

Edgar Filing: VEECO INSTRUMENTS INC - Form 8-K/A

VEECO INSTRUMENTS INC
Form 8-K/A
July 22, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 11, 2002

VEECO INSTRUMENTS INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|-----------------------------|--------------------------------------|
| DELAWARE | 0-16244 | 11-2989601 |
| ----- | ----- | ----- |
| (STATE OR OTHER JURISDICTION OF INCORPORATION) | (COMMISSION FILE NUMBER) | (IRS EMPLOYER IDENTIFICATION NO.) |
| 100 SUNNYSIDE BOULEVARD, WOODBURY, NEW YORK (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) | | 11797 (ZIP CODE) |

Registrant's telephone number, including area code: (516) 677-0200

Not applicable.

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT.)

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Veeco Instruments Inc. ("Veeco") is filing this Amended Current Report on Form 8-K/A to amend the exhibit described in Item 7 below previously filed with the Securities and Exchange Commission.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

On July 11, 2002, Veeco, a Delaware corporation, entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among Veeco, Venice Acquisition Corp., an Oregon corporation and wholly owned subsidiary of Veeco ("Acquisition"), and FEI Company ("FEI"), an Oregon corporation. Pursuant to the Merger Agreement, Acquisition will merge with and into FEI,

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with the result that FEI shall be the surviving corporation and shall become a wholly-owned subsidiary of Veeco (the "Merger").

On July 12, 2002, Veeco filed with the Securities and Exchange Commission a Current Report on Form 8-K with respect to the Merger and the transactions contemplated thereby (the "July 12 8-K"). In connection with the Merger Agreement, Veeco entered into a Voting Agreement (the "Voting Agreement"), dated as of July 11, 2002, among Veeco and certain stockholders of FEI. A copy of the Voting Agreement was filed as Exhibit 2.2 to the July 12, 2002 8-K. This Amended Current Report on Form 8-K/A is being filed solely to add two FEI stockholders, Jan C. Lobbezoo and Michael J. Attardo, as signatories to the Voting Agreement, a copy of which has been attached hereto as Exhibit 2.2.

c. Exhibits

| EXHIBIT NO. | DESCRIPTION OF DOCUMENT |
|-------------|--|
| 2.2 | Voting Agreement, dated as of July 11, 2002, between Veeco Instruments Inc. and the stockholders of FEI Company listed on Schedule A attached thereto, together with the related Powers of Attorney and Irrevocable Proxies. |

2

SIGNATURES

Pursuant to the requirement 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.

Dated: July 22, 2002

VEECO INSTRUMENTS INC.
(Registrant)

By: /s/ Gregory A. Robbins

Name: Gregory A. Robbins
Title: Vice President and General Counsel

3

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION OF DOCUMENT |
|-------------|--|
| 2.2 | Voting Agreement, dated as of July 11, 2002, between Veeco Instruments Inc. and the stockholders of FEI Company listed on Schedule A attached thereto, together with the related Powers of Attorney and Irrevocable Proxies. |

4

