

VEECO INSTRUMENTS INC
Form 10-K/A
May 01, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-16244

VEECO INSTRUMENTS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

11-2989601

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(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

Terminal Drive
Plainview, New York 11803
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:

(516) 677-0200

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

| (Title of each class) | (Name of each exchange on which registered) |
|--|---|
| Common Stock, par value \$0.01 per share | The NASDAQ Stock Market |

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by references in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

| | |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |
| | Emerging growth company |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant at June 29, 2018 (the last business day of the registrant’s most recently completed second quarter) was \$682,511,019 based on the closing price of \$14.25 on the NASDAQ Stock Market on that date.

The number of shares of each of the registrant’s classes of common stock outstanding on February 15, 2019 was 48,038,565 shares of common stock, par value \$0.01 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the definitive Proxy Statement to be used in connection with the Registrant’s 2019 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2018, originally filed on February 25, 2019 (the “Original 10-K”), of Veeco Instruments Inc., a Delaware corporation (the “Company” or “we”). We are filing this Amendment solely to correct an error on the cover page of the Original 10-K in which the box identifying the Company as an accelerated filer was incorrectly checked. The error has been corrected in this Amendment by checking the “Large accelerated filer” box on the cover page. This Amendment does not reflect events occurring after February 25, 2019 or otherwise modify or update the disclosures set forth in the Original 10-K, including the financial statements and notes thereto included in the Original 10-K.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(3) Exhibits

| Exhibit Number | Exhibit Description | Filed or Furnished Herewith |
|----------------|--|-----------------------------|
| 31.1 | <u>Certification of Chief Executive Officer pursuant to Rule 13a—14(a) or Rule 15d—14(a) of the Securities and Exchange Act of 1934.</u> | * |
| 31.2 | <u>Certification of Chief Financial Officer pursuant to Rule 13a—14(a) or Rule 15d—14(a) of the Securities and Exchange Act of 1934.</u> | * |
| 101.INS | XBRL Instance. | * |
| 101.XSD | XBRL Schema. | * |
| 101.PRE | XBRL Presentation. | * |
| 101.CAL | XBRL Calculation. | * |
| 101.DEF | XBRL Definition. | * |
| 101.LAB | XBRL Label. | * |

* Filed herewith electronically

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on May 1, 2019.

Veeco Instruments Inc.

By: /S/ WILLIAM J. MILLER, Ph.D.
William J. Miller, Ph.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated, on May 1, 2019.

| Signature | Title |
|--|--|
| /s/ WILLIAM J. MILLER, Ph.D. William J. Miller, Ph.D. | Chief Executive Officer and Director (principal executive officer) |
| /s/ SHUBHAM MAHESHWARI Shubham Maheshwari | Executive Vice President, Chief Financial Officer, and Chief Operating Officer (principal financial officer) |
| /s/ JOHN P. KIERNAN John P. Kiernan | Senior Vice President, Finance, Chief Accounting Officer, and Treasurer (principal accounting officer) |
| /s/ JOHN R. PEELER John R. Peeler | Executive Chairman |
| /s/ KATHLEEN A. BAYLESS Kathleen A. Bayless | Director |
| /s/ RICHARD A. D'AMORE Richard A. D'Amore | Director |
| /s/ GORDON HUNTER Gordon Hunter | Director |

/s/ KEITH D. JACKSON Director
Keith D. Jackson

/s/ PETER J. SIMONE Director
Peter J. Simone

/s/ THOMAS ST. DENNIS Director
Thomas St. Dennis