

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.  
2000 Stock Option 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)

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**(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	630,000(2)	\$18.01	\$11,346,300	\$917.92

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- (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 630,000 shares of Common Stock issuable pursuant to the Registrant's 2000 Stock Option Plan, as amended (the "Plan"). 1,250,000 shares, 950,000 shares and 2,200,000 shares of Common Stock issuable pursuant to the Plan were previously registered pursuant to the Registrant's Registration Statements on Form S-8, File Number 333-39156, filed on June 13, 2000, File Number 333-66574, filed on August 2, 2001, and File Number 333-88946, filed on May 23, 2002, respectively. 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.

Pursuant to General Instruction E to Form S-8, this registration statement on Form S-8 registers the offer and sale of an additional 630,000 shares of Common Stock for issuance under the Plan. The contents of the prior registration statements for the Plan, File Number 333-39156, filed on June 13, 2000, File Number 333-66574, filed on August 2, 2001, and File Number 333-88946, filed on May 23, 2002, are hereby incorporated by reference.

#### Item 8. Exhibits

- 4.1 Amendment No. 3 effective May 9, 2003 to the Veeco Instruments Inc. 2000 Stock Option 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.

Signatures

Capacity

/s/ EDWARD H. BRAUN

Edward H. Braun

Director, Chairman and Chief Executive Officer  
(principal executive officer)

/s/ JOHN F. REIN, JR.

John F. Rein, Jr.

Executive Vice President, Chief Financial Officer  
and Secretary (principal financial officer)

/s/ JOHN P. KIERNAN

John P. Kiernan

Vice President, Finance, Chief Accounting Officer  
and Corporate Controller (principal accounting  
officer)

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Director

Richard A. D'Amore

\*

Director

Joel A. Elftmann

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Director

Heinz K. Fridrich

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Director

Douglas A. Kingsley

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Director

Paul R. Low

\*

Director

Roger D. McDaniel

\*

Director

Irwin H. Pfister

\*

Director

Walter J. Scherr

\*By:

/s/ GREGORY A. ROBBINS

Gregory A. Robbins

Attorney-in-Fact

**INDEX TO EXHIBITS**

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