

AXT INC
Form S-3MEF
December 15, 2006

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As filed with the Securities and Exchange Commission on December 15, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3MEF

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AXT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-3031310

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

**4281 Technology Drive
Fremont, California 94538
(510) 683-5900**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

**Philip C.S. Yin
Chief Executive Officer
AXT, Inc.
4281 Technology Drive
Fremont, California 94538
(510) 683-5900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Wilson W. Cheung
Chief Financial Officer and Corporate
Secretary
AXT, Inc.
4281 Technology Drive
Fremont, California 94538
(510) 683-5900**

Copies to:
**Sally J. Rau, Esq.
DLA Piper US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
(650) 833-2000**

**Laird H. Simons III, Esq.
Fenwick & West LLP
801 California Street
Mountain View, CA 94041
(650) 988-8500**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-135474

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a Registration Statement pursuant to General Instruction I.D. or a Post-Effective Amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a Post-Effective Amendment to a Registration Statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(1) |
|--|--|-------------------------------|
| Common Stock, par value \$0.001 per share (3) | \$4,756,250 | \$509 |

(1) Calculated pursuant to rule 457(o) under the Securities Act.

(2) In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$4,756,250.

(3) Includes rights to be issued under the registrant's stockholder rights agreement.

EXPLANATORY NOTE

This registration statement is being filed to register an additional \$4,756,250 of shares of our common stock, par value \$0.001 per share, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-135474) which was declared effective on August 3, 2006, including all amendments and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this registration statement.

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|--|
| 5.1 | Opinion of DLA Piper Rudnick Gray Cary US LLP |
| 23.1 | Consent of DLA Piper Rudnick Gray Cary US LLP (contained in Exhibit 5.1) |
| 23.2 | Consent of Burr, Pilger & Mayer LLP, Independent Registered Public Accounting Firm |
| 23.3 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm |
| 24 | Power of Attorney (contained in the signature page hereof) |

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