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KULICKE & SOFFA INDUSTRIES INC

Form 424B3

October 23, 2001

Prospectus Supplement No. 2
dated October 23, 2001
(to Prospectus dated October 4, 2001)

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-69744
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\$125,000,000

KULICKE AND SOFFA INDUSTRIES, INC.

5 1/4% Convertible Subordinated Notes due 2006 and
the Common Stock issuable upon conversion of the Notes

The following table supplements and amends the information set forth on pages 31 to 33 in the prospectus under Selling Securityholders with respect to the selling securityholders and the principal amount of notes beneficially owned by such selling securityholders that may be offered and sold pursuant to the prospectus dated October 4, 2001. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus.

Name	Principal Amount At Maturity of Notes Beneficially Owned that May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock Owned Prior to the Offering	Num Sha Comm th Be S
Alexandra Global Investment Fund I, LTD	\$4,000,000	3.2%	202,560	20
Forest Alternative Strategies II	80,000	*	4,051	
Forest Fulcrum Fund L.L.P.	1,280,000	1.0%	64,819	6
Forest Global Convertible Fund Series A-5	6,088,000	4.9%	308,297	30
Newport Investments, Inc.	80,000	*	4,051	
RBC Capital Services Inc.	32,000	*	1,620	
Zurich Master Hedge Fund	240,000	*	12,154	1

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* Less than 1%

- (1) Assumes conversion of all of the holder's notes at a conversion ratio of 50.6401 shares per \$1,000 principal amount of notes. However, this conversion ratio will be subject to further adjustment as described under "Description of Notes-Conversion of Notes." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 49,034,316 shares of common stock outstanding as of September 14, 2001. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes.

Because the selling securityholders listed above and in the prospectus under the caption Selling Securityholders may, pursuant to the prospectus, as supplemented, offer all or some portion of the notes, no estimate can be given as to the amount of notes that will be held by the selling securityholders upon termination of any such sales.

Furthermore, the selling securityholders identified in the table set forth in the prospectus under the caption Selling Securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided us with information regarding their notes or common stock, and we have not made any independent inquiries as to the foregoing.

Unless otherwise noted, all information provided in this prospectus supplement is as of October 23, 2001.