

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

On September 30, 2013, Raymond Low, the Chief Financial Officer and Corporate Secretary of AXT, Inc. (the “Company”) tendered his resignation from the Company effective as of October 14, 2013.

(e)

In connection with Mr. Low’s resignation, the Company intends to enter into a consulting arrangement with Mr. Low, pursuant to which Mr. Low will provide certain transition services to the Company and execute a release in favor of the Company in exchange for a cash payment of \$25,000.

Item 7.01. Regulation FD Disclosure.

On October 4, 2013, the Company issued a press release announcing Mr. Low’s resignation. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and in Exhibit 99.1 is furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
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| 99.1 | Press Release issued by AXT, Inc. dated October 4, 2013 |
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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.

By: /s/Morris Young
Morris Young
Chief Executive
Officer

Date: October 4, 2013

EXHIBIT INDEX

Exhibit No. Description

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