

AXT INC  
Form 8-K  
November 30, 2006

**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): **November 30, 2006**

**AXT, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**000-24085**  
(Commission File Number)

**94-3031310**  
(IRS Employer Identification No.)

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**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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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***Item 8.01. Other Items.***

In a press release dated November 30, 2006, AXT, Inc. announced that it has filed a prospectus supplement relating to the sale of 4,150,000 shares of its common stock in a firmly underwritten public offering. Additional details regarding the public offering are contained in the press release, a copy of which is attached hereto as **Exhibit 99.1** and which is incorporated herein by reference.

***Item 9.01 Financial Statements and Exhibits***

(d) Exhibits

99.1 Press release dated November 30, 2006

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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: November 30, 2006

By:

/s/ WILSON W. CHEUNG  
Wilson W. Cheung  
Chief Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                     |
|---------------------------|--|
| 99.1                      | Press release dated November 30, 2006. |

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