

AXT INC  
Form 8-K  
May 24, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 24, 2004

**AXT, INC.**

(Exact name of registrant as specified in its charter)

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Delaware

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000-24085

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94-3031310

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(State or other jurisdiction of  
incorporation)

(Commission File Number)

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(IRS Employer Identification  
No.)

4281 Technology Drive  
Fremont, California 94538  
(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: (510) 683-5900

Not Applicable

(Former name or former address, if changed since last report)

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Item 5. Other Events and Regulation FD Disclosure.

Item 7. Financial Statements and Exhibits.

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EXHIBIT 99.1

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**Item 5. Other Events and Regulation FD Disclosure.**

On May 24, 2004, AXT, Inc., a Delaware corporation ( AXT ), announced that it has completed its investigation into certain product testing practices and procedures and as a result has implemented certain executive management changes. Donald L. Tatzin, formerly Chief Financial Officer, will become Interim Chief Executive Officer. Wilson W. Cheung, AXT s Vice President, Corporate Controller, has been promoted to Chief Financial Officer. Morris Young, Ph.D., formerly AXT s Chairman, President and CEO will be responsible for improving and expanding the Company s China operation. He will remain a director. Jesse Chen, a current AXT board member will also assume the role of Chairman of the Board.

A copy of the press release announcing this action is attached hereto as Exhibit 99.1.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 24, 2004 announcing executive management changes.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AXT, INC.**

Date: May 24, 2004

By: /s/ DONALD L. TATZIN  
Donald L. Tatzin  
Interim Chief Executive Officer

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<b>Exhibit</b>	<b>Description</b>
99.1	Press release, dated May 24, 2004, announcing executive management changes.