AXT INC Form DEFA14A April 02, 2012

UNITED STATES SECURITIES AND EXCHANGE COM--MISSION Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

| Filed by the Re Filed by a Party | egistrant T y other than the | Registrant £ | | | | | |
|-------------------------------------|---|---|--|---------------------|-----------------|--------------------------|--|
| Check the appr | opriate box: | | | | | | |
| £ | a | | | roxy Statement | | | |
| | £ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) | | | | | | |
| 0 | | Definitive Proxy Statement | | | | | |
| x £ | Definitive Additional Materials Soliciting Material Pursuant to \$240,146,12 | | | | | | |
| £ | | Soliciting Material Pursuant to §240.14a-12 | | | | | |
| | | | AXT, Inc. | | | | |
| | (Name of Registrant as Specified In Its Charter) | | | | | | |
| | (Name | of Person(s) Filing P | Proxy Statement | , if other than the | he Registrant) | | |
| Payment of Fili | ing Fee (Check | the appropriate box) |): | | | | |
| T No fee required. | | | | | | | |
| £ | Fee comp | uted on table below | e below per Exchange Act Rules 14a-6(i)(1) and 0-11. | | | | |
| | (1) | Title of each | h class of securit | ties to which tra | ansaction appli | es: | |
| | (2) | Aggregate n | number of securi | ties to which tr | ansaction appl | ies: | |
| _ | | erlying value of trans g fee is calculated and | _ | _ | _ | Rule 0-11 (set forth the | |
| | (4) | Propo | osed maximum a | aggregate value | of transaction | : | |
| (5) | | (5) | | | Total fee paid: | | |
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£ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

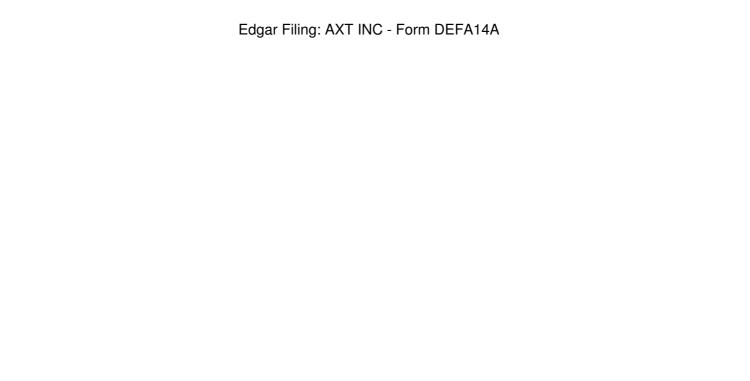
Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Form 10-K 2. Annual Report 3. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639

3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 01, 2012 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow—available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use Only

Voting items
The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees

01 Jesse Chen 02 Nai-Yu Pai

The Board of Directors recommends you vote FOR the following proposal (s):

- To approve, on an advisory basis, the compensation of AXT's named executive officers.
- To ratify the appointment of Burr Pilger Mayer, Inc. as AXT's independent registered public accounting firm for the fiscal year ending December 31, 2012.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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Voting Instructions

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