

AMTECH SYSTEMS INC

Form 10-Q/A

October 18, 2005

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

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**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: December 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-11412

**AMTECH SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**Arizona**  
(State or other jurisdiction of  
incorporation or organization)

**86-0411215**  
(I.R.S. Employer

Identification No.)

**131 South Clark Drive, Tempe, Arizona**  
(Address of principal executive offices)

**85281**  
(Zip Code)

**Registrant's telephone number, including area code: 480-967-5146**

Indicate by a check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Shares of Common Stock outstanding as of February 14, 2004: 2,705,121

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**EXPLANATORY NOTE TO AMENDMENT NO. 1 ON FORM 10-Q/A**

This is Amendment No. 1 to the Registrant's quarterly report on Form 10-Q for the quarter ended December 31, 2004, which was originally filed with the Securities and Exchange Commission on February 15, 2005. This Amendment No. 1 is being filed in response to comments provided by the SEC staff in a Comment Letter dated September 19, 2005.

Part I, Item 4, Controls and Procedures of the Form 10-Q has been modified or revised in this Amendment No. 1 to reflect modifications and/or additional information requested in the SEC Comment Letter. This amendment is also being filed to update the exhibit index in Item 6 of Part II.

This Amendment No. 1 does not modify or update disclosures presented in the original Form 10-Q, except as required to reflect the modifications or additional information to Part I, Item 4, Controls and Procedures requested in the SEC Comment Letter. Amendment No. 1 speaks as of the original filing date of the Form 10-Q on February 15, 2005 and does not modify or update disclosures in the Form 10-Q, including the nature and character of such disclosures, to reflect events occurring or items discovered after the original filing date of the Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the Company's filings made with the Securities and Exchange Commission subsequent to the original filing date of the Form 10-Q, including any amendments to those filings.

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AMTECH SYSTEMS, INC.

AMENDMENT NO. 1 TO FORM 10-Q

FOR THE FISCAL QUARTER ENDED DECEMBER 31, 2004

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**ITEM 4. CONTROLS AND PROCEDURES**

Our management, including our Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), has carried out an evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2004, pursuant to Exchange Act Rules 13a-15(e) and 15(d)-15(e). Based upon that evaluation, our CEO and CFO have concluded that as of such date, our disclosure controls and procedures in place were effective as of the end of the period covered by this quarterly report.

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There have been no changes in our internal controls over financial reporting during the first quarter of fiscal 2005 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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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 thereunto duly authorized.

AMTECH SYSTEMS, INC.

By                                /s/ ROBERT T. HASS  
   **Robert T. Hass**

Dated: October 18, 2005

**Vice President    Finance, Chief Financial Officer**

**and Director**

**(Principal Financial Officer)**

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**EXHIBIT INDEX**

<b>Exhibit</b>		<b>Page or</b>
<b>Number</b>	<b>Description</b>	<b>Method of Filing</b>
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended.	*
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended.	*
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	*
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	*

\* Filed herewith.