

NANOMETRICS INC  
Form 425  
June 01, 2006

**Filed by Nanometrics Incorporated**

**Pursuant to Rule 425 under the Securities Act of 1933**

**and deemed filed pursuant to Rule 14a-12**

**under the Securities Exchange Act of 1934**

**Commission File No. 000-13470**

**Subject Company: Nanometrics Incorporated**

This filing relates to a planned merger (the Merger ) between Nanometrics Incorporated ( Nanometrics ) and Accent Technologies, Inc. ( Accent ) pursuant to the Agreement and Plan of Merger and Reorganization, dated January 25, 2006, by and among Nanometrics, Alloy Merger Corporation (a wholly-owned subsidiary of Nanometrics), Accent and, solely with respect to Article IX, Sanford S. Wadler, as Stockholder Agent.





















































