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AEHR TEST SYSTEMS

Form 8-K

March 25, 2011

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

FORM 8-K

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

Date of Report (date of earliest event reported): March 21, 2011

Aehr Test Systems  
(Exact name of Registrant as specified in its charter)

California 000-22893 94-2424084  
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer  
incorporation or organization) Identification Number)

400 Kato Terrace  
Fremont, California 94539  
(Address of principal executive offices, including zip code)

510-623-9400  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On March 21, 2011, Aehr Test Systems (the "Company") submitted an application to the NASDAQ Stock Market ("Nasdaq") to transfer the listing of its Common Stock from the Nasdaq Global Market to the Nasdaq Capital Market. This action responds to the previously reported letter received by the Company from Nasdaq on January 18, 2011 stating that the Company no longer met the minimum stockholders' equity requirement for the Company to remain on the

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Nasdaq Global Market.

On March 24, 2011, the Company received a letter from Nasdaq informing it that the Nasdaq Listing Qualifications Staff had granted the Company's request to transfer the listing of its common stock to The Nasdaq Capital Market, effective at the opening of business on March 28, 2011. The Company's common stock will continue to trade under the symbol "AEHR."

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 hereunto duly authorized.

Date: March 25, 2011

Aehr Test Systems  
(Registrant)

By: /S/ GARY L. LARSON

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Gary L. Larson  
Vice President of Finance and  
Chief Financial Officer