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

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**FORM 8-K**

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

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Date of Report (Date of earliest event reported): **May 15, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

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## **Item 8.01 Other Matters**

On May 15, 2017, representatives of Veeco Instruments Inc. (“Veeco” or the “Company”) met with employees of Ultratech, Inc. (“Ultratech”). A copy of the presentation for these meetings is attached as Exhibit 99.1 and is incorporated by reference in this Item 8.01.

### **Additional Information and Where to Find It**

In connection with the proposed acquisition of Ultratech, by Veeco pursuant to the Agreement and Plan of Merger by and among Ultratech, Veeco and Ulysses Acquisition Subsidiary Corp., Veeco filed with the Securities and Exchange Commission (“SEC”) a Registration Statement on Form S-4 on April 24, 2017, which contains a proxy statement of Ultratech and a prospectus of Veeco, which proxy statement/prospectus was mailed or otherwise disseminated to Ultratech’s stockholders on April 24, 2017. Investors are urged to read the proxy statement/prospectus (including all amendments and supplements) because they contain important information. Investors may obtain free copies of the proxy statement/prospectus, as well as other filings containing information about Veeco and Ultratech, without charge, at the SEC’s Internet site ([www.sec.gov](http://www.sec.gov)). Copies of these documents may also be obtained for free from the companies’ web sites at [www.Veeco.com](http://www.Veeco.com) or [www.Ultratech.com](http://www.Ultratech.com).

### **Participants in Solicitation**

Veeco, Ultratech and their respective officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of Ultratech in connection with the proposed transaction. Information about Veeco’s executive officers and directors is set forth in its Annual Report on Form 10-K, which was filed with the SEC on February 22, 2017, and its proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on March 17, 2017. Information about Ultratech’s executive officers and directors is set forth in its Annual Report on Form 10-K, which was filed with the SEC on March 1, 2017, and the amendment to its Annual Report on Form 10-K/A, which was filed with the SEC on April 20, 2017. Investors may obtain more detailed information regarding the direct and indirect interests of Veeco, Ultratech and their respective executive officers and directors in the acquisition by reading the proxy statement/prospectus regarding the transaction, which has been filed with the SEC.

### **Forward-looking Statements**

This written communication contains forward-looking statements that involve risks and uncertainties concerning the proposed acquisition by Veeco of Ultratech, Ultratech’s and the Company’s expected financial performance, as well as Ultratech’s and the Company’s strategic and operational plans. Actual events or results may differ materially from those described in this written communication due to a number of risks and uncertainties. The potential risks and uncertainties include, among others, the possibility that Ultratech may be unable to obtain required stockholder approval or that other conditions to closing the transaction may not be satisfied, such that the transaction will not close or that the closing may be delayed; the reaction of customers to the transaction; general economic conditions; the transaction may involve unexpected costs, liabilities or delays; risks that the transaction disrupts current plans and operations of the parties to the transaction; the ability to recognize the benefits of the transaction; the amount of the costs, fees, expenses and charges related to the transaction and the actual terms of any financings that will be obtained for the transaction; the outcome of any legal proceedings related to the transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the transaction agreement. In addition, please refer to the documents that the Company and Ultratech file with the SEC on Forms 10-K, 10-Q and 8-K. The filings by the Company and Ultratech identify and address other important factors that could cause its financial and operational results to differ materially from those contained in the forward-looking statements set forth in this written communication.

All forward-looking statements speak only as of the date of this written communication or, in the case of any document incorporated by reference, the date of that document. Neither the Company nor Ultratech is under any duty to update any of the forward-looking statements after the date of this written communication to conform to actual results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits .

Exhibit	Description
99.1	Veeco Presentation: Ultratech and Veeco Employee Meeting, May 2017

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.

May 16, 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	Veeco Presentation: Ultratech and Veeco Employee Meeting, May 2017

Confidential

The cover image is split vertically. The left half shows a dark silhouette of a hand reaching up towards several bright, out-of-focus circular lights against a grey background. The right half is a solid dark red color with a pattern of small white dots at the top. The title "Ultratech and Veeco Employee Meeting" is written in white sans-serif font on the red background.

# Ultratech and Veeco Employee Meeting


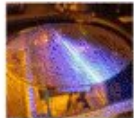

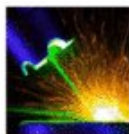
May, 2017

# Agenda

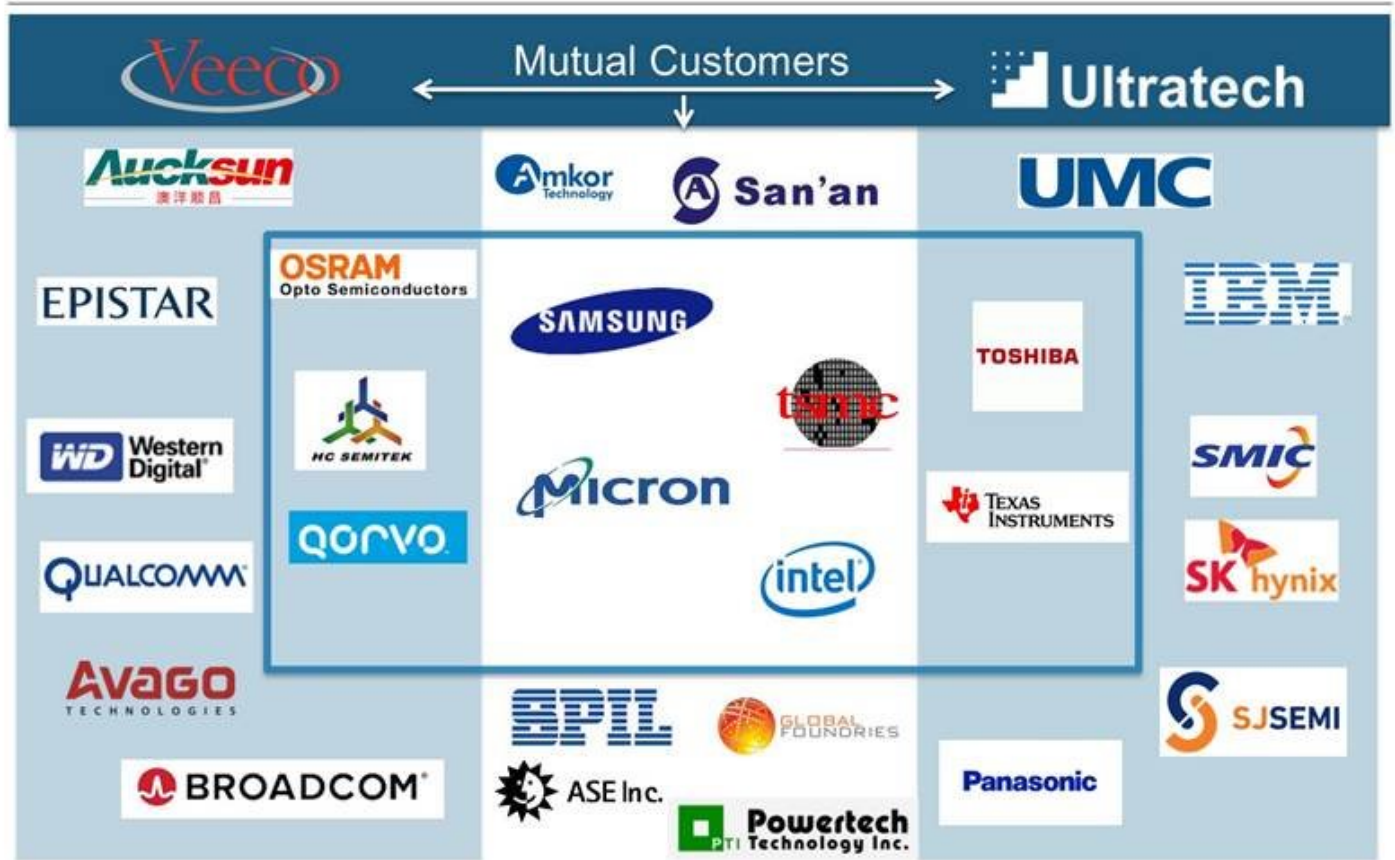
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- > Rationale for the Combination of Veeco and Ultratech
- > Integration Plans and Priorities
- > Looking Forward
- > Q&A

# Veeco & Ultratech's Technologies

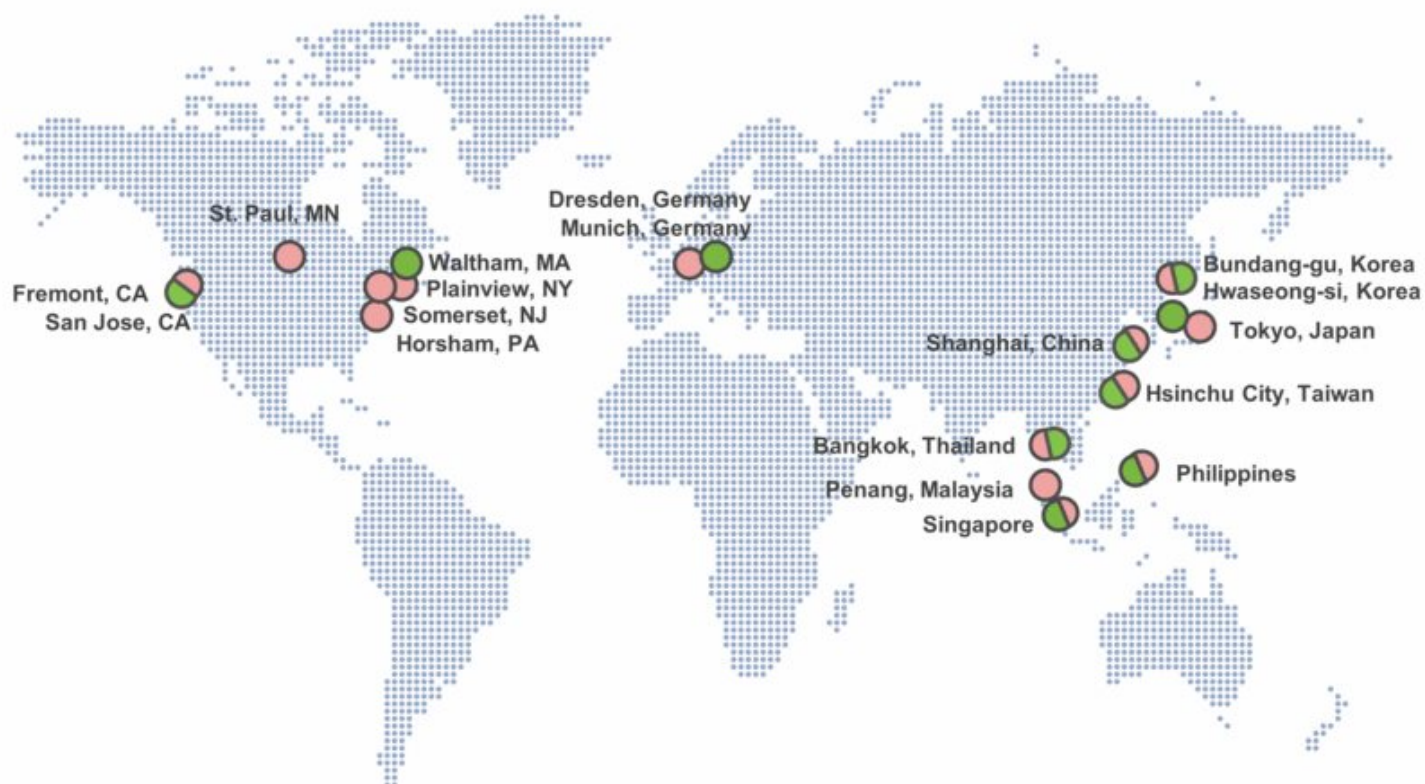
		MOCVD	AP Litho	PSP	LSA	ADE	3D Inspection	MBE	ALD
LED Lighting, Display & Power Electronics		●	●	●					
Advanced Packaging, RF & MEMS			●	●		●			
Front End Semi		●			●	●	●		
Scientific, Industrial & Data Storage				●		●		●	●

# Our Customers: Served and Targeted



Note: Trademarks are the property of their respective owners.

# Veeco & Ultratech Locations



# A Compelling Combination for All Stakeholders

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## Employees

- > Diversified revenue for improved stability
- > Similar cultures with focus on innovation
- > Increased scale provides opportunities for advancement and professional growth

## Customers

- > Increased scale and better positioned to address customers' critical needs
- > Increased sales and service presence
- > Complementary skills to deliver innovative and cost-effective solutions

## Stockholders

- > Expanded Leadership in Advanced Packaging, RF & MEMS
- > Increased critical mass in Front-End Semi and Scientific segments
- > Better positioned for long term growth and profitability
- > Expected to be strongly accretive to non-GAAP EPS



# Integration Plans and Priorities

# The Ultratech Division

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## Business Units

- > Lithography Business Unit – Rezwan Lateef
- > LSA Business Unit – Scott Zafiropoulo
- > 3D Inspection – Eric Bouche

## Functional Groups

- > Engineering, Operations and Supply Chain – Tammy Landon
- > CTO & Technology – Andy Hawryluk



# Ultratech Manufacturing, Supply Chain and Quality

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Mission: Deliver High Quality Products, On Time, at a Competitive Cost

## Increase Focus on Cost Reduction to Combat Low Cost Competitors

- > Collaboration between Ultratech and existing Veeco supply chain groups
- > Leverage purchasing volume to reduce material and contract manufacturer cost
- > Create competition between our suppliers
- > Execute common strategy for basic commodities like sheet metal, cables, etc.
- > Adopt common / best practices

## Quality and Customer Satisfaction

- > Focus on meeting or exceeding customer's expectations for performance
- > Adopt common processes and metrics to drive effective execution

# Sales and Services

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## Ultratech Sales and Services - Dave Ghosh

### Opportunities

- > Stronger Veeco presence in OSATs, IDMs and foundries
- > Stronger Ultratech presence in LED, RF & Scientific Customers
- > Better critical mass and global coverage
- > Become more cost effective

### Mission and Strategies

- > Outsell the competition to grow market share and profit in each business
- > Cross sell Veeco and Ultratech products to accelerate growth
- > Expand the service portfolio to create growth opportunities
- > Over time, cross train services personnel to provide flexibility and individual growth
- > Consolidate sales offices and infrastructure to reduce expenses
- > Unify parts depots and logistics to improve cost and customer satisfaction

# Integration Plans

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## Things we plan to do:

- > Integrate Ultratech Finance, HR and IT functions into respective Veeco groups
- > Convert Ultratech from Manman to SAP
- > Leverage best practices in both directions
- > 12 Integration teams have been formed to integrate functions and processes
  - » Financial processes
  - » Naming and branding
  - » Benefits
  - » IT
  - » Strategic Planning, and many other functions

## Things we do not plan to do:

- > We do not plan to reduce salaries
- > We do not plan to move out of the Zanker Road facility

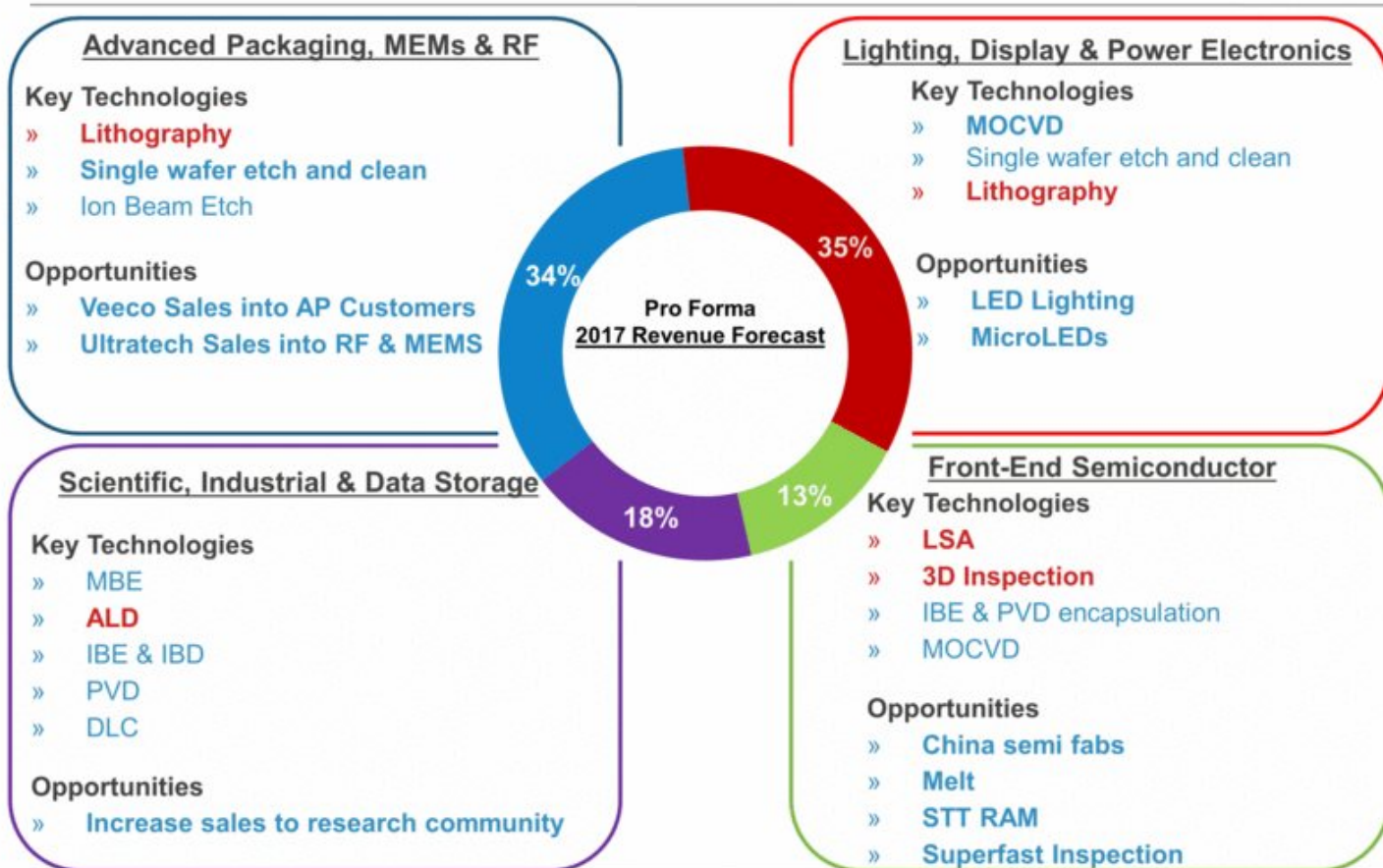
## We will work through organizational decisions carefully

- > Many things will not change
- > Some decisions will be made at close and others will only be made after we have a much deeper understanding of the situation and strategy



# Looking Forward

# Veeco + Ultratech Growth Opportunities



# Veeco's Operating Principles

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## Exemplify integrity in our words and our actions

Our **people** drive our success



**Customers** are our reason for being



Be **passionate** about technology & product leadership



Promote a **results-oriented, high performance** environment



**Speed** is a vital competitive weapon

## Other Important Veeco Values

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- > Teamwork across organizations and Business Units
- > Transparency...shine light on good and (especially) bad news...we deal with bad news better than surprises
- > Demonstrate respect and fairness to others
- > No politics. Period.

# How You Can Help

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- > Focus on doing a great job for our customers
- > Work through integration challenges
- > Make our company more cost effective
- > Innovate and create new solutions for our customers



# Employee Focus

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- > Work Locations...Important to Everyone
  - » Staying where we are for now
  - » Reviewing both Company's office locations
  - » Evaluating consolidation opportunities
  - » Employees, Customers and Suppliers will factor heavily into future decisions
  
- > Ultratech Employment Agreements
  - » As indicated in Welcome Letters, the terms of Employment Agreements will continue unchanged following closing: T's & C's; Title; Manager; Salary; Hire Date (Ultratech service counts 100%)
  
- > Ultratech Payroll; Vacation; Benefits
  - » No changes for 2017...maybe longer
  - » Reviewing each Company's processes and programs
  - » Evaluating approaches for future consolidation...plenty of notice provided



# Q&A

# Cautionary Statements, Additional Info, Solicitation

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