

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: June 30, 2011

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: 0-11412

AMTECH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Arizona

86-0411215

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

131 South Clark Drive, Tempe, Arizona

85281

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 480-967-5146

Indicate by a 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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Shares of Common Stock outstanding as of August 1, 2011: 9,579,561

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PART I FINANCIAL INFORMATION**Item 1. Condensed Consolidated Financial Statements****AMTECH SYSTEMS, INC. AND SUBSIDIARIES****Condensed Consolidated Balance Sheets****(in thousands except share data)**

	June 30, 2011	September 30, 2010
	(Unaudited)	
Assets		
Current Assets		
Cash and cash equivalents	\$ 60,232	\$ 56,764
Restricted cash	13,024	6,192
Accounts receivable		
Trade (less allowance for doubtful accounts of \$203 and \$181 at June 30, 2011 and September 30, 2010, respectively)	21,238	9,252
Unbilled and other	33,223	15,231
Inventories	46,311	24,317
Deferred income taxes	5,700	2,130
Other	5,468	2,568
Total current assets	185,196	116,454
Property, Plant and Equipment - Net	13,442	9,577
Deferred Income Taxes - Long Term	3,044	2,660
Intangible Assets - Net	5,336	2,571
Goodwill	13,431	4,839
Total Assets	\$ 220,449	\$ 136,101

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMTECH SYSTEMS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands except share data)

	June 30, 2011	September 30, 2010
	(Unaudited)	
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 19,601	\$ 12,446
Accrued compensation and related taxes	11,994	8,305
Accrued warranty expense	3,057	1,843
Deferred profit	26,224	11,439
Customer deposits	18,308	8,858
Other accrued liabilities	3,100	1,605
Income taxes payable	14,560	6,320
Total current liabilities	96,844	50,816
Income Taxes Payable Long-term	2,103	1,042
Total liabilities	98,947	51,858
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock; 100,000,000 shares authorized; none issued	—	—
Common stock; \$0.01 par value; 100,000,000 shares authorized; shares issued and outstanding: 9,579,561 and 9,209,213 at June 30, 2011 and September 30, 2010, respectively	96	92
Additional paid-in capital	79,908	72,919
Accumulated other comprehensive income (loss)	2,923	(982)
Retained Earnings	32,021	12,214
Total Amtech Systems Inc. stockholders' equity	114,948	84,243
Noncontrolling interest	6,554	—
Total Equity	121,502	84,243
Total Liabilities and Stockholders' Equity	\$ 220,449	\$ 136,101

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMTECH SYSTEMS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited)
(in thousands, except per share data)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
Revenues, net of returns and allowances	\$ 71,871	\$ 43,072	\$ 186,836	\$ 74,606
Cost of sales	45,755	27,320	116,421	49,546
Gross profit	26,116	15,752	70,415	25,060
Selling, general and administrative	12,034	8,179	33,680	16,217
Impairment and restructuring charges	—	610	—	610
Research and development	1,935	538	3,717	1,260
Operating income	12,147	6,425	33,018	6,973
Interest and other income (expense), net	73	(219)	118	(293)
Income before income taxes	12,220	6,206	33,136	6,680
Income tax provision	5,160	2,330	13,590	2,520
Net income	7,060	3,876	19,546	4,160
Add: Net Loss Attributable to noncontrolling interest	238	—	261	—
Net income attributable to Amtech Systems, Inc.	\$ 7,298	\$ 3,876	\$ 19,807	\$ 4,160

Earnings Per Share:

Basic income per share attributable to Amtech shareholders	\$ 0.76	\$ 0.43	\$ 2.10	\$ 0.46
Weighted average shares outstanding	9,576	9,021	9,446	9,004
Diluted income per share attributable to Amtech shareholders	\$ 0.74	\$ 0.42	\$ 2.03	\$ 0.45
Weighted average shares outstanding	9,852	9,231	9,754	9,184

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMTECH SYSTEMS, INC. AND SUBSIDIARIES
Condensed Consolidated Statements Of Cash Flows
(Unaudited)
(in thousands)

	Nine Months Ended June 30,	
	2011	2010
Operating Activities		
Net income	\$ 19,546	\$ 4,160
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,996	1,283
Write-down of inventory	591	509
Deferred income taxes	(3,798)	(1,242)
Impairment of long-lived assets	—	610
Non-cash stock based compensation expense	1,099	757
Provision for allowance for doubtful accounts	58	450
Changes in operating assets and liabilities:		
Restricted cash	(6,458)	(4,108)
Accounts receivable	(27,880)	(14,359)
Inventories	(20,547)	(10,419)
Accrued income taxes	9,461	2,982
Prepaid expenses and other assets	(2,321)	(1,649)
Accounts payable	6,318	8,079
Accrued liabilities and customer deposits	13,592	14,931
Deferred profit	13,704	3,881
Net cash provided by operating activities	<u>5,361</u>	<u>5,865</u>
Investing Activities		
Purchases of property, plant and equipment	(4,543)	(3,094)
Investment in note receivable	—	(1,000)
Acquisition of interest in Kingstone, net of cash acquired of \$365	(1,055)	—
Net cash used in investing activities	<u>(5,598)</u>	<u>(4,094)</u>
Financing Activities		
Proceeds from issuance of common stock	1,330	155
Payments on long-term obligations	(94)	(88)
Excess tax benefit of stock options	728	19
Net cash provided by financing activities	<u>1,964</u>	<u>86</u>
Effect of Exchange Rate Changes on Cash	<u>1,741</u>	<u>(1,491)</u>
Net Increase in Cash and Cash Equivalents	<u>3,468</u>	<u>366</u>
Cash and Cash Equivalents, Beginning of Period	<u>56,764</u>	<u>42,298</u>
Cash and Cash Equivalents, End of Period	<u>\$ 60,232</u>	<u>\$ 42,664</u>
Supplemental Cash Flow Information:		
Income tax refunds	\$ 82	\$ 370
Income tax payments	\$ 7,546	\$ 1,074
Supplemental Non-cash Financing Activities:		
Issuance of common stock for acquisition of interest in Kingstone	\$ 3,835	\$ —

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMTECH SYSTEMS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THREE AND NINE MONTHS ENDED JUNE 30, 2011 AND 2010
(UNAUDITED)

1. Basis of Presentation

Nature of Operations and Basis of Presentation – Amtech Systems, Inc. (the “Company”) designs, assembles, sells and installs capital equipment and related consumables used in the manufacture of solar cells, semiconductors and wafers of various materials, primarily for the solar and semiconductor industries. The Company sells these products worldwide, primarily in Asia, the United States and Europe. The Company serves markets in industries that are experiencing rapid technological advances, and which historically have been cyclical. Therefore, future profitability and growth depend on the Company’s ability to develop or acquire and market profitable new products, and on its ability to adapt to cyclical trends.

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”), and consequently do not include all disclosures normally required by U.S. generally accepted accounting principles. In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements contain all adjustments necessary, all of which are of a normal and recurring nature, to present fairly our financial position, results of operations and cash flows. Certain information and note disclosures normally included in financial statements have been condensed or omitted pursuant to the rules and regulations of the SEC. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

The consolidated results of operations for the three and nine month periods ended June 30, 2011, are not necessarily indicative of the results to be expected for the full fiscal year.

Principles of Consolidation – The consolidated financial statements include the accounts of the Company and its consolidated subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition – Revenue is recognized upon shipment of the Company’s proven technology equal to the sales price less the greater of (i) the fair value of undelivered services or (ii) the contingent portion of the sales price, which is generally 10-20% of the total contract price. The entire cost of the equipment relating to proven technology is recorded upon shipment. The remaining contractual revenue, deferred costs and installation costs are recorded upon the completion of installation at the customers’ premises and acceptance of the product by the customer.

For purposes of revenue recognition, proven technology means the Company has a history of at least two successful installations. New technology systems are those systems with respect to which the Company cannot demonstrate that it can meet the provisions of customer acceptance at the time of shipment. The full amount of revenue and costs of new technology shipments is recognized upon the completion of installation at the customers’ premises and acceptance of the product by the customer.

Revenue from services is recognized as the services are performed. Revenue from prepaid service contracts is recognized ratably over the life of the contract. Revenue from spare parts is recorded upon shipment.

Deferred Profit – Revenue deferred pursuant to the Company’s revenue recognition policy, net of the related deferred costs, if any, is recorded as deferred profit in current liabilities. The components of deferred profit are as follows:

	June 30, 2011		September 30, 2010
	(dollars in thousands)		
Deferred revenues	\$ 28,291	12,577	\$ 12,577
Deferred costs	2,067	1,138	1,138
Deferred profit	<u>\$ 26,224</u>		<u>\$ 11,439</u>

Concentrations of Credit Risk – Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of trade accounts receivable and cash. The Company’s customers, located throughout the world, consist of manufacturers of solar cells, semiconductors, semiconductor wafers, LEDs and MEMS. Credit risk is managed by performing ongoing credit evaluations of the customers’ financial condition, by requiring significant deposits where appropriate, and by actively monitoring collections. Letters of credit are required of certain customers depending on the size of the order, type of customer or its creditworthiness, and its country of domicile. Reserves for potentially uncollectible receivables are maintained based on an assessment of collectability.

The Company maintains its cash, cash equivalents and restricted cash in multiple financial institutions. Balances in the United States (approximately 30% of total cash balances) are primarily invested in US Treasuries or are in financial institutions insured by the Federal Deposit Insurance Corporation (FDIC). The remainder of the Company’s cash is maintained in banks in The Netherlands, France and China that are uninsured.

As of June 30, 2011, three customers accounted for 19%, 15% and 10% of accounts receivable, individually.

Restricted Cash – Restricted cash of \$13.0 million and \$6.2 million as of June 30, 2011 and September 30, 2010, respectively, includes collateral for bank guarantees required by certain customers from whom deposits have been received in advance of shipment. Restricted cash as of June 30, 2011, also includes \$5.9 million in an escrow account related to the acquisition of Kingstone Technology Hong Kong Limited (Kingstone). See Note 7, “Acquisition,” for additional information regarding the Kingstone acquisition.

Accounts Receivable - Unbilled and Other – Unbilled and other accounts receivable consist mainly of the contingent portion of the sales price that is not collectible until successful installation of the product. These amounts are generally billed upon final customer acceptance. The majority of these amounts are offset by balances included in deferred profit. As of June 30, 2011, the unbilled and other includes \$4.3 million of Value Added Tax (VAT) receivables at our Netherlands operations. These are taxes that we have paid to our vendors that will be refunded to the Company by the government.

Inventories – Inventories are stated at the lower of cost or net realizable value. Approximately 90% of inventory are valued on an average cost basis with the remainder determined on a first-in, first-out (FIFO) basis. The components of inventories are as follows:

	June 30, 2011		September 30, 2010
	(dollars in thousands)		
Purchased parts and raw materials	\$ 20,127	12,894	\$ 12,894
Work-in-process	17,356	9,497	9,497
Finished goods	8,828	1,926	1,926
	<u>\$ 46,311</u>		<u>\$ 24,317</u>

Property, Plant and Equipment – Property, plant and equipment are recorded at cost. Maintenance and repairs are charged to expense as incurred. The cost of property retired or sold and the related accumulated depreciation are removed from the applicable accounts when disposition occurs and any gain or loss is recognized. Depreciation is computed using the straight-line method. Useful lives for equipment, machinery and leasehold improvements range from three to seven years; for furniture and fixtures from five to ten years; and for buildings twenty years.

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The following is a summary of property, plant and equipment:

	June 30, 2011	September 30, 2010
	(dollars in thousands)	
Land, building and leasehold improvements	\$ 11,091	\$ 8,099
Equipment and machinery	5,788	4,918
Furniture and fixtures	5,673	3,991
	22,552	17,008
Accumulated depreciation and amortization	(9,110)	(7,431)
	\$ 13,442	\$ 9,577

Goodwill - Goodwill is not subject to amortization and is reviewed for impairment on an annual basis, typically at the end of the fiscal year, or more frequently if circumstances dictate.

The following is a summary of activity in goodwill:

	Nine Months Ended June 30, 2011	
	(dollars in thousands)	
Beginning balance	\$ 4,839	
Goodwill recognized due to acquisition		8,356
Net exchange differences		236
Ending balance	\$ 13,431	

Intangibles – Intangible assets are capitalized and amortized over their useful life if the life is determinable. If the life is not determinable, amortization is not recorded.

Long-lived assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

In the second quarter of fiscal 2011, the Company acquired a 55% ownership of Kingstone, a Hong Kong-based holding company that owns 100% of Kingstone Semiconductor Company Ltd, a Shanghai-based technology company specializing in ion implant solutions for the solar and semiconductor industries. The intangible assets of Kingstone consist of in-process research and development, non-compete agreements, technology and the trade name totaling \$3.2 million. The fair value of the intangible assets was determined by a valuation approach that estimates the future economic benefit stream of the asset determined with the assistance of an independent third-party consultant. The benefit stream was then discounted to present value with an appropriate risk-adjusted discount rate. See Note 7, "Acquisition," for detail of the intangible assets acquired.

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The following is a summary of intangibles:

	Useful Life	June 30, 2011	September 30, 2010
(dollars in thousands)			
Non-compete agreements	4-8 years	\$ 1,075	\$ 166
Customer lists	10 years	927	876
Technology	5-10 years	2,537	1,737
Licenses	10 years	500	890
In-process research and development	(1)	1,600	—
Other	2-10 years	102	90
		6,741	3,759
Accumulated amortization		(1,405)	(1,188)
		<u>\$ 5,336</u>	<u>\$ 2,571</u>

(1) The in-process research and development will be amortized over its useful life when it has reached technological feasibility.

Warranty – A limited warranty is provided free of charge, generally for periods of 12 to 24 months, for all purchases of the Company’s new products and systems. Accruals are recorded for estimated warranty costs at the time the system is accepted by the customer.

The following is a summary of activity in accrued warranty expense:

	Nine Months Ended June 30,	
	2011	2010
(dollars in thousands)		
Beginning balance	\$ 1,843	\$ 1,429
Warranty expenditures	(847)	(386)
Warranty expense	2,061	448
Ending balance	<u>\$ 3,057</u>	<u>\$ 1,491</u>

Stock-Based Compensation - The Company measures compensation costs relating to share-based payment transactions based upon the grant-date fair value of the award. Those costs are recognized as expense over the requisite service period, which is generally the vesting period. The benefits of tax deductions in excess of recognized compensation cost are credited to additional paid-in capital and reported as cash flow from financing activities rather than as cash flow from operating activities. Our stock-based compensation plans are summarized in the table below:

Name of Plan	Shares Authorized	Shares Available	Options Outstanding	Plan Expiration
2007 Employee Stock Incentive Plan	1,400,000	671,987	428,509	Apr. 2017
1998 Employee Stock Option Plan	500,000	—	80,272	Jan. 2008
Non-Employee Directors Stock Option Plan	350,000	120,600	92,853	Jul. 2015
		<u>792,587</u>	<u>601,634</u>	

Share-based compensation expense reduced the Company's results of operations by the following amounts:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
	(dollars in thousands, except per share amounts)		(dollars in thousands, except per share amounts)	
Effect on income before income taxes (1)	\$ (356)	\$ (187)	\$ (1,099)	\$ (757)
Effect on income taxes	105	44	383	215
Effect on net income	\$ (251)	\$ (143)	\$ (716)	\$ (542)

(1) Stock-based compensation expense is included in selling, general and administrative expenses.

Stock options issued under the terms of the plans have, or will have, an exercise price equal to or greater than the fair market value of the common stock at the date of the option grant and expire no later than 10 years from the date of grant, with the most recent grant expiring in 2021. Options issued by the Company vest over 2 to 5 years.

Stock option transactions and the options outstanding are summarized as follows:

	Nine Months Ended June 30,			
	2011		2010	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at beginning of period	636,283	\$ 7.59	691,403	\$ 7.03
Granted	145,233	17.33	102,000	6.44
Exercised	(178,882)	7.35	(25,608)	6.04
Forfeited	(1,000)	6.93	(6,525)	5.55
Outstanding at end of period	<u>601,634</u>	\$ 10.01	<u>761,270</u>	\$ 6.99
Exercisable at end of period	<u>210,543</u>	\$ 8.07	<u>448,081</u>	\$ 7.23
Weighted average fair value of options granted during the period	\$ 10.85		\$ 3.97	

The fair value of options was estimated at the grant date using the Black-Scholes option pricing model with the following assumptions:

	Nine Months Ended June 30,	
	2011	2010
Risk free interest rate	1.69%	2.57%
Expected life	6 years	6 years
Dividend rate	0%	0%
Volatility	70%	68%
Forfeiture rate	4%	6%

To estimate expected lives for this valuation, it was assumed that options will be exercised at varying schedules after becoming fully vested. Forfeitures have been estimated at the time of grant based upon historical experience and will be revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Fair value computations are highly sensitive to the volatility factor assumed in that the greater the volatility, the higher the computed fair value of the options granted.

Total fair value of options granted was approximately \$1.6 million and \$0.4 million for the nine months ended June 30, 2011 and 2010, respectively.

The Company awards restricted shares under the existing share-based compensation plans. Our restricted share-awards vest in equal annual installments over a two to four-year period. The total value of these awards is expensed on a ratable basis over the service period of the employees receiving the grants. The “service period” is the time during which the employees receiving grants must remain employees for the shares granted to fully vest.

Restricted stock transactions and awards outstanding are summarized as follows:

	Nine Months Ended June 30,			
	2011		2010	
	Awards	Weighted Average Grant Date Fair Value	Awards	Weighted Average Grant Date Fair Value
Beginning Outstanding	127,751	\$ 6.36	122,875	\$ 5.85
Awarded	35,517	17.28	24,000	6.15
Released	(37,376)	6.27	(33,625)	6.46
Forfeited	—	—	(1,250)	8.20
Ending Outstanding	125,892	\$ 9.47	112,000	\$ 5.70

The fair value of restricted shares awarded was equal to the closing price of the Company's common stock on the day before the grant date and totaled approximately \$0.6 million and \$0.1 million for the nine months ended June 30, 2011 and 2010, respectively.

Fair Value of Financial Instruments – Cash, Cash Equivalents and Restricted Cash - The carrying amount of these assets on the Company’s Consolidated Balance Sheets approximates their fair value because of the short maturities of these instruments.

Receivables, Payables and Accruals—The recorded amounts of financial instruments, including accounts receivable, accounts payable, and accrued liabilities, approximate their fair value because of the short maturities of these instruments.

Pensions—The Company has retirement plans covering substantially all employees. The principal plans are defined contribution plans, except for the plans of the Company’s operations in the Netherlands and France and the plan for hourly union employees in Pennsylvania. The Company’s employees in the Netherlands, France and hourly union employees in Pennsylvania participate in multi-employer plans. Payments to the plans are recognized as an expense in the Consolidated Statement of Operations as they become due.

Shipping expense – Shipping expenses of \$1.8 million and \$0.9 million for the three months ended June 30, 2011 and 2010, respectively, are included in selling, general and administrative expenses. Shipping expenses of \$4.5 million and \$1.4 million for the nine months ended June 30, 2011 and 2010, respectively, are included in selling, general and administrative expenses.

Research and development expense – Research and development expenses consist of the cost of employees, consultants and contractors who design, engineer and develop new products and processes; materials and supplies used in those activities; and product prototyping. The Company receives reimbursements through governmental research and development grants which are netted against these expenses. The table below shows gross research and development expenses and grants earned:

	Three Months Ended		Nine Months Ended	
	June 30, 2011	June 30, 2010	June 30, 2011	June 30, 2010
	(dollars in thousands)		(dollars in thousands)	
Research and development	\$ 2,187	\$ 814	\$ 4,330	\$ 2,018
Grants earned	(252)	(276)	(613)	(758)
Net research and development	\$ 1,935	\$ 538	\$ 3,717	\$ 1,260

Impact of Recently Issued Accounting Pronouncements

In June 2011, the FASB issued ASU No. 2011-05, "*Comprehensive Income (Topic 220): Presentation of Comprehensive Income (June 2011)*." The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. The amendment is effective for fiscal years and interim periods within those years, beginning after December 15, 2011. The Company will adopt the two-statement approach.

In May 2011, the FASB issued ASU No. 2011-04, "*Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IRFSs (May 2011)*." The amendments in this Update explain how to measure fair value. They do not require additional fair value measurements and are not intended to establish valuation standards or affect valuation practices outside of financial reporting. The amendment is effective during interim and annual periods beginning after December 15, 2011. The Company is evaluating the impact of this amendment.

In December 2010, the FASB issued ASU No. 2010-29, "*Business Combinations: Disclosure for Supplementary Pro Forma Information for Business Combinations*." If a public entity presents financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. It requires expanded supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The Update is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The Company will evaluate the impact of this update on future acquisitions as they occur.

2. Income Taxes

The quarterly income tax provision is calculated using an estimated annual effective tax rate, based upon expected annual income, permanent items, statutory rates and planned tax strategies in the various jurisdictions in which the Company operates.

Deferred tax assets and liabilities reflect the tax effects of temporary differences between the carrying value of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company records a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or the entire deferred tax asset will not be realized. Our expectations regarding realization of our deferred tax assets is based upon the weight of all available evidence, including such factors as our recent earnings history and expected future taxable income. The Company maintains a valuation allowance with respect to certain state and foreign net operating losses that may not be recovered. Each quarter the valuation allowance is re-evaluated. During the quarter ended June 30, 2011, the valuation allowance increased by \$0.4 million.

The Company classifies uncertain tax positions as non-current income taxes payable unless expected to be paid within one year. At June 30, 2011, and September 30, 2010, the total amount of unrecognized tax benefits was \$2.1 million and \$1.0 million, respectively. If recognized, these amounts would favorably impact the effective tax rate.

The Company classifies interest and penalties related to unrecognized tax benefits in income tax expense. As of June 30, 2011, and September 30, 2010, the Company accrued \$0.1 million for potential interest and penalties. The Company and one or more of its subsidiaries file income tax returns in The Netherlands, Germany, France and other foreign jurisdictions, as well as the U.S. and various states in the U.S. We have not signed any agreements with the Internal Revenue Service, any state or foreign jurisdiction to extend the statute of limitations for any fiscal year. As such, the number of open years is the number of years dictated by statute in each of the respective taxing jurisdictions, but generally is from 3 to 5 years. The Company is currently under IRS examination for fiscal year ending September 30, 2009. These open years contain certain matters that could be subject to differing interpretations of applicable tax laws and regulations as they relate to the amount, timing, or inclusion of revenues and expenses, or the sustainability of income tax positions of the Company and its subsidiaries.

3. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted EPS is computed similarly to basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares had been issued.

For the three and nine months ended June 30, 2011, options for 142,000 and 145,000 shares, respectively, are excluded from the

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diluted EPS calculations because they are anti-dilutive. For the three and nine months ended June 30, 2010, options for 157,000 and 235,000 shares, respectively, and 14,000 and 4,000 restricted stock award shares, respectively, are excluded from the diluted EPS calculations because they are anti-dilutive.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
	(in thousands, except per share amounts)		(in thousands, except per share amounts)	
Basic Earnings Per Share Computation				
Net income attributable to Amtech Systems, Inc.	\$ 7,298	\$ 3,876	\$ 19,807	\$ 4,160
Weighted Average Shares Outstanding:				
Common stock	9,576	9,021	9,446	9,004
Basic earnings per share attributable to Amtech shareholders	\$ 0.76	\$ 0.43	\$ 2.10	\$ 0.46
Diluted Earnings Per Share Computation				
Net income attributable to Amtech Systems, Inc.	\$ 7,298	\$ 3,876	\$ 19,807	\$ 4,160
Weighted Average Shares Outstanding:				
Common stock	9,576	9,021	9,446	9,004
Common stock equivalents (1)	276	210	308	180
Diluted shares	9,852	9,231	9,754	9,184
Diluted earnings per share attributable to Amtech shareholders	\$ 0.74	\$ 0.42	\$ 2.03	\$ 0.45

(1) The number of common stock equivalents is calculated using the treasury stock method and the average market price during the period.

4. Comprehensive Income (Loss)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2011	2010	2011	2010
	(dollars in thousands)		(dollars in thousands)	
Net income, as reported	\$ 7,060	\$ 3,876	\$ 19,546	\$ 4,160
Foreign currency translation adjustment	1,446	(3,619)	3,905	(6,440)
Comprehensive income (loss)	8,506	257	23,451	(2,280)
Comprehensive loss attributable to noncontrolling interest				
	238	—	261	—
Comprehensive income (loss) attributable to Amtech Systems, Inc.	\$ 8,744	\$ 257	\$ 23,712	\$ (2,280)

5. Major Customers and Foreign Sales

During the three months ended June 30, 2011, three customers, individually, represented 19%, 18% and 16% of net revenues. During the nine months ended June 30, 2011, two customers, individually, represented 17% and 10% of net revenues. During the three months ended June 30, 2010, two customers, individually, represented 41% and 10% of net revenues. During the nine months ended June 30, 2010, three customers represented 24%, 15% and 10% of net revenues.

Our net revenues were to customers in the following geographic regions:

	Nine Months Ended June 30,	
	2011	2010
Total North America	5%	8%
China	65%	66%
Taiwan	18%	13%
Other	5%	4%
Total Asia	88%	83%
Total Europe	7%	9%
	100%	100%

6. Commitments and Contingencies

Purchase Obligations – As of June 30, 2011, we had purchase obligations in the amount of \$66.4 million compared to \$40.1 million as of September 30, 2010. These purchase obligations consist of outstanding purchase orders for goods and services. While the amount represents purchase agreements, the actual amounts to be paid may be less if any agreements are renegotiated, canceled or terminated.

Litigation – The Company is a party to various claims arising in the normal course of business. Management believes the resolution of these matters will not have a material impact on the Company's results of operations or financial condition.

See Note 7, "Acquisition," for additional commitments and contingencies.

7. Acquisition

The Company entered into a Stock Purchase and Sale Agreement (the "Purchase Agreement"), effective as of January 27, 2011, among the Company, Kingstone Technology Hong Kong Limited ("Kingstone"), Silicon Jade Limited ("Silicon Jade"), the sole shareholder of Kingstone, and certain shareholders of Silicone Jade. Pursuant to the Purchase Agreement, the Company acquired a 55% ownership interest in Kingstone, which is a Hong Kong-based holding company that owns 100% of Kingstone Semiconductor Company Ltd ("Kingstone Semiconductor"), a Shanghai-based technology company specializing in ion implant solutions for the solar and semiconductor industries. The acquisition pursuant to the Purchase Agreement was consummated on February 18, 2011.

The Company paid \$5.3 million to Silicon Jade, comprised of a cash payment in the amount of \$1.4 million and 153,000 shares of the Company's common stock with a value of approximately \$3.9 million. The Company paid \$4 million to Kingstone comprised of a promissory note in the amount of \$3.7 million (the "Stock Purchase Note"), and a cash payment of \$0.3 million already paid by the Company pursuant to a prior agreement in exchange for newly issued Kingstone shares. In exchange for the purchase price of \$9.3 million, the Company received fifty-five percent of the outstanding stock of Kingstone. The amount of \$3.7 million was deposited into escrow by the Company to be released in accordance with the terms of the Purchase Agreement and applied to the principal balance of the Stock Purchase Note. If certain termination events occur, relating to the achievement of specified milestones in the development of the Solar Tool, the Company will be relieved of its obligation to make further payments on the Stock Purchase Note, but the Company will retain its ownership of fifty-five percent of Kingstone.

In addition to the purchase price described above, the Company has agreed to provide Kingstone with a loan in the amount of \$4 million (the "Solar Tool Loan"), to be used for the development and manufacture of two beta versions of the Solar Tool. The Solar Tool Loan will be funded periodically after the Stock Purchase Note has been paid in full. The Company deposited \$4 million into escrow for the purpose of funding the Solar Tool Loan in accordance with the terms of the Purchase Agreement. Upon the occurrence of a termination event relating to the achievement of specified milestones in the development of the Solar Tool, the Company will be relieved of its obligation to further fund the Solar Tool Loan.

The valuation of acquired assets is preliminary and dependent upon final valuation of assets acquired, including valuation of intangible assets which will be determined with the assistance of an independent third-party consultant. The preliminary fair value of intangible assets was determined by a valuation approach that estimates the future economic benefit stream of the asset. This benefit stream was discounted to present value with an appropriate risk-adjusted discount rate.

As a result of the acquisition, the Company recorded goodwill of \$8.4 million. The Kingstone acquisition was strategic providing access to a highly qualified team for development of a new solar ion implant tool to address higher efficiency solar cell concepts. Synergies are expected to be realized through the combination of Kingstone's development capabilities with Amtech's distribution

and marketing capabilities. The amount of goodwill deductible for tax purposes is zero.

The Company recorded intangible assets totaling \$3.2 million. The intangible assets are comprised of in-process research and development of \$1.6 million, non-compete agreements of \$0.9 million, and technology of \$0.7 million. The in-process research and development will be amortized over its useful life when it has reached technological feasibility. The useful lives of the technology and non-competition agreements are five years and four years, respectively.

As a result of the acquisition, the Company recorded a noncontrolling interest of \$6.7 million. The fair value of the noncontrolling interest in Kingstone was determined from our purchase price for a 55% ownership interest discounted 10% due to disadvantages associated with the acquiree's inability to control various aspects of the enterprise.

The Company incurred acquisition related costs of \$0.9 million. These costs are included in the selling, general and administrative expenses for the nine months ended June 30, 2011.

The results of operations of this acquisition have been included in the consolidated financial statements from the date of the acquisition. The revenues and earnings of Kingstone prior to the date of the acquisition are immaterial to the condensed consolidated financial statements.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and the related notes included in Item 1, "Condensed Consolidated Financial Statements" in this quarterly report on Form 10-Q and our consolidated financial statements and related notes included in Item 8, "Financial Statements and Supplementary Data" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

Cautionary Statement Regarding Forward-Looking Statements

The statements in this report include forward-looking statements. These forward-looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. You should not rely upon these forward-looking statements as predictions of future events because we cannot assure you that the events or circumstances reflected in these statements will be achieved or will occur. You can identify forward-looking statements by the use of forward-looking terminology, including the words "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "estimates" or "anticipates" or the negative of these words and phrases or other variations of these words and phrases or comparable terminology. These forward-looking statements relate to, among other things: our sales, results of operations and anticipated cash flows; capital expenditures; depreciation and amortization expenses; research and development expenses; selling, general and administrative expenses; the development and timing of the introduction of new products and technologies; our ability to maintain and develop relationships with our existing and potential future customers and our ability to maintain the level of investment in research and development and capacity that is required to remain competitive. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including, but not limited to: whether we will be able to complete acquisitions and integrate such businesses successfully and achieve anticipated synergies; variability of our revenues and financial performance; risks associated with product development and technological changes; the acceptance of our products in the marketplace by existing and potential future customers; disruption of operations or increases in expenses caused by civil or political unrest or other catastrophic events; general economic conditions and conditions in the solar and semiconductor industries in particular; the continued employment of our key personnel and risks associated with competition.

For a discussion of the factors that could cause actual results to differ materially from the forward-looking statements, see the "Risk Factors" set forth in Item 1A of Part I of Amtech Systems, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 2010, the "Liquidity and Capital Resources" section under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this item of this report and the other risks and uncertainties that are set forth elsewhere in this report or detailed in our other Securities and Exchange Commission reports and filings. We assume no obligation to update these forward-looking statements.

Introduction

Management's Discussion and Analysis ("MD&A") is intended to facilitate an understanding of our business and results of operations. MD&A consists of the following sections:

- Overview
- Results of Operations
- Liquidity and Capital Resources
- Off – Balance Sheet Arrangements
- Contractual Obligations
- Critical Accounting Policies
- Impact of Recently Issued Accounting Pronouncements

Overview

We are a leading supplier of thermal processing systems, including related automation, parts and services, to the solar/photovoltaic, semiconductor, silicon wafer and MEMS industries. We also manufacture and sell polishing templates, steel carriers and double-sided polishing and lapping machines to fabricators of LED's, optics, quartz, ceramics and metal parts, and to manufacturers of medical equipment components.

Our customers are primarily manufacturers of solar cells and integrated circuits. The Company serves markets in industries that are experiencing rapid technological advances, and which historically have been cyclical. Therefore, future profitability and growth depend on the Company's ability to develop or acquire and market profitable new products, and on its ability to adapt to cyclical trends. Our revenue is impacted by these broad industry trends.

Results of Operations

The following table sets forth certain operational data as a percentage of net revenue for the periods indicated:

	Three Months Ended		Nine Months Ended	
	June 30, 2011	June 30, 2010	June 30, 2011	June 30, 2010
Net revenue	100%	100%	100%	100%
Cost of goods sold	64%	63%	62%	66%
Gross margin	36%	37%	38%	34%
Operating expenses:				
Selling, general and administrative	17%	20%	18%	22%
Restructuring charge	0%	1%	0%	1%
Research and Development	2%	1%	2%	2%
Total operating expenses	19%	22%	20%	25%
Income from operations	17%	15%	18%	9%
Interest income (expense), net	0%	0%	0%	0%
Income before income taxes	17%	15%	18%	9%
Income taxes	7%	6%	7%	3%
Net Income	10%	9%	11%	6%

Net Revenue

Net revenue consists of revenue recognized upon shipment or installation of products using proven technology and upon acceptance of products using new technology. In addition, spare parts sales are recognized upon shipment. Service revenue is recognized upon completion of the service activity or ratably over the term of the service contract. The majority of our revenue is generated from large furnace system sales which, depending on the timing of shipment and installation, can have a significant impact on our revenue and earnings in any given period.

Net revenue for the quarters ended June 30, 2011 and 2010 was \$71.9 million and \$43.1 million, respectively, an increase of \$28.8 million or 67%. Revenue increased primarily due to significantly higher shipments of our equipment to the solar industry, partially offset by an increase in the amount of revenue deferred. Net revenue from the solar market was \$60.7 million and \$37.6 million for the three months ended June 30, 2011 and 2010, respectively; a \$23.1 million or 61% increase.

Net revenue for the nine months ended June 30, 2011 and 2010 was \$186.8 million and \$74.6 million, respectively; an increase of \$112.2 million or 150%. Revenue increased primarily due to significantly higher shipments of our equipment to the solar industry, partially offset by an increase in the amount of revenue deferred. Net revenue from the solar market was \$159.7 million and \$60.4 million for the nine months ended June 30, 2011 and 2010, respectively; a \$99.3 million or 164% increase.

Backlog and Orders

Our order backlog as of June 30, 2011 and 2010 was \$140.5 million and \$81.1 million, respectively. Our backlog as of June 30, 2011 includes approximately \$130.0 million of orders from our solar industry customers, compared to \$73.8 million at June 30, 2010. New orders booked in the quarter ended June 30, 2011 decreased to \$13.5 million compared to \$44.7 million in the quarter ended June 30, 2010. New orders booked in the nine months ended June 30, 2011 increased more than 60% to \$223.0 million compared to \$138.0 million in the nine months ended June 30, 2010. As the majority of the backlog is denominated in Euros, the weakening of the dollar during the nine months of fiscal 2011 resulted in an increase in backlog of approximately \$10.0 million. As of June 30, 2011, three customers account for 22%, 17% and 11% of our order backlog, individually. Our order pipeline has slowed recently, due mainly to a worldwide, overcapacity of solar cell production. The pipeline is also negatively influenced by

slower growth in demand for solar modules caused by the frequently-fluctuating government support (subsidies) for solar energy installations.

The orders included in our backlog are generally credit approved customer purchase orders expected to ship within the next twelve months. Because our orders are typically subject to cancellation or delay by the customer, our backlog at any particular point in time is not necessarily representative of actual sales for succeeding periods, nor is backlog any assurance that we will realize profit from completing these orders. Our backlog also includes revenue deferred pursuant to our revenue recognition policy, derived from orders that have already been shipped, but which have not met the criteria for revenue recognition.

Gross Profit and Gross Margin

Gross profit is the difference between net revenue and cost of goods sold. Cost of goods sold consists of purchased material, labor and overhead to manufacture equipment and spare parts and the cost of service and support to customers for installation, warranty and paid service calls. Gross margin is gross profit as a percent of net revenue.

Gross profit for the three months ended June 30, 2011 and 2010 was \$26.1 million and \$15.8 million, respectively; an increase of \$10.3 million or 66%. Gross margins decreased slightly to 36% in the quarter ended June 30, 2011 from 37% in the quarter ended June 30, 2010. Gross margins were negatively impacted primarily by higher field service costs and higher material costs, partially offset by lower profit deferrals as a percent of shipments. In the quarters ended June 30, 2011 and 2010, we had net profit deferrals of \$4.9 million and \$4.3 million, respectively.

Gross profit for the nine months ended June 30, 2011 and 2010 was \$70.4 million and \$25.1 million, respectively; an increase of \$45.3 million or 181%. Gross margins increased to 38% in the first nine months of fiscal 2011 from 34% in the first nine months of fiscal 2010. Increased gross profit and gross margins were driven primarily by higher volumes which resulted in significantly more efficient capacity utilization, partially offset by higher deferred profit. In the nine months ended June 30, 2011 and 2010, we had a net profit deferral of \$13.7 million and \$3.8 million, respectively.

Selling, General and Administrative

Selling, general and administrative expenses consist of the cost of employees, consultants and contractors, facility costs, sales commissions, promotional marketing expenses, legal and accounting expenses.

Selling, general and administrative (SG&A) expenses for the three months ended June 30, 2011 were \$12.0 million or 17% of revenue. For the three months ended June 30, 2010, SG&A expenses were \$8.2 million or 20% of revenue. SG&A expenses include \$0.4 million and \$0.2 million of stock-based compensation expense, respectively, for the quarters ended June 30, 2011 and 2010. The increase in SG&A expenses was due primarily to higher commissions and shipping expenses related to higher revenues, higher legal and consulting fees, partially offset by lower bad debt expense and lower incentive compensation expense.

For the nine months ended June 30, 2011, SG&A expenses were \$33.7 million or 18% of revenue. For the nine months ended June 30, 2010, SG&A expenses were \$16.2 million or 22% of revenue. SG&A expenses include \$1.1 million and \$0.8 million of stock-based compensation expense for the nine months ended June 30, 2011 and 2010, respectively. The increase in SG&A expenses was due primarily to higher commissions and shipping expenses related to higher revenues. SG&A also increased due to higher legal and consulting fees, primarily related to acquisition activities as well as higher compensation expense from increased headcount and higher incentive compensation expense due to improved financial results.

Research and Development

Research and development expenses consist of the cost of employees, consultants and contractors who design, engineer and develop new products and processes as well as materials and supplies used in producing prototypes. Reimbursement of research and development costs in the form of governmental research and development grants are netted against these expenses.

	Three Months Ended				Nine Months Ended			
	June 30, 2011	June 30, 2010	Incr. (Decr.)	%	June 30, 2011	June 30, 2010	Incr. (Decr.)	%
	(dollars in thousands)				(dollars in thousands)			
Research and development	\$ 2,187	\$ 814	\$ 1,373	169 %	\$ 4,330	\$ 2,018	\$ 2,312	115 %
Grants earned	(252)	(276)	(24)	(9)%	(613)	(758)	(145)	(19)%
Net research and development	<u>\$ 1,935</u>	<u>\$ 538</u>	<u>\$ 1,397</u>	260 %	<u>\$ 3,717</u>	<u>\$ 1,260</u>	<u>\$ 2,457</u>	195 %

Research and development costs (net of grants earned) for the three and nine months periods ending June 30, 2011 increased \$1.4 million and \$2.5 million, respectively, compared to the same periods in fiscal 2010. Increased research and development spending relates mainly to research in the technology of solar (photovoltaic) cell manufacturing to increase cell efficiency. Additionally, in the third fiscal quarter of 2011, investments were made in the development of a solar ion implanter. We receive reimbursements through governmental research and development grants which are netted against these expenses. We expect the development of an ion implanter for the solar market to cause a significant increase in our research and development expenses over the next two years.

Income Taxes

For the three months ended June 30, 2011 and 2010, we recorded income tax expense of \$5.2 million and \$2.3 million for effective tax rates of 42% and 38%, respectively. During the nine months ended June 30, 2011 and 2010, we recorded income tax expense of \$13.6 million and \$2.5 million, respectively. The effective tax rates used in calculating the income tax provision for the nine months ended June 30, 2011 and 2010 were 41% and 38%, respectively, based upon estimates of annual income, annual permanent differences and statutory tax rates in the various jurisdictions in which we operate. The increase in the effective tax rate between the current and prior year periods is due primarily to increases in uncertain tax positions, the valuation allowance with respect to certain foreign net operating losses and permanent differences which represented a higher percentage of before tax income.

Liquidity and Capital Resources

At June 30, 2011 and September 30, 2010, cash and cash equivalents were \$60.2 million and \$56.8 million, respectively. At June 30, 2011 and September 30, 2010, restricted cash was \$13.0 million and \$6.2 million, respectively. Restricted cash as of June 30, 2011, includes \$5.9 million in an escrow account for future funding of research and development expenses for ion implant technology at our recent acquisition, Kingstone Semiconductor Company Ltd. Our working capital was \$88.4 million as of June 30, 2011 and \$65.6 million as of September 30, 2010.

The increase in cash for the first nine months of fiscal 2011 was primarily provided by cash from operating activities of \$5.4 million, cash from financing activities of \$2.0 million and an increase in cash of \$1.7 million due to the effect of exchange rate changes on cash. The Company has cash and cash equivalent in euros at our Netherlands and French operations. The translation of euros to United States Dollars is impacted by changes in the exchange rate. Cash from financing and investing activities is discussed below. This was offset by purchases of property, plant and equipment of \$4.5 million and \$1.1 million towards the purchase of our ownership interest in Kingstone. Our ratio of current assets to current liabilities decreased to 1.9:1 as of June 30, 2011 from 2.3:1 as of September 30, 2010. The decline in our current ratio was due to the simultaneous increase in our current assets and current liabilities as we ramped up inventory purchases to meet the growing order backlog. Current assets increased \$68.7 million while current liabilities increased \$46.0 million. We have never paid dividends on our Common Stock. Our present policy is to apply cash to investments in product development, acquisitions or expansion; consequently, we do not expect to pay dividends on Common Stock in the foreseeable future. Research and development expenses are expected to increase over the next two years as a result of the solar tool development project described in footnote 7, "Acquisition."

The success of our growth strategy is dependent upon the availability of additional capital resources on terms satisfactory to management. Our sources of capital in the past have included the sale of equity securities, which include common and preferred stock sold in private transactions and public offerings, capital leases and long-term debt. There can be no assurance that we can raise such additional capital resources on satisfactory terms. We believe that our principal sources of liquidity discussed above are sufficient to support operations.

Cash Flows from Operating Activities

Cash provided by our operating activities was \$5.4 million for the nine months ended June 30, 2011, compared to \$5.9 million provided by such activities for the nine months ended June 30, 2010. During the nine months ended June 30, 2011 cash was primarily generated by earnings from operations, adjusted for non-cash charges. Additional cash was generated by increases in

current liabilities, such as customer deposits received with sales orders, accounts payable, accrued compensation and deferred profit. These increases were offset by an increase in restricted cash due to customers requiring bank guarantees for their deposits and restricted cash related to the Kingstone acquisition, an increase in inventory necessary to fulfill our backlog of orders, an increase in accounts receivable due to the record volumes of shipments during the quarter, as well as an increase in prepayments to vendors. During the nine months ended June 30, 2010 cash was primarily generated by earnings from operations, adjusted for non-cash charges. Additional cash was generated by increases in current liabilities, such as customer deposits received with sales orders, accounts payable, accrued compensation and deferred profit. These increases were offset by an increase in restricted cash due to customers requiring bank guarantees for their deposits; an increase in inventory necessary to fulfill our backlog of orders; an increase in account receivable due to the record volumes of shipments during the quarter; as well as an increase in prepayments to vendors.

Cash Flows from Investing Activities

Our investing activities for the nine months ended June 30, 2011 and 2010 used \$5.6 million and \$4.1 million respectively. In the first nine months of fiscal 2011 investing activities include the cash portion of the acquisition of a 55% interest in Kingstone of \$1.1 million. We also had capital expenditures in the first nine months of fiscal 2011 of \$4.5 million. The company purchased the existing corporate office building for \$1.0 million. The remainder of the capital expenditures were at our Netherlands and French operations to support their continued growth and expansion. In the first nine months of fiscal 2010, the Company invested \$3.1 in capital expenditures including land in the Netherlands adjacent to our current manufacturing facilities for \$1.0 million in the second quarter of 2010. The remainder of the capital expenditures was for machinery and equipment and infrastructure due to our capacity expansion, primarily at our Netherlands location.

Cash Flows from Financing Activities

For the nine months ended June 30, 2011 and 2010, \$2.0 million and \$0.1 million of cash was provided by financing activities, respectively. The primary source of cash received from financing activities during the nine months ended June 30, 2011 and 2010, was proceeds from the issuance of common stock through the exercise of stock options.

Off-Balance Sheet Arrangements

As of June 30, 2011, Amtech had no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K promulgated by the Securities and Exchange Commission.

Contractual Obligations

The most significant changes in contractual obligations since the end of fiscal 2010 have been purchase obligations. See Note 6 of the Condensed Consolidated Financial Statements. Purchase obligations increased \$26.3 million from \$40.1 million as of September 30, 2010 to \$66.4 million as of June 30, 2011. The increase in purchase obligations relates to the increase in sales orders and backlog. To meet the increased demand, we accelerated our purchases of inventory. We also have a contractual obligation to fund the development of the solar tool discussed in Note 7 of the Condensed Consolidated Financial Statements. Refer to Amtech's annual report on Form 10-K for the year ended September 30, 2010, for information on the Company's other contractual obligations.

Critical Accounting Policies

"Management's Discussion and Analysis of Financial Condition and Results of Operations" discusses our condensed consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the condensed consolidated financial statements, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period.

On an on-going basis, we evaluate our estimates and judgments, including those related to revenue recognition, inventory valuation, accounts and notes receivable collectability, warranty and impairment of long-lived assets. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. The results of these estimates and judgments form the basis for making conclusions about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

A critical accounting policy is one that is both important to the presentation of our financial position and results of operations, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the

effect of matters that are inherently uncertain. These uncertainties are discussed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended September 30, 2010. We believe our critical accounting policies relate to the more significant judgments and estimates used in the preparation of our consolidated financial statements.

We believe the critical accounting policies discussed in the section entitled “Item 7: Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies” in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010 represent the most significant judgments and estimates used in the preparation of our consolidated financial statements. There have been no significant changes in our critical accounting policies during the nine months ended June 30, 2011.

Impact of Recently Issued Accounting Pronouncements

For discussion of the impact of recently issued accounting pronouncements, see “Item 1: Financial Information” under “Impact of Recently Issued Accounting Pronouncements”.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risks, including changes in foreign currency exchange rates. Our operations in the United States are conducted in U.S. dollars. The functional currency of our European operation is the Euro, the currency primarily used in the conduct of those operations. Nearly all of the transactions, assets and liabilities of all other operating units are denominated in U.S. dollars, their functional currency. The following disclosures about market risk should be read in conjunction with the more in depth discussion in Item 7A, Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

As of June 30, 2011, we did not hold any stand-alone or separate derivative instruments. We incurred net foreign currency transaction losses of less than \$0.1 million and \$0.4 million respectively during the nine months ended June 30, 2011 and 2010. As of June 30, 2011, our foreign subsidiaries had \$5.8 million of assets (cash, receivables and prepaid assets) denominated in currencies other than their functional currency. A 10% change in the value of the functional currency relative to the non-functional currency would result in a gain or loss of \$0.6 million. As of June 30, 2011, we had \$3.7 million of accounts payable, consisting primarily of amounts owed by our foreign subsidiaries to our U.S. companies, denominated in U.S. dollars. Although the intercompany accounts are eliminated in consolidation, a 10% change in the value of the Euro relative to the U.S. dollar would result in a gain or loss of \$0.4 million. The risk associated with foreign currency translation gains and losses may increase with the recent acquisition in China.

We incurred foreign currency translation gains of \$3.9 million and losses of \$6.4 million during the nine months ended June 30, 2011 and 2010, respectively, a type of other comprehensive income (loss), which is a direct adjustment to stockholders’ equity. Our net investment in and advances to our foreign operations totaled \$95.4 million as of June 30, 2011. A 10% change in the value of the foreign currencies relative to the U.S. dollar would cause approximately an \$9.5 million foreign currency translation adjustment. The risk associated with foreign currency translation adjustments is expected to increase with the recent acquisition in China.

During nine months ended June 30, 2011, our European operations transacted U.S. dollar denominated sales and purchases of \$1.7 million and \$11.1 million, respectively. As of June 30, 2011, sales commitments denominated in a currency other than the functional currency of our transacting operation totaled \$2.2 million. Our lead-times to fulfill these commitments generally range between 13 and 26 weeks. A 10% change in the relevant exchange rates between the time the order was taken and the time of shipment would cause our gross profit on such orders to be \$0.2 million greater or less than expected on the date the order was taken. As of June 30, 2011, purchase commitments denominated in a currency other than the functional currency of our transacting operation totaled \$6.9 million. A 10% change in the relevant exchange rates between the time the purchase order was placed and the time the order is received would cause our cost of such items to be \$0.7 million greater than or less than expected on the date the purchase order was placed.

Item 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, including the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”), has carried out an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2011, pursuant to Exchange Act Rules 13a-15(e) and 15(d)-15(e). Based upon that evaluation, our CEO and CFO have concluded that as of such date, our disclosure controls and procedures in place are effective.

Changes in Internal Control Over Financial Reporting

There has been no change in Amtech's internal control over financial reporting during the three months ended June 30, 2011 that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

The most significant risk factors applicable to Amtech are described in Part I, Item 1A (Risk Factors) of Amtech's Annual Report on Form 10-K for the fiscal year ended September 30, 2010 (our "2010 Form 10-K"). There have been no material changes to the risk factors previously disclosed on our 2010 Form 10-K.

Item 6. Exhibits

31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended	*
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended	*
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	*
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	*
101.INS	XBRL Instance Document	**
101.SCH	XBRL Taxonomy Extension Schema Document	**
101.PRE	Taxonomy Presentation Linkbase Document	**
101.CAL	XBRL Taxonomy Calculation Linkbase Document	**
101.LAB	XBRL Taxonomy Label Linkbase Document	**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	**

* Filed herewith.

** Pursuant to applicable securities laws and regulations, the Company is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions or other liability provisions of the federal securities laws as long as the Company has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. In addition, users of this data are advised that, pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.

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.

AMTECH SYSTEMS, INC.

By /s/ Robert T. Hass

Robert T. Hass

Chief Accounting Officer

(Principal Accounting Officer)

Dated: August 9, 2011

EXHIBIT INDEX

Exhibit Number	Description	Page of Method of Filing
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended	*
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Exhibit 31.1

AMTECH SYSTEMS, INC. AND ITS SUBSIDIARIES
CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Jong S. Whang, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Amtech Systems, Inc. (the "registrant"),
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By /s/ Jong S. Whang

Jong S. Whang

Chief Executive Officer

Amtech Systems, Inc.

Date: August 9, 2011

Exhibit 31.2

AMTECH SYSTEMS, INC. AND ITS SUBSIDIARIES
CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Bradley C. Anderson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Amtech Systems, Inc. (the "registrant"),
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By /s/ Bradley C. Anderson

Bradley C. Anderson

Vice President – Finance and Chief Financial Officer

Amtech Systems, Inc.

Date: August 9, 2011

Exhibit 32.1

AMTECH SYSTEMS, INC. AND ITS SUBSIDIARIES

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Amtech Systems, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jong S. Whang, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By /s/ Jong S. Whang

Jong S. Whang

Chief Executive Officer

Amtech Systems, Inc.

Date: August 9, 2011

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and it is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filing.

Exhibit 32.2

AMTECH SYSTEMS, INC. AND ITS SUBSIDIARIES

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Amtech Systems, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bradley C. Anderson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. sections 1350, as adopted pursuant to sections 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By /s/ Bradley C. Anderson

Bradley C. Anderson

Vice President-Finance and Chief Financial Officer

Amtech Systems, Inc.

Date: August 9, 2011

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and it is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filing.