

BOOKHAM, INC.

FORM 6-K (Report of Foreign Issuer)

Filed 08/20/04 for the Period Ending 08/16/04

Address	2584 JUNCTION AVENUE SAN JOSE, CA 95134
Telephone	(408) 919-1500
CIK	0001110647
Symbol	BKHM
SIC Code	3674 - Semiconductors and Related Devices
Industry	Communications Equipment
Sector	Technology
Fiscal Year	06/30

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

August 16, 2004

Commission File Number: 000-30684

BOOKHAM TECHNOLOGY PLC

(Exact name of registrant as specified in its charter)

**90 Milton Park
Abingdon, Oxfordshire OX1 4RY
England**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover
Form 20-F or Form 40-F

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

On August 16, 2004, Bookham Technology plc (the “Company”) issued a press release announcing that at the Extraordinary General Meeting of the Company and at the subsequent Shareholder Court Meeting of the Company, convened by the High Court of Justice of England and Wales, all of the resolutions relating to the scheme of arrangement between the Company and its shareholders, in connection with the Company’s proposed change of corporate domicile to the United States, had been duly passed on a poll by the requisite majority. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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, thereunto duly authorized.

BOOKHAM TECHNOLOGY PLC

Date: August 20, 2004

By: /s/ Giorgio Anania
Name: Giorgio Anania
Title: Chief Executive Officer

BOOKHAM TECHNOLOGY PLC

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release issued on August 16, 2004.



PROPOSAL TO REINCORPORATE IN THE UNITED STATES RECEIVES SHAREHOLDER APPROVAL

Oxfordshire, UK — August 16, 2004: Bookham Technology plc (LSE: BHM, NASDAQ: BKHM) (the “Company”), a leading provider of optical components, modules and subsystems used in various applications and industries, including telecommunications, announces that at the Extraordinary General Meeting of the Company held earlier today and at the subsequent Shareholder Court Meeting of the Company, convened by the High Court of Justice of England and Wales (the “High Court”), all of the resolutions relating to the scheme of arrangement between the Company and the shareholders (the “Scheme”), as set out in the circular to shareholders dated 8 July 2004, were duly passed on a poll by the requisite majority.

The Scheme remains conditional on a number of conditions being satisfied including the sanctioning of the Scheme by the High Court, which is expected to take place on 9 September 2004. Subject to the remaining conditions being satisfied, the Scheme is expected to become effective on 10 September 2004 with trading in the Company’s ordinary shares of 1/3 p each suspended from the start of trading on 10 September 2004.

A copy of the resolutions passed at today’s meeting has been submitted to the United Kingdom Listing Authority for publication on its Documents Viewing Facility and will be available shortly.

For further information, please contact:

Bookham Technology plc:
Sharon Ostaszewska
Tel: +44 (0)1235 837000

This announcement does not constitute or form part of any offer of or any solicitation of an offer for sale of securities in the United States or elsewhere. The securities of Bookham, Inc. have not been registered under the Securities Act, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from registration requirements.

Any statements in this announcement about the future expectations, plans or prospects of Bookham or Bookham, Inc., including statements regarding expectations with respect to the timetable for completing the Scheme, as well as other statements containing the words “believe”, “plan”, “anticipate”, “expect”, “estimate”, “will” and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including the ability to consummate the Scheme in the expected timeframe and other factors described in Bookham’s Annual Report on Form 20-F for the year ended December 31, 2003. The forward-looking statements included in this announcement represent Bookham’s view as of the date of this release. Bookham anticipates that subsequent events and developments will cause Bookham’s views to change. However, Bookham disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this document. Those forward-looking statements should not be relied upon as representing Bookham’s views as of any date subsequent to the date of this announcement.

