

ULTRATECH INC

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 05/26/17

Address	3050 ZANKER RD SAN JOSE, CA 95134
Telephone	4083218835
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SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

**REGISTRATION STATEMENT NO. 333-33197
UNDER THE SECURITIES ACT OF 1933**

ULTRATECH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3169580
(I.R.S. Employer
Identification No.)

**3050 Zanker Road
San Jose, California 95134**
(Address, including zip code, of principal executive offices)

**ULTRATECH STEPPER, INC. 1993 STOCK OPTION/STOCK ISSUANCE PLAN
ULTRATECH STEPPER, INC. EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plan)

Gregory A. Robbins
Senior Vice President, General Counsel and Secretary
Veeco Instruments Inc.
Terminal Drive
Plainview, New York 11803
Tel: (516) 677-0200
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to section 7(A)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statement filed by Ultratech, Inc., a Delaware corporation (the “Registrant”), on Form S-8 (the “Registration Statement”):

- Registration Statement No. 333-33197, originally filed with the Securities and Exchange Commission (the “SEC”) on August 8, 1997, which registered the offer and sale of 450,000 shares of the Registrant’s common stock issuable pursuant to the Ultratech Stepper, Inc. 1993 Stock Option/Stock Issuance Plan, and 250,000 shares of the Registrant’s common stock issuable pursuant to the Ultratech Stepper, Inc. Employee Stock Purchase Plan.

The Registrant is filing this Post-Effective Amendment to the Registration Statement to deregister any unissued and unsold securities originally registered by the Registrant pursuant to the above-referenced Registration Statement.

On May 26, 2017, pursuant to the Agreement and Plan of Merger, dated as of February 2, 2017 (the “Agreement”), by and between the Registrant, Veeco Instruments Inc., a Delaware corporation (“Parent”), and Ulysses Acquisition Subsidiary Corp., a Delaware corporation and a wholly-owned subsidiary of Parent (“Merger Subsidiary”), Merger Subsidiary merged with and into the Registrant, with the Registrant surviving the merger as a wholly owned subsidiary of Parent.

As a result of the consummation of the transactions contemplated by the Agreement, the Registrant has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Registrant in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration all such securities of the Registrant registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plainview, State of New York on May 26, 2017. No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

ULTRATECH, INC.

By: /s/ Gregory A. Robbins

Gregory A. Robbins

Secretary