COHERENT INC
Form 10-K/A
February 23, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 3

(Mark One)

ý Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: October 2, 2004

or

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-5255

COHERENT, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-1622541**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5100 Patrick Henry Drive, Santa Clara, California 95054

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code: **(408) 764-4000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
None	None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $.01 par value

Common Stock Purchase Rights

(Title of Class)

Indicate by 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 ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

As of February 18, 2005, 30,697,521 shares of Coherent, Inc. common stock were outstanding. The aggregate market value of the voting shares (based upon the closing price reported by the NASDAQ National Market on April 2, 2004) of Coherent, Inc., held by nonaffiliates was $617,038,552. For purposes of this disclosure, shares of common stock held by persons who own 5% or more of the outstanding common stock and shares of common stock held by each officer and director have been excluded in that such persons may be deemed to be affiliates as that term is defined under the Rules and Regulations of the Act. This determination of affiliate status is not necessarily conclusive.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes ý No o

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Annual Report on Form 10-K/A (Form 10-K/A) is being filed as Amendment No. 3 to the Registrant s Annual Report on Form 10-K for the fiscal year ended October 2, 2004. This Form 10-K/A is filed with the Securities and Exchange Commission (the Commission) solely for the purpose of adding a new Item 9B to Part II in order to include a description of the amendments to the Registrant s By-Laws that were adopted on February 17, 2005 and to revise certain information contained in Items 11 and 14 of Part III of the Annual Report. Item 11 of Part III is being amended to revise the Summary Compensation Table and to include a description of the Change of Control Severance Plan, as amended and restated effective February 17, 2005. Item 14 of Part III is being revised to update the 2004 Audit Fees listed in the table of fees set forth in Item 14. This report speaks as of the original filing date and, except as indicated, has not been updated to reflect events occurring subsequent to the original filing date.

PART II

Item 9B. **Other Information**

On February 17, 2005 the Company s Board of Directors approved an amendment to the Company s By-Laws.

The following description of the material amendments to the Company s By-Laws is qualified in all respects by reference to the full text of the By-Laws, as amended, which is filed as Exhibit 3.3 hereto.

Section 2.8 of Article II of the By-Laws was amended to expand the duties of the chairman of any meeting of stockholders and to provide that no business may be transacted at a special meeting held pursuant to Section 2.3 of the By-Laws other than the business specified in the notice to stockholders of such meeting.

Section 2.16 of Article II of the By-Laws was amended to remove the proviso previously contained in the By-Laws that provided that in the event that less than 65 days notice of a stockholder meeting is given to stockholders, to be timely, a notice delivered by a stockholder of nominations or other business to be properly brought before a stockholders meeting must be delivered not earlier than the close of business on the seventh (7^{th}) day following the day on which the notice of such stockholder meeting was mailed. As amended, Section 2.16 of Article II of the By-Laws limits the requirements pursuant to which stockholder notice of nominations or other business will be considered timely to the previously existing requirement that such notice must be delivered to the Company s Secretary at the Company s principal executive offices not later than the close of business on the 60^{th} day nor earlier than the close of business on the 90^{th} day prior to any stockholder meeting.

Sections 6.1, 6.2 and 6.5 of Article VI of the By-Laws were amended to include an express provision stating that, subject to Section 6.4 of Article VI of the By-Laws, the Company shall provide indemnification to the fullest extent permitted by the Delaware General Corporations Code.

Section 6.4 of Article VI of the By-Laws was amended to clarify that the determination as to whether an agent of the Company is entitled to indemnification will be made by the stockholders only if a majority of the directors who are not parties to such action, suit or proceeding, if they constitute a quorum of the board, presents the issue of entitlement to indemnification to the stockholders for their determination.

Section 6.11 of Article VI of the By-Laws was amended to clarify that the provisions of Article VI of the By-Laws shall not be deemed exclusive of any other rights to indemnification and to state that the Company is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the Delaware General Corporations Code, or by any other applicable law.

A new Section 6.15 titled Indemnification by Judicial Proceeding was added to Article VI of the By-Laws. This new Section 6.15 provides that notwithstanding any contrary determination in the specific case under Section 6.4 of Article VI of the By-Laws, and notwithstanding the absence of any determination thereunder, any director or officer of the Company may apply to the Court of Chancery in the State of Delaware for indemnification to the extent otherwise permissible under Sections 6.1 and 6.2 of Article VI of the By-Laws. Section 6.15 also discusses the circumstances under which any such indemnification will be provided.

PART III

Item 11. Executive Compensation

Summary Compensation

The following table shows, as to the Chief Executive Officer and each of the other four most highly compensated executive officers whose salary plus bonus exceeded $100,000, information concerning compensation awarded to, earned by or paid for services to the Company in all capacities during the last three fiscal years (to the extent that such person was the Chief Executive Officer and/or executive officer, as the case may be, during any part of such fiscal year):

Summary Compensation Table

Name	**Year**		**Salary ($)**		**Bonus ($)**	**Awards Options (#)**		**All Other Compensation ($)**
John R. Ambroseo, PhD	2004	$	465,437	$	424,567	150,000	$	104,689(1)
President and Chief Executive Officer	2003		431,853		229,429	150,000		24,429
	2002		380,016		117,781	257,500		22,191
Helene Simonet (4)	2004	$	291,699	$	166,927	70,000	$	19,543(2)
Executive Vice President and Chief	2003		274,237		95,014	75,000		18,015
Financial Officer	2002		215,103		47,985	100,000		15,345
Vittorio Fossati-Bellani	2004	$	280,010	$	148,554		$	20,114(3)
Executive Vice President and Chief	2003		280,010		46,429	40,000		20,114
Marketing Officer	2002		280,010		60,479	50,000		19,481
Ronald A. Victor	2004	$	216,360	$	94,398	25,000	$	40,651(4)
Executive Vice President Human Resources	2003		212,514		24,818	25,000		14,153
	2002		212,514		34,029	25,000		19,655
Luis Spinelli (5)	2004	$	218,477	$	85,630	40,000	$	14,061(6)
Executive Vice President and Chief Technology Officer								

(1) Includes $26,599 contributed by the Company under defined contribution plans, $1,058 in life insurance benefits, a $72,117 buyout of accrued vacation and $4,915 of value received from the purchase of a Company car for less than the then current fair market value.

(2) Includes $18,057 contributed by the Company under defined contribution plans and $1,486 in life insurance benefits.

(3) Includes $17,477 contributed by the Company under defined contribution plans and $2,637 in life insurance benefits.

(4) Includes $12,982 contributed by the Company under defined contribution plans, $2,799 in life insurance benefits and $24,870 of value received from the purchase of a Company car for less than the then current fair market value.

(5) Mr. Spinelli became an executive officer in March 2004.

(6) Includes $12,069 contributed by the Company under defined contribution plans and $1,992 in life insurance benefits.

Stock Option Grants and Exercises

The following table shows, as to the individuals named in the Summary Compensation Table above, information concerning stock options granted during the fiscal year ended October 2, 2004:

Option Grants in Last Fiscal Year

	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (3)	
Name	**Number of Securities Underlying Options Granted (#) (1)**	**% of Total Options Granted to Employees In Fiscal Year (2)**	**Exercise Price ($/sh)**	**Expiration Date**	**5% ($)**	**10% ($)**
John R. Ambroseo, PhD	150,000	16.7813	26.41	3/25/10	1,347,289	3,056,539
Helene Simonet	70,000	7.8313	26.41	3/25/10	628,735	1,426,385
Vittorio Fossati-Bellani						
Ronald A. Victor	25,000	2.7969	26.41	3/25/10	224,548	509,423
Luis Spinelli	40,000	4.4750	26.41	3/25/10	359,277	815,077

(1) The Company s 1995 Stock Plan and 2001 Stock Plan (collectively, the Option Plans) provide for the grant of options, stock purchase rights, stock appreciation rights, performance shares, performance units and deferred stock units to officers, employees and consultants of the Company. Options granted under the Option Plans may be either nonstatutory options or incentive stock options. The exercise price is determined by the Board of Directors or its Compensation Committee and, in the case of incentive stock options, may not be less than 100% of the fair market value of the common stock on the date of grant (110% in the case of grants to 10% shareholders). The options expire not more than six years from the date of grant and may be exercised only while the optionee is employed by the Company or within such period of time after termination of employment as is determined by the Board or its Committee at the time of grant. The Board of Directors may determine when options granted may be exercisable.

(2) The Company granted options to purchase an aggregate of 508,850 shares to all employees other than executive officers and granted options to purchase an aggregate of 385,000 shares to all executive officers as a group (7 persons), during fiscal 2004.

(3) This column sets forth hypothetical gains or option spreads for the options at the end of their respective ten-year terms, as calculated in accordance with the rules of the SEC. Each gain is based on an arbitrarily assumed annualized rate of compound appreciation of the market price at the date of grant of 5% and 10% from the date the option was granted to the end of the option term. The 5% and 10% rates of appreciation are specified by the rules of the SEC and do not represent the Company s estimate or projection of future common stock prices. The Company does not necessarily agree that this method properly values an option. Actual gains, if any, on option exercises are dependent on the future performance of the Company s common stock and overall market conditions.

The following table shows, as to the individuals named in the Summary Compensation Table above, information concerning stock options exercised during the fiscal year ended October 2, 2004 and the value of unexercised options at such date:

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

Name	Shares Acquired on Exercise (#)	Value Realized ($)(1)	Number of Securities Underlying Unexercised Options/SARs at October 2, 2004 (#)(2) Exercisable	Unexercisable	Value of Unexercised In-the-Money Options at October 2, 2004 ($)(3) Exercisable	Unexercisable
John R. Ambroseo, PhD			287,500	500,000	222,750	934,500
Helene Simonet			95,000	185,000		467,250
Vittorio Fossati-Bellani	3,000	44,241	116,000	90,000		249,200
Ronald A. Victor			43,000	75,000	170,981	155,750
Luis Spinelli	2,000	28,942	22,000	70,000	21,600	155,750

(1) The value realized is calculated based on the closing sale price of the Company s common stock as reported by the Nasdaq National Market on the date of exercise minus the exercise price of the option, and does not necessarily indicate that the optionee sold such stock.

(2) The Company s 2001 Stock Plan provides for the grant of Stock Appreciation Rights, but no such rights were granted during the fiscal year ended October 2, 2004.

(3) The market value of underlying securities is based on the difference between the closing sale price of the Company s common stock on October 2, 2004 of $26.00 (as reported by Nasdaq National Market) and the exercise price per share.

Director Compensation

In fiscal year 2004, members of the Board of Directors who were not employees of the Company received $20,000 plus $2,000 per board meeting attended plus $1,000 per committee meeting attended. The Chairman of the Audit Committee received $3,000 per Audit Committee meeting attended. All members of the Board of Directors who were not employees of the Company were reimbursed for their expenses incurred in attending such meetings.

The Company s 1990 Directors Stock Option Plan (the Directors Option Plan) was adopted by the Board of Directors on December 8, 1989 and was approved by the stockholders on March 29, 1990. The Directors Option Plan terminated on December 8, 1999 and no further options will be granted under this plan.

Two non-employee directors each have been granted options to purchase 65,000 shares of the Company s common stock under the Directors Option Plan at a weighted average exercise price of $11.62 per share. One non-employee director has been granted options to purchase 30,000 shares of the Company s common stock under such plan at a weighted average exercise price of $21.33 per share. As of the fiscal year ended October 2, 2004, options have been granted to purchase 295,000 shares under the Directors Option Plan.

The Company s 1998 Directors Stock Option Plan (the 1998 Directors Plan) was adopted by the Board of Directors on November 24, 1998 and was approved by the stockholders on March 17, 1999. The 1998 Directors Plan was amended by the stockholders on March 23, 2003. As of January 17, 2005, 90,000 shares were reserved for issuance thereunder. Under the terms of the 1998 Directors Plan, the number of shares reserved for issuance thereunder is increased each year by the number of shares necessary to restore the total number of shares reserved to 150,000 shares. The 1998 Director s Plan replaced the Directors Option Plan which expired on December 8, 1999. The 1998 Directors Plan provides for the automatic and non-discretionary grant of a non-statutory stock option to purchase 30,000 shares of the Company s common stock to each non-employee director on the date on which such person becomes a director. Thereafter, each non-employee director will be automatically granted a non-statutory stock option to purchase 12,000 shares of common stock on the date of and immediately following each Annual Meeting of Stockholders at which such non-employee director is reelected to serve on the Board of Directors, if, on such date, he or she has served on the Board for at least three months. Such plan provides that the exercise price shall be equal to the fair market value of the common stock on the date of grant of the options.

Three non-employee directors have each been granted options to purchase 48,000 shares of the Company s common stock under such plan at a weighted average exercise price of $30.32 per share. One non-employee director has been granted options to purchase 63,000 shares of the Company s common stock under such plan at a weighted average exercise price of $34.63 per share. One non-employee director has been granted options to purchase 30,000 shares of the Company s common stock under such plan at a weighted average exercise price of $26.70 per share. Three non-employee directors have been granted options to purchase 42,000 shares of the Company s common stock under such plan at a weighted average exercise price of $24.74 per share. As of the fiscal year ended October 2, 2004, options have been granted to purchase an aggregate of 404,000 shares under the 1998 Directors Plan.

The following table shows options granted to each director of the Company during the last fiscal year. All options were granted under the 1998 Directors Plan:

Option Grants to Directors During Last Fiscal Year

Name	**Number of Options**
Bernard J. Couillaud, PhD	42,000
Henry E. Gauthier	12,000
Charles W. Cantoni	12,000
Frank P. Carrubba, PhD(1)	12,000
John H. Hart	12,000
Robert J. Quillinan	12,000
Garry W. Rogerson, PhD	30,000
Lawrence Tomlinson	12,000

(1) Mr. Carruba resigned from the Company s Board of Directors on November 17, 2004.

As of January 17, 2005, 19,500 shares had been issued on exercise of such options by non-employee directors. 15,000 shares issued on exercise were under the 1990 Directors Plan and 4,500 shares issued on exercise were under the 1998 Directors Plan.

The following table shows, as to each non-employee director, information concerning options exercised under the Directors Option Plan during the last fiscal year:

Option Exercises in Last Fiscal Year by Directors

Name	Shares Acquired On Exercise		Value Realized (1)
Bernard J. Couillaud, PhD			
Henry E. Gauthier	5,000	$	13,138
Charles W. Cantoni	5,000		21,656
Frank P. Carrubba, PhD	5,000		15,888
John H. Hart	4,500		29,385
Robert J. Quillinan			
Jerry E. Robertson, PhD			
Lawrence Tomlinson			

(1) The value realized is calculated based on the closing sale price of the Company s common stock as reported by the Nasdaq National Market on the date of exercise minus the exercise price and does not necessarily indicate that the optionee sold such stock.

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Other Employee Benefit Plans

Employee Retirement and Investment Plan and Supplemental Retirement Plan

Effective January 1, 1979, the Company adopted the Coherent Employee Retirement and Investment Plan (as amended to date, the Retirement and Investment Plan). Coherent employees that work more than twenty hours per week become eligible for participation on their first day of employment. The Company will match employee contributions to the Retirement and Investment Plan, up to a maximum of 6% of the employee s individual earnings, after completing one year of service. The Retirement and Investment Plan qualifies under Section 401(k) of the Internal Revenue Code of 1986, as amended, to permit employees to make contributions to the Retirement and Investment Plan from their pre-tax earnings.

Effective January 1, 1990, the Company adopted the Supplementary Retirement Plan for senior management personnel which permits the participants to contribute up to 24% of their before tax earnings to a trust. The Company will match such contributions up to 6% of the participants earnings less any amounts contributed by the Company to the participant under the Employee Retirement and Investment Plan.

Variable Compensation Plan

The Company s Variable Compensation Plan (the Variable Compensation Plan) was designed to promote the growth and profitability of the Company by providing incentive compensation in keeping with targeted marketplace incentive rates to key employees who are critical to the attainment of the Company s business objectives. The Variable Compensation Plan provides for the payment of quarterly cash bonuses to participants based upon performance against pre-established goals for pre-tax profits, revenue and the management of the Company s assets. Minimal performance thresholds are established at the beginning of each fiscal year for the Company in general and for each business segment.

Productivity Incentive Plan

Employees of the Company and its designated subsidiaries who are customarily employed for at least twenty hours per week are eligible to participate in the Company s Productivity Incentive Plan (the Incentive Plan). The Incentive Plan provides for the quarterly distribution of cash to each eligible employee. The amounts of the distribution are based on consolidated sales, pre-tax profit and the employee s salary.

Employee Stock Purchase Plan

The Company s Employee Stock Purchase Plan (the Purchase Plan) was adopted by the Board of Directors and approved by the stockholders in 1980. A total of 6,325,000 shares of common stock have been reserved under the Purchase Plan, and as of the end of fiscal year 2004, 714,274 shares of common stock remained available for issuance thereunder. Eligible employees may authorize payroll deductions up to 10% of their regular base salary to purchase shares at the lower of 85% of the fair market value of the common stock on the date of commencement of the offering or on the last day of the six-month offering period.

Change of Control Severance Plan

On February 17, 2005, the Company amended and restated its Change of Control Severance Plan (the Change of Control Severance Plan). Eligibility in the Change of Control Severance Plan is limited to the Company s Chief Executive Officer (the CEO), Vice-Presidents who are officers of the Company (the Officer Vice-Presidents) and certain Vice-Presidents who are not considered officers of the Company (the Non-Officer Vice-Presidents and, together with the CEO and the Officer Vice-Presidents, the Participants).

The following description of the material terms of the Change of Control Severance Plan is qualified in all respects by reference to the full text of the Change of Control Severance Plan, as amended, which is filed as Exhibit 10.14 hereto.

Following a change of control, and subject to a Participant s entering into and not revoking a release of claims in favor of the Company or any successor company, a Participant shall be entitled to a severance payment and to the other benefits described in the Change of Control Severance Plan if his or her employment is terminated, voluntarily or involuntarily, following any one or more of the following events:

(i) The Participant s employer reduces the Participant s base pay as in effect immediately prior to the change of control.

(ii) Without the Participant s express written consent, the employer requires the Participant to change the location of his or her job or office, so that he or she will be based at a location more than twenty-five (25) miles from the location of his job or office immediately prior to the Change of Control.

(iii) The employer decreases its cost of employer-provided benefits, under plans, arrangements, policies and procedures, taken as a whole, compared to the employer-provided cost of such benefits immediately prior to the change of control, or the employer increases the cost of such benefits to the Participant compared to the Participant cost immediately prior to the change of control; provided, however, that if such decrease or increase results from the employer s good faith exercise of business judgment or in response to changes in federal or state law, such decrease or increase shall not be a good reason for termination.

(iv) The Participant incurs a significant reduction in duties and responsibilities as determined by a committee established by the Board of Directors of the Company established to make such determination.

(v) A successor company fails or refuses to assume the Company s obligations under the Change of Control Severance Plan.

(vi) The Company or any successor company breaches any of the provisions of the Change of Control Severance Plan.

(vii) The employer terminates the employment of a Participant other than for cause.

Each Participant entitled to a severance payment under the Change of Control Severance Plan shall receive from the Company a cash payment as follows:

(i) Chief Executive Officer. The severance payment for the Company s Chief Executive Officer shall equal the product of 2.99 times the sum of the Chief Executive Officer s base pay and bonus pay.

(ii) Officer Vice-Presidents. The severance payment for the Company s Officer Vice-Presidents shall equal the product of two times the sum of the Officer Vice-President s base pay and bonus pay.

(iii) Non-Officer Vice-Presidents. The severance payment for the Company s Non-Officer Vice-Presidents shall equal the product of one times the sum of the Non-Officer Vice-President s base pay and bonus pay.

In the event a severance payment obligation is triggered under the Change of Control Severance Plan for a Participant, such Participant shall also receive the following benefits:

(i) Equity Compensation Acceleration. One hundred percent of each Participant s outstanding unvested equity compensation awards shall automatically accelerate their vesting so as to become fully vested and exercisable.

(ii) Health Insurance. Subject to the requirements of the Internal Revenue code of 1986, as amended, Participants will receive, in addition to the severance payment, Company-paid group health insurance at the same level and with the same employee premium cost as provided to such Participant immediately prior to the Participant s termination (the Company-Paid Coverage). If a Participant s health insurance coverage included the Participant s dependents immediately prior to the Participant s termination, such dependents shall also be covered at Company s expense. Company-Paid Coverage shall continue for three years for the Company s Chief Executive Officer, for two years for the Company s Officer Vice-Presidents and for one year for the Company s Non-Officer Vice Presidents.

If a change of control has not occurred, the Change of Control Severance Plan shall expire two (2) years from its effective date, unless sooner terminated, or unless extended for an additional period or periods by resolution adopted by the Board of Directors of the Company at any time during the second year of the Change of Control Severance Plan. If a change of control occurs, the Change of Control Severance Plan shall continue in full force and effect, and shall not terminate or expire until after all Participants who become entitled to severance payments under the Change of Control Severance Plan shall have received such payments in full.

Item 14. **Principal Accountant Fees and Services**

The Audit Committee of the Board of Directors has selected Deloitte & Touche LLP, independent public accountants, to audit the financial statements of the Company for the fiscal year ending October 1, 2005. Deloitte & Touche LLP has audited the Company s financial statements since the fiscal year ended September 25, 1976.

Audit and Non-Audit Fees

The following table sets forth fees for services Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, Deloitte) provided during fiscal years 2004 and 2003:

		2004		2003
Audit fees (1)	$	1,404,000	$	1,012,000
Audit-related fees (2)	$	179,000	$	152,000
Tax fees (3)	$	255,000	$	479,000
All other fees (4)	$	232,000	$	67,000
Total	$	2,070,000	$	1,710,000

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(1) Represents fees for professional services provided in connection with the audit of our annual financial statements and review of our quarterly financial statements, advice on accounting matters that arose during the audit and audit services provided in connection with other statutory or regulatory filings.

(2) Represents fees for assurance services related to the audit of the Company s financial statements and for services in connection with audits of the Company s benefit plans.

(3) Represents fees for services provided in connection with the Company s expatriate tax program, domestic and international tax planning, tax due diligence associated with the Company s acquisition activities and international tax compliance.

(4) Represents fees for services provided to the Company not otherwise included in the categories above, including services provided in connection with the Company s expatriate relocation programs, and other miscellaneous items.

The Audit Committee has determined that the provision of non-audit services by Deloitte is compatible with maintaining Deloitte s independence. In accordance with its charter, the Audit Committee approves in advance all audit and non-audit services to be provided by Deloitte. In other cases, the Chairman of the Audit Committee has the delegated authority from the Committee to pre-approve certain additional services, and such pre-approvals are communicated to the full Committee at its next meeting. During fiscal year 2004, 100% of the services were pre-approved by the Audit Committee in accordance with this policy.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

Exhibit Numbers	3. Exhibits
2.1*	Agreement and Plan of Merger. (Previously filed as Exhibit 2.1 to Form 10-K for the fiscal year ended September 29, 1990)
3.1*	Restated and Amended Certificate of Incorporation. (Previously filed as Exhibit 3.1 to Form 10-K for the fiscal year ended September 29, 1990)
3.2*	Certificate of Amendment of Restated and Amended Certificate of Incorporation of Coherent, Inc. (Previously filed as Exhibit 3.2 to Form 10-K for the fiscal year ended September 28, 2002)
3.3	Bylaws of the Company, as amended.
4.1*	Amended and Restated Common Shares Rights Agreement dated November 2, 1989 between Coherent and the Bank of Boston. (Previously filed as Exhibit 4.1 to Form 8-K filed on November 3, 1989.)
4.2**	Agreement of Substitution and Amendment of Common Shares Rights Agreement dated September 8, 2004 between Coherent and American Stock Transfer & Trust Company.
10.1*	Productivity Incentive Plan, as amended. (Previously filed as Exhibit 10.19 to Form 10-K for the fiscal year ended October 1, 1988)
10.2*	Employee Stock Purchase Plan, as amended. (Previously filed as Exhibit 10.11 to Form 10-K for the fiscal year ended September 29, 2001)
10.3*	Coherent Employee Retirement and Investment Plan. (Previously filed as Exhibit 10.23 to Form 8, Amendment No. 1 to Annual Report on Form 10-K for the fiscal year ended September 25, 1982)
10.4*	1995 Stock Plan and forms of agreement. (Previously filed as Exhibit 10.34 to Form 10-K for the fiscal year ended September 28, 1996)
10.5*	Note Purchase Agreement by and between Coherent, Inc. and the purchasers of $70 million series notes dated May 18, 1999. (Previously filed as Exhibit 10.36 to Form 10-K for the fiscal year ended October 2, 1999)
10.6*	1998 Director Option Plan. (Previously filed as Exhibit 10.37 to Form 10-K for the fiscal year ended September 30, 2000)
10.7*	Asset Purchase Agreement by and among ESC Medical Systems, Ltd., Energy Systems Holdings, Inc., and Coherent, Inc., dated as of February 25, 2001. (Previously filed as Exhibit 2.1 to Form 8-K filed on March 5, 2001)
10.8*	First amendment to Asset Purchase Agreement by and among ESC Medical Systems, Ltd., Energy Systems Holdings, Inc., and Coherent, Inc., dated as of April 30, 2001. (Previously filed as Exhibit 4 to Schedule 13 D/A filed on May 10, 2001)
10.9*	1990 Directors Stock Option Plan. (Previously filed as Exhibit 10.1 to Form S-8 filed on May 1, 1996)
10.10*	Coherent, Inc. Management Transition Agreement by and between Coherent, Inc. and Bernard J. Couillaud. (Previously filed as Exhibit 10.13 to Form 10-K for the year ended September 28, 2002)

10.11*	Coherent, Inc. Management Transition Agreement by and between Coherent, Inc. and Robert J. Quillinan. (Previously filed as Exhibit 10.14 to Form 10-K for the year ended September 28, 2002)
10.12*	2001 Stock Plan. (Previously filed as Exhibit 10.14 to Form 10-K for the year ended September 27, 2003)
10.13*	Letter of Ernst & Young AG Wirtschaftsprüfungsgesellschaft. (Previously filed as exhibit 16.1 to Form 8-K filed on May 10, 2004)
10.14	Change of Control Severance Plan, as amended and restated effective February 17, 2005.
21.1**	Subsidiaries
23.1**	Consent of Independent Registered Public Accounting Firm-Deloitte and Touche LLP
23.2**	Consent of Independent Auditors-Ernst & Young AG Wirtschaftsprüfungsgesellschaft
24.1**	Power of Attorney (see signature page).
31.1	**Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	**Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
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.**

* These exhibits were previously filed with the Commission as indicated and are incorporated herein by reference.

** Previously filed with the annual report on the Form 10-K for the year ended October 2, 2004.

Identifies management contract or compensatory plans or arrangements required to be filed as an exhibit.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 3 to Form 10-K on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized on February 23, 2005.

COHERENT, INC.

By: /s/ HELENE SIMONET
Helene Simonet
Executive Vice President &
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 3 to Form 10-K on Form 10-K/A has been signed below by the following persons on February 23, 2005 on behalf of the Registrant and in the capacities and on the dates indicated:

/s/ * John R. Ambroseo (Director, President & Chief Executive Officer)	February 23, 2005 Date
/s/ HELENE SIMONET Helene Simonet (Executive Vice President & Chief Financial Officer)	February 23, 2005 Date
/s/ * Bernard J. Couillaud (Director, Chairman of the Board)	February 23, 2005 Date
/s/ * Henry E. Gauthier (Director, Vice Chairman of the Board)	February 23, 2005 Date
/s/ * Charles W. Cantoni (Director)	February 23, 2005 Date
/s/ * Sandeep Vij (Director)	February 23, 2005 Date
/s/ * Garry W. Rogerson (Director)	February 23, 2005 Date
/s/ * John H. Hart (Director)	February 23, 2005 Date
/s/ * Robert J. Quillinan	February 23, 2005 Date

(Director)

/s/ *	February 23, 2005
Lawrence Tomlinson	Date
(Director)	
* By: /s/ HELENE SIMONET	February 23, 2005
Helene Simonet	Date
Attorney-in-fact	

INDEX TO EXHIBITS

Exhibit Numbers		Exhibit
3.3		Bylaws of the Company, as amended.
10.14		Change of Control Severance Plan, as amended and restated effective February 17, 2005.
31.1		Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2		Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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.

Identifies management contract or compensatory plans or arrangements required to be filed as an exhibit.

All other exhibits required to be filed as part of this report have been incorporated by reference. See Item 15 for a complete index of such exhibits.