SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the Quarter Ended: June 30, 1996	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)

(602) 967-5146

(Registrant's telephone number, including area code)

N/A

Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the Registrant (i) has filed all reports required 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 (ii) has been subject to such filing requirements for the past 90 days.

Yes X No ___

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the close of the period covered by this report.

4,109,668 Shares

PART I. FINANCIAL INFORMATION

AMTECH SYSTEMS, INC.
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS - ASSETS

	June 30, 1996 (Unaudited)	September 30, 1995
CURRENT ASSETS:		
Cash and cash equivalents	$ 704,588	$ 833,820
Short-term investments	2,626,534	3,671,569
Accounts receivable - net	2,926,442	2,286,743
Inventories	661,350	524,071
Deferred income taxes	213,000	165,000
Prepaid expenses	55,541	45,392
Total current assets	7,187,455	7,526,595

PROPERTY, PLANT AND EQUIPMENT - AT COST:		
Land and buildings	347,235	--
Leasehold improvements	161,724	162,404
Machinery and equipment	418,436	333,971
Furniture and fixtures	594,638	652,607
	1,522,033	1,148,982
Less: accumulated depreciation and amortization	(559,042)	(499,184)
Property and equipment - net	962,991	649,798
PURCHASE PRICE IN EXCESS OF NET ASSETS ACQUIRED	--	85,315
OTHER ASSETS	463,186	103,811
	$ 8,613,632	$ 8,365,519

See accompanying Notes to Condensed Financial Statements.

AMTECH SYSTEMS, INC.
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
LIABILITIES AND STOCKHOLDERS' INVESTMENT

	June 30, 1996	September 30, 1995
	(Unaudited)	
CURRENT LIABILITIES:		
Accounts payable	$ 828,155	$ 528,322
Accrued liabilities:		
Compensation and related taxes	329,985	373,383
Warranty and installation expenses	205,562	116,347
Other accrued liabilities	174,046	120,239
Income taxes payable	283,000	225,000
Current maturities of long-term debt	13,005	--
Total current liabilities	1,833,753	1,363,291
LONG-TERM DEBT	211,064	--
STOCKHOLDERS' INVESTMENT:		
Preferred stock, no specified terms; 100,000,000 shares authorized; none issued	--	--
Common stock, $.01 par value; 100,000,000 shares authorized; 4,109,668 shares outstanding at June 30, 1996 and 4,305,702 shares at September 30, 1995	20,549	21,529
Additional paid-in capital	7,064,351	7,872,010
Cumulative foreign currency translation adjustment	(48,423)	29,459
Accumulated deficit	(467,662)	(920,770)

Total stockholders' investment	6,568,815	7,002,228
	$ 8,613,632	$ 8,365,519

See accompanying Notes to Condensed Financial Statements.

AMTECH SYSTEMS, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 1996 AND 1995

	THREE MONTHS ENDED JUNE 30,		NINE MONTHS ENDED JUNE 30,	
	1996 (Unaudited)	1995 (Unaudited)	1996 (Unaudited)	1995 (Unaudited)
SEMICONDUCTOR EQUIPMENT:				
Net product sales	$ 3,232,173	$ 1,379,603	$ 6,311,328	$ 4,816,947
Cost of product sales	2,023,705	869,368	4,191,125	3,235,567
Gross margin	1,208,468	510,235	2,120,203	1,581,380
Selling and general	723,264	452,974	1,827,112	1,449,435
Research & development	96,769	29,990	214,042	164,386
Operating profit (loss)	388,435	27,271	79,049	(32,441)
Interest income	39,559	74,788	167,967	152,549
Income before income taxes	427,994	102,059	247,016	120,108
Income tax provision	150,000	39,000	100,000	52,000
INCOME FROM CONTINUING OPERATIONS	277,994	63,059	147,016	68,108
DISCONTINUED TECHNICAL CONTRACT PERSONNEL:				
Income from discontinued operations	-	8,419	51,757	49,461
Income tax provision	-	4,000	30,000	23,000
NET INCOME FROM DISCONTINUED OPERATIONS	-	4,419	21,757	26,461
GAIN ON SALE OF ECHELON	23,834	-	284,335	-
NET INCOME	$ 301,828	$ 67,478	$ 453,108	$ 94,569
INCOME PER SHARE - NOTE 2:				
Continuing operations	$ .05	$ .01	$ .04	$ .02
Net income per share	$ .05	$ .02	$ .09	$ .03
WEIGHTED AVERAGE OUTSTANDING SHARES:	6,315,734	4,305,702	6,381,556	3,633,394

See accompanying Notes to Condensed Financial Statements.

AMTECH SYSTEMS, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JUNE 30, 1996 AND 1995

	Nine Months Ended June 30, 1996 (Unaudited)	1995 (Unaudited)
OPERATING ACTIVITIES:		
Net income	$ 453,108	$ 94,569
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation and amortization	131,251	102,860
Inventory and receivable write-downs	81,553	63,000
Less gain on disposal of assets	(286,437)	(426)
Equity in losses of unconsolidated venture	34,967	--
Deferred tax benefit	(60,000)	(2,000)
Changes in operating assets and liabilities:		
Increase in accounts receivable	(1,138,776)	(279,508)
Increase in inventories and prepaid expenses	(194,675)	(339,187)
Decrease (Increase) in other assets	(8,429)	201,773
Increase in accounts payable	351,439	67,786
Increase in income taxes payable	58,000	61,000
Increase in accrued liabilities	175,869	369,289
Net cash provided (used) by operating activities	(402,130)	339,156
INVESTING ACTIVITIES:		
Maturities and sales (purchases) of short-term investments - net	1,045,035	(2,719,564)
Investment in unconsolidated subsidiary	(425,000)	--
Proceeds from asset sale	28,383	10,000
Purchases of property, plant and equipment	(487,121)	(206,510)
Cash distributed in disposal of Echelon	(109,698)	--
Net cash provided (used) by investing activities	51,599	(2,916,074)
FINANCING ACTIVITIES:		
Proceeds from a mortgage loan	232,474	--
Net proceeds from secondary public offering	--	3,623,382
Net cash provided by financing activities	232,474	3,623,382
EFFECT OF EXCHANGE RATE CHANGES	(11,175)	35,254
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(129,232)	1,081,718
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	833,820	736,984
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 704,588	$ 1,818,702

See accompanying Notes to Condensed Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JUNE 30, 1996 AND 1995

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

	1996	1995
Cash paid during the period for:		
Income taxes	$ 132,000	$ 16,000

SUPPLEMENTAL INFORMATION OF NONCASH INVESTING AND FINANCING ACTIVITIES:

Value received in the form of the Company's stock in exchange for

the net assets of Echelon Service Co.	$ 808,638	$ --

See accompanying Notes to Condensed Financial Statements.

AMTECH SYSTEMS, INC.
AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 1996 AND 1995

(1) BASIS OF PRESENTATION

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Tempress Systems, Inc. for the entire period and Echelon Service Company, the Baltimore based operation of the technical personnel segment, through the date of disposition (see Note 3 below). All significant intercompany accounts and transactions have been eliminated in consolidation.

(2) INTERIM REPORTING

The accompanying consolidated financial statements are unaudited; however, these financial statements contain all adjustments which are, in the opinion of management, necessary for a fair presentation of the consolidated financial position of the Company as of June 30, 1996 and September 30, 1995 and the consolidated results of its operations for the three and nine month periods ended June 30, 1996 and 1995, and its consolidated cash flows for the nine months ended June 30, 1996 and 1995.

The accounting policies followed by the Company are set forth in Note 2 to the consolidated financial statements in the Company's 1995 Annual Report on Form 10-K for the year ended September 30, 1995, which is incorporated herein by reference.

Inventories as of June 30, 1996 and September 30, 1995 included work-in-process of $226,000 and $182,000, respectively. The remaining inventory primarily consists of purchased parts and completed sub-assemblies.

The consolidated results of operations for the three and nine months ended June 30, 1996 and 1995, are not necessarily indicative of the results to be expected for the full year.

Earnings per share have been calculated using the modified treasury stock method, which assumes that the warrants and options are exercised and that a portion of the proceeds are used to repurchase 20% of the outstanding shares and that the remainder is used first to reduce debt and then to acquire short-term government securities. The outstanding warrants and options were dilutive for the three and nine months ended June 30, 1996, and the calculation of earnings per share for those periods can be summarized as follows:

Continued on next page.....

	Three Months Ended June 30, 1996	Nine Months Ended June 30, 1996
Average shares outstanding	4,109,668	4,175,490
Incremental shares attributable to warrants/options	2,206,066	2,206,066
Total shares used in the calculation	6,315,734	6,381,556
Income from continuing operations	$ 277,994	$ 147,016
Interest net of tax assumed to be earned on additional short-term investments	$ 31,896	$ 107,752

Income from continuing operations as adjusted	$ 309,890	$ 254,768
	==========	==========
Earnings per share -continuing	$ .05	$ .04
Net income	$ 301,828	$ 453,108
Interest net of tax assumed to be earned on additional short-term investments	$ 31,896	$ 107,752
	----------	----------
Adjusted net income	$ 333,724	$ 560,860
	==========	==========
Earnings per share	$ .05	$ .09

(3) SALE OF DISCONTINUED OPERATIONS

In October 1995, the Board of Directors approved a plan to discontinue the technical contract personnel business represented by the operations of Echelon Service Company, then a wholly-owned subsidiary. Effective December 31, 1995, the Company exchanged all of its ownership in the stock of Echelon Service Company for 196,034 shares of the Company's outstanding Common Stock previously owned by Eugene R. Hartman, then an officer and director of the Company. The transaction was preceded by a dividend from Echelon to the Company in order to equalize the values. The transaction was structured to be a tax-free reorganization and, as such, no provision was made for income taxes. As a result of the transaction, the Company recognized a gain of $284,000.

Continued on next page.....

(4) INVESTMENT IN SOUTH KOREAN JOINT VENTURE

During the first quarter of fiscal 1996, the Company entered into a joint venture agreement pursuant to which it is to have a 45% ownership interest and a 50% voting interest in Seil Semicon, Inc., located in South Korea, in return for a commitment to invest $500,000 in cash. As of June 30, 1996, the Company has invested $425,000 in the joint venture. The remaining commitment is subject to call by the majority owner, subject to his securing $3,000,000 in financing for the joint venture. The joint venturers plan to operate a silicon test wafer reclaiming business through Seil Semicon, Inc., which is in the start-up phase. The ultimate success of Seil Semicon, Inc. depends on a number of factors, including securing adequate financing, of which there can be no assurance.

(5) STOCKHOLDERS' INVESTMENT

Effective March 29, 1996, there was a two-for-one forward stock split of the Company's $.01 par value common stock. As a result, the number of outstanding shares was increased by 2,054,834 to 4,109,668. All share and per share amounts have been restated accordingly. In conjunction with the stock split, the number of shares issuable pursuant to stock options, stock bonus grants, and warrants were increased proportionately and the related exercise prices were decreased proportionately. If all such contingent shares were exercised, the number of outstanding shares would increase by 3,028,000 and the resulting proceeds to the Company would be $7,869,775.

(6) RECLASSIFICATIONS

Certain reclassifications have been made to the amounts for fiscal 1995 to conform to the presentation of the fiscal 1996 amounts.

AMTECH SYSTEMS, INC.
AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

FINANCIAL CONDITION AND WORKING CAPITAL. During the nine months ended June 30, 1996, working capital decreased by $810,000, primarily as the result of the $425,000 investment in Seil Semicon, Inc., a South Korean joint venture, the disposition of Echelon Service Company in exchange for Common Stock of the Company previously owned by Eugene R. Hartman ($408,000) and $136,000 used in the acquisition of a building in the Netherlands, net of the associated mortgage. Other than that mortgage, there is no long-term or short-term debt and stockholders' investment is 76% of total capitalization.

LIQUIDITY AND CAPITAL RESOURCES. During the nine months ended June 30, 1996, the Company's cash position, including equivalents, decreased by $129,000. The decrease in cash and cash equivalents resulted from $402,000 cash used in operating activities, primarily used to fund the increase in receivables generated by the increase in sales. The cash used in operating activities was partially offset by the $284,000 cash generated by the investing and financing activities, as setforth in the consolidated statements of cash flows. The current ratio declined from 5.5:1 as of September 30, 1995 to 3.9:1 as of June 30, 1996, due to the decline in working capital, discussed above, and the increase in current liabilities associated with the increased level of operating activity. Despite the decline in this financial ratio, management believes it still indicates that the Company's financial condition remains strong.

Management believes the Company's liquidity is sufficient for its current operations. See the Management's Discussion and Analysis included in the Company's 1995 annual report on Form 10-K for further information regarding the Company's long-term plans for future operations. If the commercial feasibility of the Company's patented photo-assisted CVD (Chemical Vapor Deposition) invention is proven and justifies development of products for use in research and development and production facilities, that development effort will cost an estimated $3.2 million. However, if the Company's existing businesses continue to grow at their existing pace, some of the currently available liquidity will be required to finance increased receivables and inventory. The Company's liquidity is believed to be sufficient to fund growth of the current product lines for at least the next two years, but may be slightly insufficient to fund both that growth and a major development project. Funds to meet any potential short-fall may be provided by one or more debt or equity financings, which might include bank financing secured by receivables and inventory, or possible exercise of the outstanding redeemable common stock warrants. However, there can be no assurance of the availability or sufficiency of these or any other source of financing.

ORDER BACKLOG. The semiconductor equipment order backlog was approximately $4,600,000, as of June 30, 1996, as compared to $1,300,000 as of June 30, 1995. The increase in the backlog is due to a multi-year order, expansion of the horizontal diffusion furnace business and customer requested delays in deliveries from that originally scheduled. While orders are ordinarily filled within one to six months of receipt, the current backlog includes approximately $2,120,000 of orders, primarily from one customer, of which an estimated one-half is planned for shipment in each of fiscal 1997 and fiscal 1998.

The backlog is approximately $2,550,000 lower as of June 30, 1996 than it was as of its March 31, 1996 peak. That decline is primarily due to the shipment of many of the backlog orders previously delayed due to the long lead-times on certain components purchased from suppliers of quartz parts. However, the Company is also experiencing a reduction in bookings stemming from increased caution in capital spending by the world's semiconductor producers, caused by rapidly declining prices for their products and an oversupply of capacity for certain of those semiconductor products. Short-term forecasts for front-end semiconductor production equipment, the segment of the industry in which the Company participates, range from a decline of 16% in calendar year 1997 to growth of 8% for the same period. This slowdown could affect the level of the Company's shipments as early as the first quarter of fiscal 1997.

RESULTS OF OPERATIONS.

THREE MONTHS ENDED JUNE 30, 1996 vs. 1995

Semiconductor Equipment - Continuing Operations:

Revenues increased 134%, or $1,852,000, to $3,232,000 in the third quarter of fiscal 1996 from $1,380,000 in the third quarter of the fiscal 1995 year. The increase in revenue is due to both the expansion of the Company's horizontal diffusion furnace business and the shipment of many of the backlog orders previously delayed due to long lead-times on certain components purchased from suppliers of quartz parts. While the lead-times on quartz components has become more manageable, they could again cause delays in shipments in the future. See ORDER BACKLOG above for a discussion of recent events and short-term forecasts of revenues for the semiconductor equipment industry

Gross margin increased $698,000, to $1,208,000, or 37% of sales, in the third quarter of fiscal 1996 from $510,000, or 37% of sales, in the third quarter of fiscal 1995. The increase in gross margin is primarily due to the increase in shipments.

The selling, general and administrative expenses for the third quarter of fiscal 1996 were $270,000 higher than in comparable period of last fiscal year. The increased expenses primarily resulted from an additional provision for certain doubtful receivables, expanded sales and marketing activities on a world-wide basis and other costs associated with the expanded operations. Research and development costs also increased $67,000, as the Company continues the photo-CVD ("chemical vapor deposition") research and attempts to develop new products. Despite these increases, such expenses represented 25% of sales in the third quarter of fiscal 1996, which is a significant improvement over the comparable period of fiscal 1995 when such expenses amounted to 35% of sales.

Income From Continuing Operations.

As a result of the above, for the three months ended June 30, 1996, the Company earned $388,000 of operating profit compared to an operating profit of $27,000 for the third quarter of fiscal 1995. The income from continuing operations before income taxes includes the operating profit of the semiconductor equipment segment, interest income, and income tax expense. During the third quarter of the current fiscal year, interest income was $40,000, or $35,000 less than in the third quarter of the preceding year.

Income tax expenses increased $111,000 because of the increase in operating profit discussed above. As a result of the above, continuing operations generated $278,000 in net earnings, $.05 per share, or $215,000 more than the $63,000, or $.01 per share, of income earned during the same quarter of fiscal 1995.

Discontinued Operations:

As a result of the December 31, 1995 sale of the technical contract personnel segment, there was no income from discontinued operations in the third quarter of fiscal 1996, except a $24,000 adjustment to the gain on sale. For the comparable period in fiscal 1995, there was a profit from discontinued operations of $4,000, after recognizing $4,000 of income tax expense.

Total Company:

The three months ended June 30, 1996, resulted in $302,000 of net income, or $.05 per share, compared to net income of $67,000, or $.02 per share, in the third quarter of fiscal 1995. The most significant factor contributing to the improvement in earnings was the $1,853,000, or 134%, increase in revenues discussed above.

NINE MONTHS ENDED JUNE 30,
1996 vs. 1995

Semiconductor Equipment:

The semiconductor equipment revenues increased $1,494,000, or 31%, to $6,311,000 during the first nine months of fiscal 1996 from $4,817,000 for the first nine months of fiscal 1995. The increase in revenue is due to the Company's expanded diffusion furnace business. See ORDER BACKLOG above for a discussion of recent events and short-term forecasts of revenues for the semiconductor equipment industry.

Gross margins increased $539,000 to $2,120,000, or 34% as a percentage of revenue, from $1,581,000, or 33% of revenue, during the first nine months of fiscal 1995. The increase in the gross margin percentage is primarily due to the effects of spreading certain fixed manufacturing and engineering costs over higher sales dollars. However, most of the improvement in gross margins is attributable to the growth in revenues.

The selling and general expenses of the semiconductor segment for the first nine months of fiscal 1996 were $378,000 higher than in the comparable period of last fiscal year. The increased expenses primarily resulted from expanded sales and marketing activities on a world-wide basis, an additional provision for doubtful accounts receivable and other increases in expenses associated with the growth in the operations. Research and development costs also increased $50,000, as the Company continues the photo-CVD ("chemical vapor deposition") research and attempts to develop new products.

Income From Continuing Operations:
- ---------------------------------

For the first nine months of fiscal 1996, the semiconductor equipment segment had operating income of $79,000 as compared to a loss of $32,000 for the first three quarters of fiscal 1995. The $111,000 improvement in operating profit is due to increased shipments and the related gross profit, both explained above.

The income from continuing operations includes the operating profit (loss) of the semiconductor equipment segment, discussed above, interest income, and income tax expense. Interest income increased by $15,000 during the first three quarters of fiscal 1996, as compared to the nine months ended June 30, 1995, as the Company had the proceeds of the public offering available for investment for the entire fiscal 1996 period, as compared to only six months of the fiscal 1995 period.

During the nine months of fiscal 1996 there was income tax expense of $100,000, compared to the income tax expense of $52,000 reported for the first nine months of fiscal 1995. The effective income tax rate for the first three quarters of both fiscal years is greater than the statutory federal rate due to the permanent differences between financial and taxable income.

As a result of the above, continuing operations produced net earnings of $147,000, or $.04 per share, in the first nine months of fiscal 1996, representing an increase of $79,000 from the income of $68,000, or $.02 per share, earned in the first nine months of fiscal 1995.

Continued on next page.....

Discontinued Operations:
- ------------------------

The net earnings of the discontinued operations of the technical contract personnel business were $22,000 and $26,000, respectively, for the nine months ended June 30, 1996 and 1995. The fact that the Company did not operate in this segment during the third quarter because of the sale of this discontinued operation effective December 31, 1995, was offset by the fact that the profit earned during last year's third quarter was largely offset by the loss in the second quarter, generally a loss quarter for that segment.

Effective December 31, 1995, the Company exchanged all of its ownership in the technical contract personnel business represented by the stock of Echelon Service Company for 196,034 shares of the Company's outstanding Common Stock previously owned by Eugene R. Hartman, then an officer and director of the Company. The transaction was preceded by a dividend from Echelon to the Company in order to equalize the values. The transaction was structured to be a tax-free reorganization and, as such, no provision was made for income taxes. As a result of the transaction, the Company recognized a gain of $284,000.

Total Company
- -------------

For the nine months ended June 30, 1996 net income was $453,000, or $.09 per share, as compared to net income of $95,000, or $.03 per share, for the comparable period of fiscal 1995. Income from continuing operations accounted for $.02 of the improvement in earnings per share, while the gain on the sale of discontinued operations provided the other $.04 increase.

PART II

Item 1. Legal Proceedings.

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits - All of the exhibits required by Item 601 of Regulation S-K are hereby incorporated by reference to the Company's Annual Report on Form 10-K dated January 16, 1996, and the Form S-3 filed August 9, 1996, in order to update the registration of the redeemable warrants.

(b) No reports on Form 8-K were filed for the quarter ended June 30, 1996.

SIGNATURES

Pursuant to the requirements of the Securities and 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, Vice-President and
Chief Financial Officer
DATED: August 14, 1996

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE BALANCE SHEETS AS OF JUNE 30, 1996 AND SEPTEMBER 30, 1995, AND THE STATEMENTS OF OPERATION AND THE STATEMENTS OF CASH FLOW FOR THE NINE MONTHS ENDED JUNE 30, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 1996.

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