

Item 2.02 Results of Operations and Financial Condition

On February 23, 2015, AXT, Inc. issued a press release announcing its financial results for the quarter and fiscal year ended December 31, 2014. A copy of the Company's press release, announcing the results, is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in Exhibit 99.1 hereto discussing the Company's results of operations and financial condition for the quarter and fiscal year ended December 31, 2014, is being "furnished" in accordance with General Instruction B.2 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated February 23, 2015, regarding the financial results of AXT, Inc. for the quarter and fiscal year ended December 31, 2014.

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.

AXT, INC

Date: February 23, 2015 By: /s/ Gary L. Fischer
Gary L. Fischer
Chief Financial Officer
and Corporate
Secretary

EXHIBIT INDEX

Exhibit
Number Description

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