

VEECO INSTRUMENTS INC
Form S-8
August 11, 2003

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As filed with the Securities and Exchange Commission on August 11, 2003

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VEECO INSTRUMENTS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

11-2989601

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

**100 Sunnyside Boulevard
Woodbury, New York 11797**

(Address of Principal Executive Offices)

**Veeco Instruments Inc.
First Amended and Restated Employee Stock Purchase Plan (as amended)**
(Full title of the plan)

**Gregory A. Robbins
Vice President and General Counsel
Veeco Instruments Inc.
100 Sunnyside Boulevard
Woodbury, New York 11797**

(Name and address of agent for service)

(516) 677-0200

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

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Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	500,000(2)	\$18.01	\$9,005,000	\$728.50

(1) An estimate, based on the average of the high and low prices as of August 6, 2003 as determined in accordance with Rule 457(c) and (h) under the Securities Act of 1933, has been made solely for the purpose of calculating the registration fee relating to the shares of Common Stock to be registered hereunder and subsequently offered at prices computed upon the basis of fluctuating market prices.

(2) Represents an additional 500,000 shares of Common Stock issuable pursuant to the Registrant's First Amended and Restated Employee Stock Purchase Plan, as amended (the "Plan"). 250,000 shares of Common Stock issuable pursuant to the Plan were previously registered pursuant to the Registrant's Registration Statement on Form S-8, File Number 33-95422, filed on August 4, 1995. This registration statement also relates to such indeterminate number of additional shares of Common Stock of Veeco Instruments Inc. as may be issuable as a result of stock splits, stock dividends or additional similar transactions.

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Pursuant to General Instruction E to Form S-8, this registration statement on Form S-8 registers the offer and sale of an additional 500,000 shares of Common Stock for issuance under the Plan. The contents of the prior registration statement for the Plan, File Number 33-95422, filed on August 4, 1995, are hereby incorporated by reference.

Item 8. Exhibits

- 4.1 Amendment No. 1 effective January 1, 2003 to the Veeco Instruments Inc. First Amended and Restated Employee Stock Purchase Plan
- 5.1 Opinion of Gregory A. Robbins as to the legality of shares of Common Stock being registered
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Gregory A. Robbins (included in the opinion filed as Exhibit 5.1)
- 24.1 Power of Attorney

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodbury, New York, on August 8, 2003.

Veeco Instruments Inc.

By: /s/ EDWARD H. BRAUN

Name: Edward H. Braun
 Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on August 8, 2003.

INDEX TO EXHIBITS

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