

AXT INC  
Form SC 13G/A  
February 12, 2003

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 3)

AXT, Inc.

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(Name of Issuer)  
Common Stock, par value \$0.001

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(Title of Class of Securities)  
00246W103

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(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00246W103

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Morris S. Young, as Trustee of  
the Young Family Trust and  
General Partner of the Morris  
S. Young Family Ltd.  
Partnership

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2. Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)   
(b)

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3. SEC Use Only

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4. Citizenship or Place of  
Organization United States

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5. Sole Voting Power Number  
of 213,500<sup>(1)</sup> Shares

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Beneficially 6. Shared Voting  
Power Owned  
by 1,772,771<sup>(2)</sup> Each

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Reporting 7. Sole Dispositive  
Power Person 213,500<sup>(1)</sup> With

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8. Shared Dispositive  
Power 1,772,771<sup>(2)</sup>

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9. Aggregate Amount  
Beneficially Owned by Each  
Reporting Person 1,986,271

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10. Check if the Aggregate  
Amount in Row (11) Excludes  
Certain Shares (See  
Instructions) <sup>(3)</sup>

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11. Percent of Class  
Represented by Amount in  
Row 8.8%

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12. Type of Reporting Person  
(See Instructions) IN

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Vicke I. Young, as  
Trustee of the Young  
Family Trust and  
General Partner of the  
Morris S. Young Family  
Ltd. Partnership

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2. Check the Appropriate  
Box if a Member of a  
Group (See  
Instructions)

(a)   
(b)

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3. SEC Use Only

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4. Citizenship or Place  
of Organization United  
States

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5. Sole Voting  
Power Number  
of -0-Shares

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Beneficially 6. Shared  
Voting Power Owned  
by 1,792,771<sup>(4)</sup> Each

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Reporting 7. Sole  
Dispositive  
Power Person -0-With

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8. Shared Dispositive  
Power 1,792,771<sup>(4)</sup>

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9. Aggregate Amount  
Beneficially Owned by  
Each Reporting  
Person 1,792,771

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10. Check if the  
Aggregate Amount in  
Row (11) Excludes  
Certain Shares (See  
Instructions)

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11. Percent of Class  
Represented by Amount  
in Row 8.0%

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12.Type of Reporting  
Person (See  
Instructions) IN

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- (1) Shares held in name of Morris S. Young, as an individual, and includes 117,292 options that may be exercised within 60 days of December 31, 2002.
- (2) Shares held in name of Young Family Trust and Young Family Limited Partnership.
- (3) 20,000 shares held jointly by George Liu, Dr. Young's father-in-law, and Vickie Young, Dr. Young's spouse.
- (4) Shares held in name of Young Family Trust, Young Family Limited Partnership and jointly with George Liu, Ms. Young's father.

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**Item 1(a) Name of Issuer:**

AXT, Inc.

**Item 1(b) Address of Issuer s Principal Executive Offices:**

4281 Technology Drive, Fremont, CA 94538

**Item 2(a) Name of Person Filing:**

Morris S. Young & Vicke I. Young, each in his/her capacity as Trustee of the Young Family Trust and as General Partner of the Morris S. Young Family Ltd. Partnership

**Items 2(b) Address of Principal Business Office, or, if none, Residence:**

Morris S. Young  
4281 Technology Drive  
Fremont, CA 94538

Vicke I. Young  
4281 Technology Drive  
Fremont, CA 94538

**Item 2(c) Citizenship:**

Morris S. Young:United States

Vicke I. Young:United States

**Item 2(d) Title of Class of Securities:**

Common Stock, par value \$0.001

**Item 2(e) CUSIP Number:**

00246W103

**Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4 Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Morris S. Young:

(a)	Amount beneficially owned:	1,986,271
(b)	Percent of class:	8.8%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote	213,500 <sup>(1)</sup>
	(ii) Shared power to vote or to direct the vote	1,772,771 <sup>(2)</sup>
	(iii) Sole power to dispose or to direct the disposition of	213,500 <sup>(1)</sup>
	(iv) Shared power to dispose or to direct the disposition of	1,772,771 <sup>(2)</sup>

Vicke I. Young:

(d)	Amount beneficially owned:	1,792,771
(e)	Percent of class:	8.0%
(f)	Number of shares as to which the person has:	
	(v) Sole power to vote or to direct the vote	-0-
	(vi) Shared power to vote or to direct the vote	1,792,771 <sup>(3)</sup>
	(vii) Sole power to dispose or to direct the disposition of	-0-
	(viii) Shared power to dispose or to direct the disposition of	1,792,771 <sup>(3)</sup>

- (1) Shares held in name of Morris S. Young, as an individual, and includes 117,292 options that may be exercised within 60 days of December 31, 2002.
- (2) Shares held in name of Young Family Trust and Young Family Limited Partnership.
- (3) Shares held in name of Young Family Trust, Young Family Limited Partnership and jointly with George Liu, Ms. Young's father.

**Item 5 Ownership of Five Percent or Less of a Class:**

Not Applicable.

**Item 6 Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not Applicable.

**Item 8 Identification and Classification of Members of the Group:**

Not Applicable.





**Item 9**            **Notice of Dissolution of Group:**

Not Applicable.

**Item 10**           **Certification:**

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2003

/s/Morris S. Young

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Morris S. Young

/s/ Vicke I. Young

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Vicke I. Young

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

EXHIBIT A  
JOINT FILING AGREEMENT

WHEREAS, the statement on Schedule 13G to which this agreement is an exhibit (the Joint Statement ) is being filed on behalf of two or more persons (collectively, the Reporting Persons ); and

WHEREAS, the Reporting Persons prefer to file the Joint Statement on behalf of both Reporting Persons rather than individual statements on Schedule 13G on behalf of each of the Reporting Persons;

NOW, THEREFORE, the undersigned hereby agree as follows with each of the other Reporting Persons:

1. Each of the Reporting Persons is individually eligible to use the Joint Statement.
2. Each of the Reporting Persons is responsible for the timely filing of the Joint Statement and any amendments thereto.
3. Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning such person contained in the Joint Statement.
4. None of the Reporting Persons is responsible for the completeness or accuracy of the information concerning the other Reporting Persons contained in the Joint Statement, unless such person knows or has reason to believe that such information is inaccurate.
5. The undersigned agree that the Joint Statement is, and any amendment thereto will be, filed on behalf of each of the Reporting Persons.

Date: February 12, 2003

/s/Morris S. Young

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Morris S. Young

/s/ Vicke I. Young

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Vicke I. Young