

YOUNG MORRIS S
Form 4
December 20, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG MORRIS S

(Last) (First) (Middle)
4281 TECHNOLOGY DR
(Street)

FREMONT, CA 94538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AXT INC [AXTI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/19/2018 | | M | | 42,779 | A | \$ 2.47 |
| Common Stock | 12/19/2018 | | M | | 19,199 | A | \$ 2.18 |
| Common Stock | 12/19/2018 | | M | | 53,221 | A | \$ 2.47 |
| | | | | | | | 1,302,269 |
| | | | | | | | 1,321,468 |
| | | | | | | | 1,374,689 ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 2.47 | 12/19/2018 | | M | 42,779 | 11/03/2015 11/03/2024 | | Common Stock | 42,779 |
| Stock Option (right to buy) | \$ 2.18 | 12/19/2018 | | M | 19,199 | 11/02/2016 11/02/2025 | | Common Stock | 19,199 |
| Stock Option (right to buy) | \$ 2.47 | 12/19/2018 | | M | 53,221 | 11/03/2015 11/03/2024 | | Common Stock | 53,221 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YOUNG MORRIS S 4281 TECHNOLOGY DR FREMONT, CA 94538 | X | | Chief Executive Officer | |

Signatures

/s/ Morris S Young, by power of attorney

12/20/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This total includes 684,788 shares of common stock held by the Reporting Person and the Young Family Trust for which the Reporting Person serves as trustee; 346,162 shares of common stock held by the Morris S. S. Young 2016 Annuity Trust for which the Reporting Person serves as trustee; 343,256 shares of common stock held by the Vicke Young 2016 Annuity Trust for which the Reporting Person

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serves as trustee; and 483 shares of common stock held by the Morris Young Family Ltd. Partnership. This total also corrects a clerical error in the Reporting Person's previous Form 4. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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