

Edgar Filing: VEECO INSTRUMENTS INC - Form 424B3

SELLING SECURITYHOLDER(1)	AND OFFERED HEREBY	NOTES OUTSTANDING	PRIOR TO T
HOLDERS OF CONVERTIBLE NOTES OR SHARES ISSUABLE UPON CONVERSION THEREOF			
BP Amoco Corporation Master Trust for Employee Pension Plans.....	\$2,960,000	1.3%	76,
Canyon Capital Arbitrade Master Fund, Ltd.....	1,500,000	*	38,
Canyon MAC 18, LTD (RMF).....	250,000	*	6,
Canyon Value Realization Fund (Cayman), Ltd.....	2,250,000	1.0%	58,
Canyon Value Realization Fund, LP.....	1,000,000	*	25,
CIBC World Markets.....	9,500,000	4.3%	246,
Continental Assurance Company.....	1,040,000	*	27,
Merrill, Lynch, Pierce, Fenner and Smith Inc.....	5,423,000	2.5%	140,

* Less than 1%.

- (1) Information concerning the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary. The amount of notes and the number of shares of our common stock issuable upon conversion of the notes indicated may be in excess of the total amount registered under the shelf registration statement of which this prospectus forms a part, due to sales or transfers by selling securityholders of such notes or shares in transactions exempt from the registration requirements of the Securities Act after the date on which they provided us information regarding their holdings of notes and such shares of common stock.
- (2) For purposes of presenting the number of shares of our common stock beneficially owned by holders of notes, we assume a conversion price under the notes of \$38.51 per share of our common stock, and a cash payment in lieu of the issuance of any fractional share interest. However, the conversion price is subject to adjustment as described under "Description of the Notes--Conversion Rights." As a result, the number of shares of common stock issuable upon conversion of the notes, and as a consequence, the number of shares beneficially owned by the holders of notes, may increase or decrease in the future.

The date of this prospectus supplement is May 17, 2002.