person and the Young Family Trust for which the Reporting Person serves as trustee; (ii) 346,162 shares of Common Stock held by the Morris S. S. Young 2016

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Annuity Trust for which the Reporting Person serves as trustee; (iii) 343,256 shares of Common Stock held by the Vicke Young 2016 Annuity Trust for which the Reporting Person serves as trustee; (iv) 483 shares of Common Stock held by the Morris Young Family Ltd. Partnership; and (v) 762,299 shares of Common Stock held by the Reporting Person that are subject to outstanding options that are vested and exercisable within 60 days of December 31, 2018.

² Based on 39,983,959 shares of Common Stock outstanding as of March 4, 2019 as reported on the Issuer's Annual Report on Form 10-K filed on March 11, 2019.

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Item 1.

(a) Name of Issuer:

AXT, Inc.

(b) Address of Issuer's Principal Executive Offices:

4281 Technology Drive

Fremont, California 94538

Item 2.

(a) Name of Person Filing:

Morris S. Young

(b) Address of Principal Business Office or, if none, Residence:

The address for the Reporting Person is:

c/o AXT, Inc.

4281 Technology Drive

Fremont, California 94538

(c) Citizenship:

Morris S. Young is a United States citizen.

(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

(e) CUSIP Number:

00246W103

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

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- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment C
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); or
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(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock of the Issuer by the Reporting Person is provided as of December 31, 2018:

(a) Amount beneficially owned

See Row 9 of cover page.

(b) Percent of Class:

See Row 11 of cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote	See Row 5 of cover page.
(ii) Shared power to vote or to direct the vote	See Row 6 of cover page.
(iii) Sole power to dispose or to direct the disposition of	See Row 7 of cover page.
(iv) Shared power to dispose or to direct the disposition of	See Row 8 of cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Morris S. Young

Date: April 11, 2019 /s/ Morris S. Young
