

AXT INC
Form SC 13G/A
February 12, 2003

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 3)

AXT, Inc.

(Name of Issuer)
Common Stock, par value \$0.001

(Title of Class of Securities)
00246W103

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00246W103

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Morris S. Young, as Trustee of
the Young Family Trust and
General Partner of the Morris
S. Young Family Ltd.
Partnership

2. Check the Appropriate Box if
a Member of a Group (See
Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of
Organization United States

5. Sole Voting Power Number
of 213,500⁽¹⁾ Shares

Beneficially 6. Shared Voting
Power Owned
by 1,772,771⁽²⁾ Each

Reporting 7. Sole Dispositive
Power Person 213,500⁽¹⁾ With

8. Shared Dispositive
Power 1,772,771⁽²⁾

9. Aggregate Amount
Beneficially Owned by Each
Reporting Person 1,986,271

10. Check if the Aggregate
Amount in Row (11) Excludes
Certain Shares (See
Instructions) ⁽³⁾

11. Percent of Class
Represented by Amount in
Row 8.8%

12. Type of Reporting Person
(See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Vicke I. Young, as
Trustee of the Young
Family Trust and
General Partner of the
Morris S. Young Family
Ltd. Partnership

2. Check the Appropriate
Box if a Member of a
Group (See
Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place
of Organization United
States

5. Sole Voting
Power Number
of -0-Shares

Beneficially 6. Shared
Voting Power Owned
by 1,792,771⁽⁴⁾ Each

Reporting 7. Sole
Dispositive
Power Person -0-With

8. Shared Dispositive
Power 1,792,771⁽⁴⁾

9. Aggregate Amount
Beneficially Owned by
Each Reporting
Person 1,792,771

10. Check if the
Aggregate Amount in
Row (11) Excludes
Certain Shares (See
Instructions)

11. Percent of Class
Represented by Amount
in Row 8.0%

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12.Type of Reporting
Person (See
Instructions) IN

- (1) Shares held in name of Morris S. Young, as an individual, and includes 117,292 options that may be exercised within 60 days of December 31, 2002.
- (2) Shares held in name of Young Family Trust and Young Family Limited Partnership.
- (3) 20,000 shares held jointly by George Liu, Dr. Young's father-in-law, and Vicky Young, Dr. Young's spouse.
- (4) Shares held in name of Young Family Trust, Young Family Limited Partnership and jointly with George Liu, Ms. Young's father.

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Item 1(a) Name of Issuer:

AXT, Inc.

Item 1(b) Address of Issuer s Principal Executive Offices:

4281 Technology Drive, Fremont, CA 94538

Item 2(a) Name of Person Filing:

Morris S. Young & Vicke I. Young, each in his/her capacity as Trustee of the Young Family Trust and as General Partner of the Morris S. Young Family Ltd. Partnership

Items 2(b) Address of Principal Business Office, or, if none, Residence:

Morris S. Young
4281 Technology Drive
Fremont, CA 94538

Vicke I. Young
4281 Technology Drive
Fremont, CA 94538

Item 2(c) Citizenship:

Morris S. Young:United States

Vicke I. Young:United States

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001

Item 2(e) CUSIP Number:

00246W103

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4 Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Morris S. Young:

(a)	Amount beneficially owned:	1,986,271
(b)	Percent of class:	8.8%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote	213,500 ⁽¹⁾
	(ii) Shared power to vote or to direct the vote	1,772,771 ⁽²⁾
	(iii) Sole power to dispose or to direct the disposition of	213,500 ⁽¹⁾
	(iv) Shared power to dispose or to direct the disposition of	1,772,771 ⁽²⁾

Vicke I. Young:

(d)	Amount beneficially owned:	1,792,771
(e)	Percent of class:	8.0%
(f)	Number of shares as to which the person has:	
	(v) Sole power to vote or to direct the vote	-0-
	(vi) Shared power to vote or to direct the vote	1,792,771 ⁽³⁾
	(vii) Sole power to dispose or to direct the disposition of	-0-
	(viii) Shared power to dispose or to direct the disposition of	1,792,771 ⁽³⁾

- (1) Shares held in name of Morris S. Young, as an individual, and includes 117,292 options that may be exercised within 60 days of December 31, 2002.
- (2) Shares held in name of Young Family Trust and Young Family Limited Partnership.
- (3) Shares held in name of Young Family Trust, Young Family Limited Partnership and jointly with George Liu, Ms. Young's father.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 **Notice of Dissolution of Group:**

Not Applicable.

Item 10 **Certification:**

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2003

/s/Morris S. Young

Morris S. Young

/s/ Vicke I. Young

Vicke I. Young

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT A
JOINT FILING AGREEMENT

WHEREAS, the statement on Schedule 13G to which this agreement is an exhibit (the Joint Statement) is being filed on behalf of two or more persons (collectively, the Reporting Persons); and

WHEREAS, the Reporting Persons prefer to file the Joint Statement on behalf of both Reporting Persons rather than individual statements on Schedule 13G on behalf of each of the Reporting Persons;

NOW, THEREFORE, the undersigned hereby agree as follows with each of the other Reporting Persons:

1. Each of the Reporting Persons is individually eligible to use the Joint Statement.
2. Each of the Reporting Persons is responsible for the timely filing of the Joint Statement and any amendments thereto.
3. Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning such person contained in the Joint Statement.
4. None of the Reporting Persons is responsible for the completeness or accuracy of the information concerning the other Reporting Persons contained in the Joint Statement, unless such person knows or has reason to believe that such information is inaccurate.
5. The undersigned agree that the Joint Statement is, and any amendment thereto will be, filed on behalf of each of the Reporting Persons.

Date: February 12, 2003

/s/Morris S. Young

Morris S. Young

/s/ Vicke I. Young

Vicke I. Young