

AXT INC  
Form 8-K  
May 23, 2011

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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)

May 23, 2011

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AXT, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

000-24085                      94-3031310  
(Commission File Number)    (IRS Employer Identification  
No.)

4281 Technology Drive  
Fremont, California 94538  
(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 5.07. Submission of Matters to a Vote of Security Holders.

AXT, Inc. (the “Company”) held its Annual Meeting of Stockholders (“Annual Meeting”) on May 23, 2011. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of two (2) Class I directors to hold office for a three-year term and until their respective successors are elected and qualified:

| Name of Director | FOR        | %    | WITHHELD | %   | Broker non-vote |
|------------------|------------|------|----------|-----|-----------------|
| David Chang      | 17,159,983 | 99.4 | 106,942  | 0.6 | 10,541,700      |
| Morris Young     | 17,140,308 | 99.3 | 126,617  | 0.7 | 10,541,700      |

Dr. Morris S. Young and Dr. David C. Chang were duly elected as Class I directors.

Proposal 2: Advisory vote on executive compensation:

|                 | SHARES     | PERCENT |
|-----------------|------------|---------|
| For approval    | 17,056,809 | 98.8    |
| Against         | 192,764    | 1.1     |
| Abstain         | 17,352     | 0.1     |
| Broker non-vote | 10,541,700 |         |

Proposal 2 was approved.

Proposal 3: Advisory vote on the frequency of holding an advisory vote on executive compensation:

|                 | SHARES     | PERCENT |
|-----------------|------------|---------|
| One Year        | 11,781,765 | 68.2    |
| Two Years       | 664,943    | 3.9     |
| Three Years     | 4,801,345  | 27.8    |
| Abstain         | 18,871     | 0.1     |
| Broker non-vote | 10,541,700 |         |

The frequency of once every year was selected by our stockholders.

The stockholders select an option other than the board recommendation of once every three years. Pursuant to the stockholders’ preference, the board has determined to hold an advisory vote on executive compensation once every year.

Proposal 4: Ratification of the appointment of Burr Pilger Mayer Inc. as the Company's independent registered public accountants for the fiscal year ending December 31, 2011:

|              | SHARES     | PERCENT |
|--------------|------------|---------|
| For approval | 27,519,518 | 99.0    |
| Against      | 138,190    | 0.5     |
| Abstain      | 150,917    | 0.5     |

Proposal 4 was approved.

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: May 23, 2011