

Edgar Filing: NANOMETRICS INC - Form 10-Q/A

NANOMETRICS INC  
Form 10-Q/A  
December 15, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 10-Q/A  
(Amendment No. 1)  
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(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities  
--- Exchange Act of 1934

For the quarterly period ended September 30, 2003  
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OR

Transition report pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-13470  
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NANOMETRICS INCORPORATED

-----  
(Exact name of registrant as specified in its charter)

California  
-----  
(State or other jurisdiction of  
incorporation or organization)

94-2276314  
-----  
(I. R. S. Employer  
Identification No.)

1550 Buckeye Drive, Milpitas, CA  
-----  
(Address of principal executive offices)

95035  
-----  
(Zip Code)

Registrant's telephone number, including area code (408) 435-9600  
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO  
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Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

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YES                      NO    X  
-----                      -----

At November 4, 2003 there were 12,103,415 shares of common stock, no par value, issued and outstanding.

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NANOMETRICS INCORPORATED

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## Explanatory Note

This Amendment on Form 10-Q/A constitutes Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2003, which was previously filed with the Securities and Exchange Commission (the "SEC") on November 12, 2003 (the "Quarterly Report"). Item 6 of Part II of Form 10-Q is being amended to list the exhibits attached herto. Item 4 of Part II as well as the Exhibits also are being updated.

### ITEM 4.            Disclosure Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. Our principal executive officer and principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this quarterly report, have concluded that our disclosure controls and procedures are effective based on their evaluation of the controls and procedures required by paragraph (b) of the Exchange Act Rules 13a-15 or 15d-15.

(b) Changes in Internal Controls over Financial Reporting. No changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 occurred during our last fiscal quarter that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 6.            Exhibits and Reports on Form 8-K

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A. Exhibits.

Exhibit No. -----	Exhibit Title -----
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

B. Reports on Form 8-K.

A current report on Form 8-K was furnished on October 23, 2003 with an attached press release.

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NANOMETRICS INCORPORATED

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 thereunto duly authorized.

NANOMETRICS INCORPORATED  
(Registrant)

/s/ Paul B. Nolan  
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Paul B. Nolan  
Chief Financial Officer

Dated: December 12, 2003

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Exhibit Index

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31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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32.1

Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.