

AXT INC  
Form 8-K  
February 15, 2006

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

**Washington, D.C. 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): **February 15, 2006**

**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**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(510) 683-5900**

**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 1.01 Entry into a Material Definitive Agreement**

On February 13, 2006, the Compensation Committee (the Compensation Committee) of the Board of Directors of AXT, Inc. approved the 2006 Bonus Plan (the Plan) for the Company's executive officers. Under the terms of the Plan, bonuses are payable quarterly to executive officers upon achievement of quarterly performance measures established by the Compensation Committee. A portion of each executive officer's target bonuses shall be determined based upon achievement of Company financial measures and a portion shall be determined based upon individual performance metrics established for each executive officer, including financial and operating metrics. The performance measures include financial measures for the Company of target revenues, gross profit and operating expenses. The following sets forth the annual maximum target bonus payable to each executive officer if performance measures are achieved:

<b>Name</b>	<b>Maximum Target Bonus Amount</b>
Philip C.S. Yin Chief Executive Officer	\$120,000
Minsheng Lin Chief Operating Officer	\$100,000
Davis Zhang President, Joint Venture Operations	\$70,000
Morris S. Young Chief Technology Officer	\$60,000
Wilson W. Cheung Chief Financial Officer	\$60,000

**Item 2.02 Results of Operations and Financial Condition**

The following information is being furnished in accordance with General Instruction B.2 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

On February 15, 2006, AXT, Inc. issued a press release announcing its financial results for the quarter and year ended December 31, 2005. Attached hereto as exhibit 99.1 and incorporated by reference herein is financial information of AXT, Inc. for the three-month and twelve-month periods ended December 31, 2005 as presented in a press release of February 15, 2006.

***Item 9.01 Financial Statements and Exhibits***

(d) Exhibits

99.1 Earnings release dated February 15, 2006, regarding the financial results of AXT, Inc. for the quarter and year ended December 31, 2005.

Exhibit 99.1 shall not be deemed filed for the purpose of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**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.**

Date: February 15, 2006

By: /s/ WILSON W. CHEUNG  
Wilson W. Cheung  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Earnings release dated February 15, 2006, regarding the financial results of AXT, Inc. for the quarter and year ended December 31, 2005.