
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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): **January 30 , 2017**

VEECO INSTRUMENTS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-16244
(Commission
File Number)

11-2989601
(IRS Employer
Identification No.)

Terminal Drive, Plainview, New York 11803
(Address of principal executive offices)

(516) 677-0200
(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 7.01 Regulation FD.

On January 30, 2017, Veeco Instruments Inc. posted certain supplemental information relating to its 2.70% Convertible Senior Notes due 2023 to its website (www.veeco.com). A copy of this supplemental information is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits* .

Exhibit	Description
99.1	Supplement Information Regarding Veeco 2.70% Convertible Senior Notes due 2023

The information in this report, including the exhibit, 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 under that Section, nor shall this information or this exhibit be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a 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.

January 30, 2017

VEECO INSTRUMENTS INC.

By: /s/ Gregory A. Robbins
Name: Gregory A. Robbins
Title: Senior Vice President and General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Supplement Information Regarding Veeco 2.70% Convertible Senior Notes due 2023

Veeco Instruments Inc.
2.70% Convertible Senior Notes due 2023
Supplemental Information



Summary of Terms

Principal (\$mm)	345	Includes fully exercised greenshoe of \$45mm
Term (years)	6	Matures on January 15, 2023
Convertible coupon rate	2.70%	
Indicative straight debt rate	~7.50%	
Closing Price	\$ 27.80	VECO stock closing price on January 11, 2017
Conversion premium	44%	Above January 11, 2017 close
Conversion price	\$ 40.03	

GAAP Interest Expense			Non-GAAP Interest Expense			Potential Dilution	
Effective interest rate	~7.5%		Convertible notes interest rate	2.70%		Share Price	Shares (mm)
Annual pre-tax interest (\$mm)			Annual pre-tax interest (\$mm)			<\$40.00	0.00
2017	~19.38		2017	~8.94		\$40.00	0.00
2018	~20.99		2018	~9.32		\$42.00	0.40
2019	~21.89		2019	~9.32		\$44.00	0.78
2020	~22.85		2020	~9.32		\$46.00	1.12
2021	~23.89		2021	~9.32		\$48.00	1.43
2022	~25.01		2022	~9.32		\$50.00	1.72
2023	~1.01		2023	~0.37		\$52.00	1.98

Reconciliation of GAAP Interest Expense to Non-GAAP Interest Expense

Time Period	GAAP Interest Expense	Non-Cash Interest Expense	Non-GAAP Interest Expense	Accreted Principal(1)
2017	~19.38	~10.44	~8.94	~276
2018	~20.99	~11.67	~9.32	~288
2019	~21.89	~12.57	~9.32	~301
2020	~22.85	~13.53	~9.32	~314
2021	~23.89	~14.57	~9.32	~329
2022	~25.01	~15.69	~9.32	~344
2023	~1.01	~0.64	~0.37	~345

Amounts may not calculate precisely due to rounding

GAAP Interest Expense is the pre-tax interest expense based on the indicative interest rate for straight debt of ~7.50%. Non-Cash Interest Expense represents the accretion of debt discount. Non-GAAP Cash Interest Expense is the difference between GAAP Interest Expense and Non-Cash Interest Expense.

(1) The Accreted Principal amount represents the fair value of the debt at issuance, which is included in Long Term Debt. This value increases over time by the amount of Non-Cash Interest Expense.

These Non-GAAP financial measures may be different from Non-GAAP financial measures used by other companies. Non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. These Non-GAAP financial measures may be useful to investors in allowing for greater transparency of supplemental information used by management in its financial and operational decision-making. Investors are encouraged to review the reconciliation of the Non-GAAP financial measures to their most directly comparable GAAP financial measures.

About Veeco

Veeco's process equipment solutions enable the manufacture of LEDs, displays, power electronics, compound semiconductors, hard disk drives, semiconductors, MEMS and wireless chips. We are the leader in MOCVD, MBE, Ion Beam, Wet Etch single wafer processing and other advanced thin film process technologies. Our high performance systems drive innovation in energy efficiency, consumer electronics and network storage and allow our customers to maximize productivity and achieve lower cost of ownership. For information on our company, products and worldwide service and support, please visit www.veeco.com.

Forward Looking Statements

To the extent that this document discusses expectations or otherwise makes statements about the future, such statements are forward-looking and are subject to a number of risks and uncertainties that could cause actual results to differ materially from the statements made. These factors include the risks discussed in the Business Description and Management's Discussion and Analysis sections of Veeco's Annual Report on Form 10-K for the year ended December 31, 2015 and in our subsequent quarterly reports on Form 10-Q, current reports on Form 8-K and press releases. Veeco does not undertake any obligation to update any forward-looking statements to reflect future events or circumstances after the date of such statements.
