

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

**FORM 10-K/A  
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 0-16244

**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.)

**Terminal Drive**  
**Plainview, New York**  
(Address of Principal Executive Offices)

**11803**  
(Zip Code)

Registrant's telephone number, including area code:

**(516) 677-0200**

Securities registered pursuant to Section 12(b) of the Act:

**(Title of each class)**

**(Name of each exchange on which registered)**

Common Stock, par value \$0.01 per share

The NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by references in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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.

Large accelerated filer   
Non-accelerated filer

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 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant at June 29, 2018 (the last business day of the registrant's most recently completed second quarter) was \$682,511,019 based on the closing price of \$14.25 on the NASDAQ Stock Market on that date.

The number of shares of each of the registrant's classes of common stock outstanding on February 15, 2019 was 48,038,565 shares of common stock, par value \$0.01 per share.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain portions of the definitive Proxy Statement to be used in connection with the Registrant's 2019 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

## EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2018, originally filed on February 25, 2019 (the “Original 10-K”), of Veeco Instruments Inc., a Delaware corporation (the “Company” or “we”). We are filing this Amendment solely to correct an error on the cover page of the Original 10-K in which the box identifying the Company as an accelerated filer was incorrectly checked. The error has been corrected in this Amendment by checking the “Large accelerated filer” box on the cover page. This Amendment does not reflect events occurring after February 25, 2019 or otherwise modify or update the disclosures set forth in the Original 10-K, including the financial statements and notes thereto included in the Original 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(3) Exhibits

Exhibit Number	Exhibit Description	Filed or Furnished Herewith
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a—14(a) or Rule 15d—14(a) of the Securities and Exchange Act of 1934.</a>	*
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a—14(a) or Rule 15d—14(a) of the Securities and Exchange Act of 1934.</a>	*
101.INS	XBRL Instance.	*
101.XSD	XBRL Schema.	*
101.PRE	XBRL Presentation.	*
101.CAL	XBRL Calculation.	*
101.DEF	XBRL Definition.	*
101.LAB	XBRL Label.	*

\* Filed herewith electronically



**CERTIFICATION PURSUANT TO  
RULE 13a—14(a) or RULE 15d—14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, William J. Miller, Ph.D., certify that:

1. I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2018 (the “Report”) of the Company; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

/s/ WILLIAM J. MILLER, Ph.D.

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William J. Miller, Ph.D.

Chief Executive Officer and Director

Veeco Instruments Inc.

May 1, 2019

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**CERTIFICATION PURSUANT TO  
RULE 13a—14(a) or RULE 15d—14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Shubham Maheshwari, certify that:

1. I have reviewed this annual report on Form 10-K/A for the year ended December 31, 2018 (the “Report”) of the Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

/s/ SHUBHAM MAHESHWARI

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Shubham Maheshwari  
Executive Vice President, Chief Financial Officer, and  
Chief Operating Officer  
Veeco Instruments Inc.  
May 1, 2019

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