

VEECO INSTRUMENTS INC

Form S-8

August 05, 2005

As filed with the Securities and Exchange Commission on August 5, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VEECO INSTRUMENTS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

11-2989601
(I.R.S. Employer
Identification No.)

100 Sunnyside Boulevard, Suite B
Woodbury, New York 11797
(Address of Principal Executive Offices)

Veeco Instruments Inc.
2000 Stock Incentive Plan (as amended)
(Full title of the plan)

Gregory A. Robbins
Vice President and General Counsel
Veeco Instruments Inc.
100 Sunnyside Boulevard, Suite B
Woodbury, New York 11797
(Name and address of agent for service)

(516) 677-0200
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee |
|--|----------------------------|--|---|-------------------------------|
| Common Stock, \$0.01 par value per share | 1,500,000(2) | \$ 20.47 | \$ 30,697,500 | \$ 3,614 |

(1) An estimate, based on the average of the high and low prices as of August 1, 2005 as determined in accordance with Rule 457(c) and (h) under the Securities Act of 1933, has been made solely for the purpose of calculating the registration fee relating to the shares of Common Stock to be registered hereunder and subsequently offered at prices computed upon the basis of fluctuating market prices.

(2) Represents an additional 1,500,000 shares of Common Stock issuable pursuant to the Registrant's 2000 Stock Incentive Plan (formerly known as the 2000 Stock Option Plan, as amended, the "Plan"). 2,000,000 shares, 630,000 shares, 2,200,000 shares, 950,000 shares and 1,250,000 shares of Common Stock issuable pursuant to the Plan were previously registered pursuant to the Registrant's Registration Statements on Form S-8, File Number 333-127235, filed August 5, 2005, File Number 333-107845, filed on August 11, 2003, File Number 333-88946, filed on May 23, 2002, File Number 333-66574, filed on August 2, 2001, and File Number 333-39156, filed on June 13, 2000, respectively. This registration statement also relates to such indeterminate number of additional shares of Common Stock of Veeco Instruments Inc. as may be issuable as a result of stock splits, stock dividends or additional similar transactions.

Pursuant to General Instruction E to Form S-8, this registration statement on Form S-8 registers the offer and sale of an additional 1,500,000 shares of Common Stock for issuance under the Plan. The contents of the prior registration statements for the Plan, File Number 333-127235, filed on August 5, 2005, File Number 333-107845, filed on August 11, 2003, File Number 333-88946, filed on May 23, 2002, File Number 333-66574, filed on August 2, 2001, and File Number 333-39156, filed on June 13, 2000, are hereby incorporated by reference.

Item 8. 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.

| Number | Exhibit | Incorporated by Reference to: |
|---------------|---|---|
| 4.1 | Amendment dated May 25, 2005 to Veeco Instruments Inc. 2000 Stock Incentive Plan | Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2005, Exhibit 10.1 |
| 5.1 | Opinion of Gregory A. Robbins as to the legality of shares of Common Stock being registered | Filed herewith |
| 23.1 | Consent of Ernst & Young LLP | Filed herewith |
| 23.2 | Consent of Gregory A. Robbins | Included in the opinion filed as Exhibit 5.1 |
| 24.1 | Power of Attorney | Filed herewith |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodbury, New York, on August 5, 2005.

Veeco Instruments Inc.

By: /s/ Edward H. Braun

Name: Edward H. Braun

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on August 5, 2005.

Signatures

Capacity

/s/ Edward H. Braun
Edward H. Braun

Director, Chairman and Chief Executive Officer (principal executive officer)

/s/ John F. Rein, Jr.
John F. Rein, Jr.

Executive Vice President, Chief Financial Officer and Secretary (principal financial officer)

/s/ John P. Kiernan
John P. Kiernan

Senior Vice President, Finance, Chief Accounting Officer and Corporate Controller (principal accounting officer)

*

Director

Richard A. D Amore

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*
Joel A. Elftmann

Director

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Heinz K. Fridrich

Director

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Douglas A. Kingsley

Director

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Director

Paul R. Low

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* Director
Roger D. McDaniel

* Director
Irwin H. Pfister

* Director
Peter J. Simone

* By: /s/ Gregory A. Robbins Attorney-in-Fact
Gregory A. Robbins

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