

AXT INC  
Form 8-K  
October 26, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)

**October 25, 2010**

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**AXT, INC.**

(Exact name of registrant as specified in its charter)

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

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

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

**4281 Technology Drive**  
**Fremont, California 94538**

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(Address of principal executive offices, including zip code)

**(510) 683-5900**

(Registrant's telephone number, including area code)

**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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 25, 2010, the Board of Directors approved an amendment to Section 2.2 of the Company's bylaws to amend the process by which newly appointed directors shall be assigned to a class of directors.

The foregoing description is qualified in its entirety by reference to the Certificate of Amendment of Bylaws, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment of Bylaws

**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.**

By: /s/ Raymond A. Low  
Raymond A. Low  
Chief Financial Officer

Date: October 26, 2010

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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