

AXCELIS TECHNOLOGIES INC  
Form S-8  
May 22, 2014

As filed with the Securities and Exchange Commission on May 22, 2014

REGISTRATION NO. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**AXCELIS TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**34-1818596**  
(I.R.S. Employer Identification No.)

**108 Cherry Hill Drive, Beverly, Massachusetts 01915**

(Address of Principal Executive Offices and Zip Code)

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**2012 EQUITY INCENTIVE PLAN**

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(Full title of the plan)

**LYNNETTE C. FALLON**

**Axcelis Technologies, Inc.**

**108 Cherry Hill Drive**

**Beverly, Massachusetts 01915**

**(617) 787-4000**

(Name, address and telephone number of agent for service)

**with copies to:**

**MATTHEW C. DALLETT**

Edwards Wildman Palmer LLP

111 Huntington Avenue

Boston, Massachusetts 02199-7613

(617) 239-0100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$.001 par value	1,500,000 shares(1) \$	1.56(2) \$	2,340,000(2) \$	301.39

(1) Includes pursuant to Rule 416 under the Securities Act of 1933 (the Securities Act), such additional number of shares of the Registrant's Common Stock as may be issued upon a stock split, stock dividend, or similar transaction.

(2) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock, as reported by the Nasdaq Global Select market on May 15, 2014.

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**Statement Regarding Incorporation by Reference from Effective Registration Statement**

The Registrant hereby increases the number of shares of its Common Stock, \$0.001 par value per share (the Common Stock ), registered for issuance under its 2012 Equity Incentive Plan by 1,500,000 shares. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-181750) filed with the Securities and Exchange Commission (the Commission ) on May 30, 2012 (the Original Registration Statement ), relating to the registration of 3,800,000 shares of Common Stock authorized for issuance under the 2012 Equity Incentive Plan. We filed an additional Registration Statement on Form S-8 with the Commission relating to the registration of 3,250,000 shares of Common Stock for issuance under the 2012 Equity Incentive Plan on May 31, 2013 (Commission File No. 333-188967).

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 the Town of Beverly, Massachusetts, on the 22nd day of May, 2014.

AXCELIS TECHNOLOGIES, INC.

By: */s/ Mary G. Puma*  
*Mary G. Puma, Chairman, Chief Executive Officer and President*

POWER OF ATTORNEY

We, the undersigned officers and directors of Axcelis Technologies, Inc., hereby severally constitute and appoint Mary G. Puma, Kevin J. Brewer, and Lynnette C. Fallon, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto) for the registration of 1,500,000 shares, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, with respect to the registration of shares under the Axcelis Technologies, Inc. 2012 Equity Incentive Plan, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Mary G. Puma</i> Mary G. Puma	Director and Principal Executive Officer	*
<i>/s/ Kevin J. Brewer</i> Kevin J. Brewer	Principal Accounting and Financial Officer	*
<i>/s/ R. John Fletcher</i> R. John Fletcher	Director	*
<i>/s/ Arthur L. George, Jr.</i> Arthur L. George, Jr.	Director	*
<i>/s/ Stephen R. Hardis</i> Stephen R. Hardis	Director	*

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/s/ William C. Jennings  
William C. Jennings

Director

\*

/s/ Joseph P. Keithley  
Joseph P. Keithley

Director

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/s/ Barbara J. Lundberg  
Barbara J. Lundberg

Director

\*

/s/ Patrick H. Nettles  
Patrick H. Nettles

Director

\*

/s/ H. Brian Thompson  
H. Brian Thompson

Director

\*

\*May 22, 2014

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
4.1*	Amended and Restated Certificate of Incorporation of the Registrant, as adopted May 6, 2009. Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed with the Commission on May 11, 2009.
4.2*	Bylaws of the Registrant, as amended as of May 13, 2014. Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed with the Commission on May 19, 2014.
5.1	Opinion of Edwards Wildman Palmer LLP as to the legality of the shares being registered hereunder. Filed herewith.
10.1*	Axcelis Technologies, Inc. 2012 Equity Incentive Plan, as amended through May 13, 2014. Incorporated by reference to the appendix to the Registrant's Proxy Statement on Schedule 14A filed with the Commission on March 25, 2014.
23.1	Consent of Edwards Wildman Palmer LLP (included in the Opinion filed as Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, registered public accounting firm. Filed herewith.
24.1	Power of Attorney (contained on the signature page hereto).

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\* Indicates exhibit previously filed with the Securities and Exchange Commission and incorporated herein by reference. Exhibits filed with Forms 10-Q or 8-K of Axcelis Technologies, Inc. were filed under Commission File No. 000-30941.