

AMTECH SYSTEMS INC
Form 10-K/A
January 29, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-K/A
Amendment No. 1**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended: September 30, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 0-11412

AMTECH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Arizona

86-0411215

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

131 South Clark Drive, Tempe, Arizona

85281

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 480-967-5146

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.01 Par Value

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12(b)(2)).

Yes No

EXPLANATORY NOTE

This is Amendment No. 1 to the Registrant's annual report on Form 10-K for the year ended September 30, 2006, which was originally filed with the Securities and Exchange Commission on December 21, 2006. This amendment is being filed to include the Registrant's response to Item 14 required by Part III, which originally was expected to be incorporated by reference to the Registrant's definitive Proxy Statement to be delivered to its shareholders in connection with its 2007 Annual Meeting of Shareholders. Responses to Items 10,11,12 and 13 of Part III were included in the Registrant's Annual Report on Form 10-K for the year ended September 30, 2006, which was originally filed with the Securities and Exchange Commission on December 21, 2006.

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ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table sets forth the fees billed to us by our independent auditors during the years ended September 30, 2006 and 2005 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements, (ii) services by our auditor that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees, (iii) services rendered in connection with tax compliance, tax advice and tax planning, and (iv) all other fees for services rendered.

| | Year Ended Sept. 30, 2006 | Year Ended Sept. 30, 2005 |
|------------------------|--------------------------------------|--------------------------------------|
| Audit Fees | \$ 187,500 | \$ 243,649 |
| Audit-Related Fees (1) | | 6,000 |
| Tax Fees | | |
| All Other Fees | | |
| Total Fees | \$ 187,500 | \$ 249,649 |

(1) Accounting and reporting advisory services related to regulatory filings and acquisition activities.

PRE-APPROVAL POLICY

In May 2003, the Audit Committee adopted a Pre-Approval Policy (the Policy) governing the approval of all audit and non-audit services performed by the Company s independent auditor in order to ensure that the performance of such services does not impair the auditor s independence.

According to the Policy, the Audit Committee will annually review and pre-approve the types of services, and will set a limit on the fees for such services, that may be provided by the independent auditor during the following year. The Policy specifically describes the annual audit services and fees, other services that are audit-related, the preparation of tax returns and tax related compliance services and all other services that have the general pre-approval of the Audit Committee. The term of any general pre-approval is twelve (12) months from the date of pre-approval, unless the Audit Committee specifically provides for a different period.

Any service to be provided by the independent auditor that has not received general pre-approval under the Policy is required to be submitted to the Audit Committee for approval prior to the commencement of a substantial portion of the engagement. Any proposed service exceeding pre-approved cost levels is also required to be submitted to the Audit Committee for specific approval.

The Audit Committee will revise the list of general pre-approved services from time to time based on subsequent determinations. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

| EXHIBIT NO. | DESCRIPTION |
|------------------------|---|
| 31.1 | Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended. Filed herewith. |
| 31.2 | Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended. Filed herewith. |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith. |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith. |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMTECH SYSTEMS, INC.

January 29, 2007

By: /s/ Bradley C. Anderson

Bradley C. Anderson, Vice President - Finance
and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report on Form 10-K/A has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| SIGNATURE | TITLE | DATE |
|--|--|------------------|
| /s/ Jong S. Whang _____ Jong S. Whang | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | January 29, 2007 |
| /s/ Bradley C. Anderson _____ Bradley C. Anderson | Vice President Finance and Chief Financial Officer (Principal Financial Officer) | January 29, 2007 |
| /s/ Robert T. Hass _____ Robert T. Hass | Chief Accounting Officer (Principal Accounting Officer) | January 29, 2007 |
| * _____ Lawrence D. Firestone | Director | January 29, 2007 |
| * _____ Robert F. King | Director | January 29, 2007 |
| *By: /s/ Bradley C. Anderson _____ Bradley C. Anderson, Attorney-In-Fact** | | |

**By authority of the power of attorney filed as Exhibit 24 to the Annual Report on Form 10-K filed December 21, 2006.

EXHIBIT INDEX

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