

VEECO INSTRUMENTS INC  
Form S-8  
August 11, 2003

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As filed with the Securities and Exchange Commission on August 11, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**VEECO INSTRUMENTS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**11-2989601**  
(I.R.S. Employer  
Identification No.)

**100 Sunnyside Boulevard  
Woodbury, New York 11797**  
(Address of Principal Executive Offices)

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**Veeco Instruments Inc.  
First Amended and Restated Employee Stock Purchase Plan (as amended)**  
(Full title of the plan)

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**Gregory A. Robbins  
Vice President and General Counsel  
Veeco Instruments Inc.  
100 Sunnyside Boulevard  
Woodbury, New York 11797**  
(Name and address of agent for service)

**(516) 677-0200**  
(Telephone number, including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE

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Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	500,000(2)	\$18.01	\$9,005,000	\$728.50

(1) An estimate, based on the average of the high and low prices as of August 6, 2003 as determined in accordance with Rule 457(c) and (h) under the Securities Act of 1933, has been made solely for the purpose of calculating the registration fee relating to the shares of Common Stock to be registered hereunder and subsequently offered at prices computed upon the basis of fluctuating market prices.

(2) Represents an additional 500,000 shares of Common Stock issuable pursuant to the Registrant's First Amended and Restated Employee Stock Purchase Plan, as amended (the "Plan"). 250,000 shares of Common Stock issuable pursuant to the Plan were previously registered pursuant to the Registrant's Registration Statement on Form S-8, File Number 33-95422, filed on August 4, 1995. This registration statement also relates to such indeterminate number of additional shares of Common Stock of Veeco Instruments Inc. as may be issuable as a result of stock splits, stock dividends or additional similar transactions.

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Pursuant to General Instruction E to Form S-8, this registration statement on Form S-8 registers the offer and sale of an additional 500,000 shares of Common Stock for issuance under the Plan. The contents of the prior registration statement for the Plan, File Number 33-95422, filed on August 4, 1995, are hereby incorporated by reference.

Item 8. Exhibits

- 4.1 Amendment No. 1 effective January 1, 2003 to the Veeco Instruments Inc. First Amended and Restated Employee Stock Purchase Plan
- 5.1 Opinion of Gregory A. Robbins as to the legality of shares of Common Stock being registered
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Gregory A. Robbins (included in the opinion filed as Exhibit 5.1)
- 24.1 Power of Attorney

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**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodbury, New York, on August 8, 2003.

Veeco Instruments Inc.

By: /s/ EDWARD H. BRAUN

Name: Edward H. Braun  
 Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on August 8, 2003.

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Signatures	Capacity
<hr/> /s/ EDWARD H. BRAUN <hr/> Edward H. Braun	Director, Chairman and Chief Executive Officer (principal executive officer)
<hr/> /s/ JOHN F. REIN, JR. <hr/> John F. Rein, Jr.	Executive Vice President, Chief Financial Officer and Secretary (principal financial officer)
<hr/> /s/ JOHN P. KIERNAN <hr/> John P. Kiernan	Vice President, Finance, Chief Accounting Officer and Corporate Controller (principal accounting officer)
<hr/> * <hr/> Richard A. D'Amore	Director
<hr/> * <hr/> Joel A. Elftmann	Director
<hr/> * <hr/> Heinz K. Fridrich	Director
<hr/> * <hr/> Douglas A. Kingsley	Director
<hr/> * <hr/> Paul R. Low	Director
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<hr/> * <hr/> Roger D. McDaniel	Director
<hr/> * <hr/> Irwin H. Pfister	Director
<hr/> * <hr/> Walter J. Scherr	Director
*By: <hr/> /s/ GREGORY A. ROBBINS <hr/> Gregory A. Robbins	Attorney-in-Fact

**INDEX TO EXHIBITS**

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