

VEECO INSTRUMENTS INC
Form 8-K
November 05, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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): **November 5, 2007**

VEECO INSTRUMENTS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-16244
(Commission
File Number)

11-2989601
(IRS Employer
Identification No.)

100 Sunnyside Boulevard, Suite B, Woodbury, New York 11797
(Address of principal executive offices, including zip code)

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

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

Veeco Instruments Inc. (Veeco) plans to attend certain investor meetings beginning on November 6, 2007. A copy of Veeco s presentation for these meetings is furnished as Exhibit 99.1 to this report and will be available on Veeco s website (www.veeco.com) prior to or simultaneously with the first of these meetings.

Section 8 - Other Events

Item 8.01 Other Events.

On November 5, 2007, Veeco Instruments Inc. (Veeco) entered into a Memorandum of Understanding to settle and fully resolve the consolidated shareholder derivative action, *Edward J. Huneke, et al. v. Edward H. Braun, et al.* Case No. 05 MD 1695, pending in the U.S. District Court for the Southern District of New York against individual defendants, including certain current and former members of Veeco's Board of Directors and nominal defendant Veeco Instruments Inc., for a payment of \$515,000 and for Veeco's agreement to adopt certain changes to its Corporate Governance Guidelines. Veeco expects that insurance proceeds will cover the settlement amount and any significant legal expenses related to the settlement. The settlement agreement is subject to court approval and would dismiss all pending claims against Veeco and the other defendants with no admission or finding of wrongdoing by Veeco or any of the other defendants, and Veeco and the other defendants would receive a full release of all claims pending in the litigation.

To the extent that this report discusses expectations about Veeco s future financial performance, the settlement of the lawsuit described above or otherwise makes statements about the future, such statements are forward-looking and are subject to a number of risks, uncertainties and other factors that could cause actual results to differ materially from the statements made. These factors include the risk that the court may not approve the settlement agreement with respect to the consolidated derivative action and the other factors discussed in the Business Description and Management s Discussion and Analysis sections of Veeco s Annual Report on Form 10-K for the year ended December 31, 2006, subsequent Quarterly Reports on Form 10-Q and current reports on Form 8-K. Veeco does not undertake any obligation to update any forward-looking statements to reflect future events or circumstances after the date of such statements.

The information in this report, including the exhibit, 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 under that Section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) *Exhibits.*

| Exhibit | Description |
|----------------|---|
| 99.1 | Veeco Instruments Inc. - Investor Presentation dated November 2007. |

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.

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|------------------|-------------------------------|---|--|
| | VEECO INSTRUMENTS INC. | | |
| | | | |
| November 5, 2007 | By: | /s/ Gregory A. Robbins | |
| | | | |
| | | Gregory A. Robbins | |
| | | Senior Vice President and General Counsel | |

EXHIBIT INDEX

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