

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:  
March 31, 1997

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  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.

4,151,718 Shares

PART I. FINANCIAL INFORMATION

AMTECH SYSTEMS, INC.  
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS - ASSETS

	March 31, 1997	September 30, 1996
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,439,920	\$ 1,994,217
Short-term investments	2,239,354	2,464,120
Accounts receivable - net	3,457,520	1,581,973
Inventories	693,350	739,201
Deferred income taxes	268,000	223,000

Prepaid expenses	52,120	46,935
	-----	-----
Total current assets	8,150,264	7,049,446
	-----	-----

PROPERTY AND EQUIPMENT, AT COST:

Land and Building	415,308	373,380
Leasehold improvements	162,402	161,724
Machinery and equipment	456,237	432,435
Furniture and fixtures	640,704	608,972
	-----	-----
	1,674,651	1,576,511
Less: accumulated depreciation and amortization	(680,541)	(600,180)
	-----	-----
Property and equipment - net	994,110	976,331
	-----	-----

OTHER ASSETS	59,799	432,837
	-----	-----
	\$ 9,204,173	\$ 8,458,614
	=====	=====

See accompanying Notes to Condensed Financial Statements.

2

AMTECH SYSTEMS, INC.  
AND SUBSIDIARIES

-----  
CONSOLIDATED BALANCE SHEETS  
LIABILITIES AND STOCKHOLDERS' INVESTMENT  
-----

	March 31, 1997	September 30, 1996
	-----	-----
	(Unaudited)	
CURRENT LIABILITIES:		
Accounts payable	\$ 1,203,494	\$ 652,771
Accrued liabilities:		
Compensation and related taxes	399,233	442,785
Warranty and installation expenses	246,608	185,450
Other accrued liabilities	186,718	143,988
Income taxes payable	204,000	144,000
	-----	-----
Total current liabilities	2,240,053	1,568,994
	-----	-----
LONG-TERM DEBT	234,705	265,355
	-----	-----
STOCKHOLDERS' INVESTMENT:		
Preferred stock, no specified terms; 100,000,000 shares authorized; none issued	--	--
Common stock, \$.01 par value; 100,000,000 shares authorized; 4,151,718 shares outstanding at March 31, 1997 and 4,109,668 shares at September 30, 1996	41,517	41,097
Additional paid-in capital	7,118,008	7,043,803
Cumulative foreign currency translation adjustment	(183,774)	(48,548)
Accumulated deficit	(246,336)	(412,087)
	-----	-----
Total stockholders' investment	6,729,415	6,624,265

-----  
 \$ 9,204,173      \$ 8,458,614  
 =====

See accompanying Notes to Condensed Financial Statements.

3  
 AMTECH SYSTEMS, INC.  
 AND SUBSIDIARIES

-----  
 CONSOLIDATED STATEMENTS OF OPERATIONS  
 FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 1997 AND 1996  
 -----

	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	1997	1996	1997	1996
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net product sales	\$ 2,582,807	\$ 1,408,267	\$ 4,590,327	\$ 3,079,155
Cost of product sales	1,881,913	1,004,118	3,220,516	2,167,420
Gross margin	700,894	404,149	1,369,811	911,735
Selling and general	629,402	573,844	1,207,802	1,103,849
Research & development	55,323	74,462	130,894	117,273
Gain on asset disposal	--	--	(115,487)	--
Operating profit (loss)	16,169	(244,157)	146,602	(309,387)
Interest income - net	47,124	62,594	94,149	128,409
Income from continuing operations before income taxes	63,293	(181,563)	240,751	(180,978)
Income tax provision (benefit)	18,000	(50,000)	75,000	(50,000)
INCOME (LOSS) FROM CONTINUING OPERATIONS	45,293	(131,563)	165,751	(130,978)
DISCONTINUED OPERATIONS:				
Income from discontinued operations	-	-	-	21,757
Gain on disposal of discontinued segment	-	(13,195)	-	260,501
	-	(13,195)	-	282,258
NET INCOME (LOSS)	\$ 45,293	\$ (144,758)	\$ 165,751	\$ 151,280

PRIMARY EARNINGS PER SHARE (Note 5):				
Continuing Operations	\$ .01	\$ (.03)	\$ .04	\$ (.03)
Net Income	\$ .01	\$ (.04)	\$ .04	\$ .04

WEIGHTED AVERAGE				
OUTSTANDING SHARES	4,151,718	4,109,668	4,142,291	4,208,220

See accompanying Notes to Condensed Financial Statements.

4  
 AMTECH SYSTEMS, INC.  
 AND SUBSIDIARIES

-----  
 CONSOLIDATED STATEMENTS OF CASH FLOWS  
 FOR THE SIX MONTHS ENDED MARCH 31, 1997 AND 1996  
 -----

Six Months Ended

	March 31,	
	----- 1997 ----- (Unaudited)	----- 1996 ----- (Unaudited)
OPERATING ACTIVITIES:		
Net income	\$ 165,751	\$ 151,280
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	103,340	86,797
Inventory and receivable write-downs	33,324	6,000
Less gain on disposal of assets	(115,487)	(262,603)
Deferred tax benefit	(45,000)	(50,000)
Changes in operating assets and liabilities:		
Decrease (Increase) in accounts receivable	(2,018,875)	537,503
Increase in inventories and prepaid expenses	(26,674)	(414,836)
Decrease (Increase) in other assets	(2,855)	4,913
Increase in accounts payable	609,503	267,530
Increase (Decrease) in income taxes payable	60,000	(102,000)
Increase in accrued liabilities	137,853	31,868
	-----	-----
Net cash provided (used) by operating activities	(1,099,120)	256,452
	-----	-----
INVESTING ACTIVITIES:		
Maturities of short-term investments, net of purchases	224,766	588,430
Investment in unconsolidated subsidiary	--	(285,578)
Proceeds from disposition of assets	475,047	28,383
Purchase of property and equipment	(155,617)	(110,335)
Cash distributed in disposal of Echelon	--	(107,596)
	-----	-----
Net cash provided by investing activities	544,196	113,304
	-----	-----
FINANCING ACTIVITIES:		
Principal payments on mortgage loan	(7,909)	--
Net proceeds from exercise of stock options	32,201	--
	-----	-----
Net cash provided by financing activities	24,292	--
	-----	-----
EFFECT OF EXCHANGE RATE CHANGES	(23,665)	(18,364)
	-----	-----
INCREASE IN CASH AND CASH EQUIVALENTS	(554,297)	351,392
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,994,217	833,820
	-----	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 1,439,920	\$ 1,185,212
	=====	=====

See accompanying Notes to Condensed Financial Statements.

5  
AMTECH SYSTEMS, INC.  
AND SUBSIDIARIES

-----  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE SIX MONTHS ENDED MARCH 31, 1997 AND 1996  
-----

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

	----- 1997 -----	----- 1996 -----
Cash paid during the period for:		
Interest expense	\$ 9,435	\$ --
Income taxes	\$ 60,000	\$130,000

SUPPLEMENTAL INFORMATION OF NONCASH INVESTING  
AND FINANCING ACTIVITIES:

Value of stock bonuses issued in exchange for services rendered in a prior period	\$ 42,424	\$ --
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.

6  
AMTECH SYSTEMS, INC.  
AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS  
-----

March 31, 1997

(1) BASIS OF PRESENTATION  
-----

The accompanying consolidated financial statements include the accounts of Amtech Systems, Inc. and its wholly-owned subsidiary, Tempres Systems, Inc., based in Heerde, The Netherlands, hereinafter referred to as the Company. Echelon Service Company, which comprised the discontinued operations, is included in these financial statements through the date of disposition. See Note 4 regarding discontinued operations. 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 March 31, 1997 and September 30, 1996 and the consolidated results of its operations for the three and six months ended March 31, 1997 and 1996, and its consolidated cash flows for the six months ended March 31, 1997 and 1996.

The accounting policies followed by the Company are set forth in Note 2 to the consolidated financial statements in the Company's 1996 Annual Report on Form 10-K for the year ended September 30, 1996, which is incorporated herein by reference.

Inventories as of March 31, 1997 and September 30, 1996 included work-in-process of \$192,021 and \$211,880, respectively. The remaining inventory primarily consists of purchased parts and completed sub-assemblies.

The consolidated results of operations for the three and six months ended March 31, 1997 and 1996, are not necessarily indicative of the results to be expected for the full year.

(3) INVESTMENT IN UNCONSOLIDATED SUBSIDIARY  
-----

During the first quarter of fiscal 1996, the Company entered into a joint venture agreement pursuant to which it would have a 45% ownership interest and a 50% voting interest in Seil Semicon, Inc. in return for a commitment to invest \$500,000 in cash. The joint venturers' plan was to operate a silicon test wafer reclaiming business through Seil Semicon, Inc., which is in the start-up phase. During the fourth quarter of fiscal 1996, it was

Continued on next page.....

7

NOTES TO CONDENSED FINANCIAL STATEMENTS - continued

(3) INVESTMENT IN UNCONSOLIDATED SUBSIDIARY - Continued  
-----

determined that the joint venture required significantly more capital than originally anticipated. In the first quarter of fiscal 1997, the Company disposed of its interest in the joint venture because management believed that raising the Company's commitment to \$3 million, without obtaining majority control, was more risk than was appropriate for the Company. The Company received \$475,000 during December 1996, in exchange for its interest in the joint venture, thereby recovering its investment and related expenses. Because the Company disposed of its interest in the Korean joint venture, Seil Semicon, Inc., and recovered its equity in the first year start-up losses and certain expenses related to that venture incurred last year, a \$115,000 gain was recorded in the first quarter of fiscal 1997.

(4) DISCONTINUED OPERATIONS

-----

Effective December 29, 1996, the Company exchanged all of its ownership in the technical contract personnel business, represented by all of the stock of Echelon Service Company, for 196,034 shares of the Company's outstanding \$.01 par value 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.

The fiscal 1996 income from discontinued operations are those of Echelon Service Company through the date of disposal and is net of applicable income taxes of \$30,000. Revenues of discontinued operations during that period were \$1,235,000.

(5) EARNINGS PER SHARE

-----

Fully diluted earnings per share (EPS) for the periods covered by these financial statements are the same as primary EPS.

The Financial Accounting Standards Board ("FASB") has released FASB Statement 128, Earnings Per Share ("FASB 128"), which will become effective for fiscal years ending after December 15, 1997. For the three and six month periods ended March 31, 1997 and 1996, the basic EPS required by FASB 128 would have been the same as the primary earnings per share reported on the face of the income statement. The basic EPS required by the FASB 128 will always be equal to or greater than primary earnings per share currently required to be disclosed. Pro forma diluted EPS calculated in accordance with FASB 128 are as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	1997	1996	1997	1996
DILUTED EARNINGS PER SHARE:				
Continuing Operations	\$ .01	\$ (.03)	\$ .03	\$ (.02)
Net Income	\$ .01	\$ (.03)	\$ .03	\$ .03

8

AMTECH SYSTEMS, INC.  
AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Financial Condition and Working Capital.

-----

As of March 31, 1997, the Company has \$3,679,000 of readily available liquidity in the form of cash and cash equivalents and short-term investments, a decrease of \$779,000 since September 30, 1996. During the six months ended March 31, 1997, working capital increased by \$430,000 to \$5,910,000, primarily as the result of the proceeds received upon disposition of the Company's interest in Seil Semicon, Inc., an unconsolidated joint venture, which was owned until December 1996. Cash and short-term investments comprise 40% of total assets and stockholders' investment is 73% of total capitalization. The current ratio was 3.6:1 as of March 31, 1997, compared to 4.5:1 as of September 30, 1996. While there has been a decline in the current ratio since the beginning of the year, management believes that the ratio and the continued liquidity are a reflection of the Company's strong financial condition.

Liquidity and Capital Resources.

-----

Management believes the Company's liquidity is sufficient for its current operations. The Company is continuing to perform research on high intensity lamps to be used in conjunction with its patented photo-assisted chemical vapor deposition ("CVD") technology prior to making a decision regarding development of a commercial product incorporating that technology. In addition, the Company continues to evaluate potential product or business acquisitions that may complement its business. See the management's discussion and analysis included in the Company's 1996 annual report on Form 10-K, which is hereby incorporated by reference, for further information regarding the Company's plans for acquisitions and development of a product based upon the Company's CVD technology. Management plans to complete at least one significant acquisition before the end of the year. There can be no assurance of the sufficiency of existing working capital or the availability of any other source of financing necessary to permit the Company to pursue simultaneously both its acquisition strategy and to complete development of a photo-assisted CVD

product.

The semiconductor equipment order backlog was approximately \$5,133,000, as of March 31, 1997, as compared to \$7,150,000 as of March 31, 1996. The decline in the order backlog reflects shipments of a multi-year order and an increase in shipments due to an expansion of the production capacity of the Netherlands operation. Approximately \$1,000,000 of the higher backlog as of March 31, 1996 was due to delayed shipments in fiscal 1996, related to the then long lead-times on components purchased from suppliers

9

MANAGEMENT'S DISCUSSION AND ANALYSIS - continued

of quartz parts and because \$400,000 of system order shipments were deferred at the request of customers. While orders are ordinarily filled within three to six months of receipt, the current backlog includes approximately \$1,000,000 of orders to one customer that will not be shipped until fiscal 1998.

THREE MONTHS ENDED MARCH 31,  
1997 vs. 1996

Continuing Operations.

- -----

Revenues increased 83%, to \$2,583,000 in the second quarter of fiscal 1997, or \$1,175,000 higher than the \$1,408,000 of product sales reported in the second quarter of the fiscal 1996 year. Approximately \$1,000,000 of the increase was due to lower than expected shipments in fiscal 1996, as a result of long lead-times on components purchased from suppliers of quartz parts and because \$400,000 of system order shipments were deferred at the request of customers. While there may be similar delays in the future, none were incurred in the quarter ended March 31, 1997.

Gross margin increased \$297,000, or 74%, to \$701,000, and amounted to 27% of sales, in the second quarter of fiscal 1997, compared to \$404,000, or 29% of sales, in the second quarter of fiscal 1996. The increase in gross margin is primarily due to the higher volume of shipments. While spreading the fixed portion of manufacturing costs over the higher sales volume caused such costs to decrease as a percentage of sales, this benefit was more than offset by a product mix with a higher material cost content than in the prior year, resulting in the net reduction in gross margins as percent of sales.

The selling, general and administrative expenses for the second quarter of fiscal 1997 were \$56,000 higher than in comparable period of last fiscal year. The increased expenses primarily result from expanded overhead costs related to the larger office and manufacturing facilities in The Netherlands and increased selling, marketing and installation activities on a world-wide basis. Research and development costs decreased \$19,000, as the Company's photo-CVD ("chemical vapor deposition") research has slowed pending the delivery of higher intensity lamps that are required for that research.

Income (Loss) From Continuing Operations.

- -----

As a result of the above, for the three months ended March 31, 1997, the Company had operating income of \$16,000 as compared to an operating loss of \$244,000 for the second quarter of fiscal 1996, an improvement of \$260,000.

The income (loss) from continuing operations includes the operating profit (loss) from continuing operations, discussed above, net interest income, and income taxes

10

MANAGEMENT'S DISCUSSION AND ANALYSIS - continued

(benefit). During the second quarter of the current fiscal year, net interest income was \$47,000, or \$15,000 less than in the corresponding quarter of the preceding year, because interest bearing funds had to be re-deployed to finance the higher level of accounts receivable.

Income tax expense increased \$68,000, because the loss for the quarter ended March 31, 1996 resulted in an income tax benefit of \$50,000. The \$50,000 income tax benefit for the second quarter of fiscal 1996 is approximately \$12,000 less than would result from applying the statutory rates to the before tax loss, because of the effects of the permanent differences between financial and taxable income. As a result of the above, continuing operations produced income of \$45,000, \$.01 per share, or \$177,000 more than the \$132,000 loss, or \$.03 per share, recognized during the same quarter of fiscal 1996.

Discontinued Operations.

- -----

As a result of the December 31, 1996 sale of the technical contract personnel segment, there was no income from discontinued operations in the second quarter of fiscal 1997 or 1996. However, during the second quarter of fiscal 1996, there was an adjustment reducing the gain on disposition of that segment of the business by \$13,000.

Total Company.  
- -----

The three months ended March 31, 1997, resulted in a net income of \$45,000, or \$.01 per share, compared to a net loss of \$145,000, or a loss of \$.04 per share, in the second quarter of fiscal 1996. The most significant factors contributing to the \$190,000 improvement in net earnings was the \$1,175,000 increase in sales discussed above and the resulting increase in gross margins.

SIX MONTHS ENDED MARCH 31,  
1997 vs. 1996

Continuing Operations.  
- -----

Revenues increased 49% to \$4,590,000 during the first six months of fiscal 1997 from \$3,079,000 for the first six months of fiscal 1996. The higher revenues were made possible by the expanded production capacity of The Netherlands operations resulting from larger facilities and the hiring of new employees. Also, the Company did not have to delay shipments pending delivery of long lead-time parts from vendors or encounter customer requested deferred shipments as it did in the prior year, as discussed above.

Gross margin increased \$458,000, or 50%, to \$1,370,000, in the

11

MANAGEMENT'S DISCUSSION AND ANALYSIS - continued

first half of fiscal 1997, from \$912,000 in the comparable period in fiscal 1996. The increase in gross margin is directly related to the higher volume of shipments. While spreading the fixed portion of manufacturing costs over the higher sales volume caused such costs to decrease as a percentage of sales, this benefit was offset by a product mix with a higher material cost content than in the prior year. As a result, gross margins as a percentage of revenue were 30% in both the first half of fiscal 1996 and 1997.

The selling and general expenses of the semiconductor segment for the first six months of fiscal 1997 were \$104,000 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 in order to promote the entire product line, with the greatest emphasis on the horizontal diffusion furnace developed in The Netherlands. The costs associated with the larger facilities in The Netherlands, including the costs of re-locating the operations to Heerde, contributed to the increase. These increases were partially offset by reductions in the sales and marketing costs of the U.S. based operations associated with the decision to defer the introduction of low-cost furnaces.

There was a \$14,000 increase in expenses related to the higher level of research and development activities during the first half of fiscal 1997. The entire \$14,000 results from a higher level of internal and external research and development activities during the first quarter of the current fiscal year.

Because the Company disposed of its interest in the Korean joint venture, Seil Semicon, Inc., and recovered its equity in the first year start-up losses and certain expenses related to that venture incurred last year, a \$115,000 gain was recorded in the first quarter of fiscal 1997. This nearly offset all of the increase in expenses discussed in the preceding two paragraphs.

Income From Continuing Operations.  
- -----

For the first six months of fiscal 1997, the operating profit from continuing operations was \$147,000 as compared to a loss of \$309,000 for the first two quarters of fiscal 1996. The \$456,000 improvement in operating earnings is directly related to the gross margin on the increased sales volume, discussed above. Approximately 75% of this improvement results from operating activities and the remainder from the disposition of the Company's interest in a Korean joint-venture.

The income (loss) from continuing operations includes the operating profit (loss), discussed above, net interest income, and income taxes (benefit). Net interest income declined by \$34,000 during the first half of fiscal 1997, as interest bearing investments were liquidated to finance the growth in accounts



receivable associated with the higher sales volume.

During the first half of fiscal 1997 there was an income tax expense of \$75,000, compared to an income tax benefit of \$50,000 reported for the first half of fiscal 1996. The \$50,000 income tax

12

MANAGEMENT'S DISCUSSION AND ANALYSIS - continued

benefit for the first two quarters of fiscal 1996 is approximately \$12,000 less than would result from applying the statutory rates to the before tax loss, because of the effects of the permanent differences between financial and taxable income. The income tax expense in the first half of fiscal 1997 is approximately \$7,000 less than what would result by applying the statutory rates to the before tax loss, as the Company received in the current year a tax benefit from the equity in losses recognized in the financial statements in fiscal 1996 due to the disposition of the Korean joint venture. This benefit was partially offset by differences between financial and taxable income as reflected in the Company's estimated effective tax rate which was applied to pre-tax book income for the year.

As a result of the above, continuing operations produced net income of \$166,000, or \$.04 per share, in the first six months of fiscal 1997, representing an improvement of \$297,000, from the net loss of \$131,000, or loss of \$.03 per share, reported in the first half of fiscal 1996.

Discontinued Operations.

- - - - -

Operating profits of the technical contract personnel business were \$22,000 in the first half of fiscal 1996. There was no comparable income in the current year because of the sale of this discontinued operation during December 1995.

During December 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 \$261,000.

Total Company

- - - - -

For the six months ended March 31, 1997 there was net income of \$166,000, or \$.04 per share, as compared to net income of \$151,000, or \$.04 per share, for the comparable period of fiscal 1996. The net income for the first half of fiscal 1996 was generated entirely by the sale of the discontinued operations.

13

MANAGEMENT'S DISCUSSION AND ANALYSIS - continued

#### FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements. The forward-looking statements contained herein are based upon current expectations that involve a number of risks and uncertainties. The forward-looking statements are based upon a number of assumptions, including without limitation those enumerated in the related section of the Management's Discussion and Analysis included in the Company's 1996 annual report on Form 10-K, which are hereby incorporated by reference. Assumptions related to the foregoing involve judgements with respect to, among other things, future economic, competitive and market conditions, and future business decisions, all of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the results contemplated in forward-looking statements will be realized. In addition, the business and operations of the Company are subject to substantial risks which increase the uncertainty inherent in such forward-looking statements. In light of the significant uncertainties inherent in such forward-looking information included herein, the inclusion of such information should not be regarded as a representation by the Company, or any other person, that the objectives or plans for the Company will be achieved.

14

PART II

Item 1. Legal Proceedings.

- - - - -

None.

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

On February 28, 1997, the Company held its annual meeting of shareholders at which time the following persons were elected to the board of directors with shares voted as follows:

Board Members Elected	Shares Voted For	Votes Withheld
Jong. S. Whang	3,850,224	36,759
Robert T. Hass	3,848,924	38,059
Donald F. Johnston	3,847,620	39,363
Alvin Katz	3,841,977	45,006
Bruce R. Thaw	3,841,167	45,816

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

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 December 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: May 15, 1997

<TABLE> <S> <C>

<ARTICLE>

5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE BALANCE SHEET AS OF MARCH 31, 1997, AND THE STATEMENT OF OPERATION AND THE STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED MARCH 31, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 1997.

</LEGEND>

<MULTIPLIER>

1

<CURRENCY>

U.S. DOLLARS

<S>

<C>

<PERIOD-TYPE>

6-MOS

<FISCAL-YEAR-END>

SEP-30-1997

<PERIOD-START>

OCT-01-1996

<PERIOD-END>

MAR-31-1997

<EXCHANGE-RATE>

1

<CASH>

1,439,920

<SECURITIES>

2,239,354

<RECEIVABLES>

3,557,520

<ALLOWANCES>

100,000

<INVENTORY>

693,350

<CURRENT-ASSETS>

8,150,264

<PP&E>

1,674,651

<DEPRECIATION>

680,541

<TOTAL-ASSETS>

9,204,173

<CURRENT-LIABILITIES>

2,240,053

<BONDS>

234,705

<PREFERRED-MANDATORY>

0

<PREFERRED>

0

<COMMON>

41,517

<OTHER-SE>

6,687,898

<TOTAL-LIABILITY-AND-EQUITY>

9,204,173

<SALES>

4,590,327

<TOTAL-REVENUES>

4,590,327

<CGS>

3,220,516

<TOTAL-COSTS>

3,220,516

<OTHER-EXPENSES>

1,318,696

<LOSS-PROVISION>

20,000

<INTEREST-EXPENSE>

9,435

<INCOME-PRETAX>

240,751

<INCOME-TAX>

75,000

<INCOME-CONTINUING>

165,751

<DISCONTINUED>

0

<EXTRAORDINARY>

0

<CHANGES>

0

<NET-INCOME>

165,751

<EPS-PRIMARY>

\$.04

<EPS-DILUTED>

\$.04

</TABLE>