

AMTECH SYSTEMS INC
Form S-1MEF
February 01, 2007

As filed with the Securities and Exchange Commission on February 1, 2007

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AMTECH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Arizona
(State of incorporation)

3559
(Primary Standard Industrial
Classification Code No.)

86-0411215
(I.R.S. Employer Identification No.)

**131 South Clark Drive
Tempe, Arizona 85281
(480) 967-5146**

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

Bradley C. Anderson
Vice President Finance, Chief Financial Officer
Amtech Systems, Inc.
131 South Clark Drive
Tempe, Arizona 85281
(480) 967-5146

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

with copies to:

**Christopher D. Johnson, Esq.
Christopher A. Van Tuyl, Esq.
Squire, Sanders & Dempsey L.L.P.
Two Renaissance Square
40 North Central Avenue, Suite 2700
Phoenix, Arizona 85004
(602) 528-4000**

**Jeffrey Harrell, Esq.
Gabriella Lombardi, Esq.
Pillsbury Winthrop Shaw Pittman LLP
2475 Hanover Street
Palo Alto, California 94304
(650) 233-4500**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

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 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. See SEC File

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No. 333-139592.

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 post-effective amendment filed pursuant to Rule 462(d) 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.

CALCULATION OF REGISTRATION FEE

| <u>Title of Each Class of Securities to be Registered</u> | <u>Amount to be Registered (1)</u> | <u>Proposed Maximum Offering Price Per Share</u> | <u>Proposed Maximum Aggregate Offering Price</u> | <u>Amount of Registration Fee</u> |
|---|------------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 488,750 shares | \$ 7.05 | \$ 3,445,688 | \$ 369 |

(1) The 488,750 shares of common stock being registered in this registration statement are in addition to the 2,530,000 shares of common stock registered pursuant to the registrant's prior Registration Statement on Form S-1 (No. 333-139592).

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with the Securities and Exchange Commission (the Commission) by Amtech Systems, Inc. (the Company) pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (File No. 333-139592) filed by the Company with the Commission, as amended, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on January 31, 2007, are incorporated herein by reference into, and shall be deemed part of, this registration statement.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

All exhibits filed with or incorporated by reference in the registration statement on Form S-1, as amended, (File No. 333-139592) are incorporated by reference into, and shall be deemed to be a part of, this registration statement, except for the following which are filed herewith:

| EXHIBIT NO. | DESCRIPTION | METHOD OF FILING |
|-------------|--|------------------|
| 5.1 | Opinion of Squire, Sanders & Dempsey L.L.P. | * |
| 23.1 | Consent of Independent Registered Public Accounting Firm - Mayer Hoffman McCann P.C. | * |
| 23.2 | Consent of Independent Registered Public Accounting Firm - KPMG LLP | * |
| 24 | Powers of Attorney | ** |

* Filed herewith.

** Previously filed with Amtech's registration statement on Form S-1 filed with the Securities and Exchange Commission on December 22, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

AMTECH SYSTEMS, INC.

February 1, 2007

By: /s/ Bradley C. Anderson

Bradley C. Anderson,
Vice President Finance and
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| SIGNATURE | TITLE | DATE |
|---|--|------------------|
| <u>*</u> Jong S. Whang | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 1, 2007 |
| <u>/s/ Bradley C. Anderson</u> Bradley C. Anderson | Vice President Finance and Chief Financial Officer (Principal Financial Officer) | February 1, 2007 |
| <u>*</u> Robert T. Hass | Chief Accounting Officer (Principal Accounting Officer) | February 1, 2007 |
| <u>*</u> Lawrence D. Firestone | Director | February 1, 2007 |
| <u>*</u> Robert F. King | Director | February 1, 2007 |

*By: /s/ Bradley C. Anderson

Bradley C. Anderson, Attorney-In-Fact**

**By authority of the power of attorney filed as Exhibit 24 to Amtech's registration statement on Form S-1 (File No. 333-139592).

EXHIBIT INDEX

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