

VEECO INSTRUMENTS INC  
Form 8-K  
February 21, 2006

**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*): **February 17, 2006**

**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.)*

**100 Sunnyside Boulevard, Suite B, Woodbury, New York 11797**

*(Address of principal executive offices, including zip code)*

**(516) 677-0200**

*(Registrant's telephone number, including area code)*

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**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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**Section 1 - Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On February 17, 2006, Veeco Instruments Inc. repurchased \$20 million aggregate principal amount of its 4 1/8% Convertible Subordinated Notes due December 2008. Veeco issued a press release announcing the repurchase on February 21, 2006. A copy of the press release is furnished as Exhibit 99.1 to this report.

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 it 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.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits.*

<b>Exhibit</b>	<b>Description</b>
99.1	Press release issued by Veeco Instruments Inc., dated February 21, 2006.

**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.

**VEECO INSTRUMENTS INC.**

February 21, 2006

By:

/s/ Gregory A. Robbins  
Gregory A. Robbins  
Vice President and General Counsel

**EXHIBIT INDEX**

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