

AXT INC  
Form 8-K  
April 19, 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): **April 19, 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**

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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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***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 April 19, 2006, AXT, Inc. issued a press release announcing its financial results for the quarter ended March 31, 2006. Attached hereto as exhibit 99.1 and incorporated by reference herein is financial information of AXT, Inc. for the three-month period ended March 31, 2006 as presented in a press release of April 19, 2006.

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

(d) Exhibits

99.1 Earnings release dated April 19, 2006, regarding the financial results of AXT, Inc. for the quarter ended March 31, 2006.

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: April 19, 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 April 19, 2006, regarding the financial results of AXT, Inc. for the quarter ended March 31, 2006.