

Edgar Filing: AEHR TEST SYSTEMS - Form 10-K/A

AEHR TEST SYSTEMS  
Form 10-K/A  
November 18, 2005

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

FORM 10-K/A

(Mark One)

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

For the fiscal year ended May 31, 2005

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-22893.

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AEHR TEST SYSTEMS  
(Exact name of Registrant as specified in its charter)

CALIFORNIA 94-2424084  
(State or other jurisdiction of (IRS Employer Identification Number)  
incorporation or organization)

400 KATO TERRACE, FREMONT, CA 94539  
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: None  
Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$0.01 par value

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  No

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 the 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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the Registrant's Common Stock, par value \$0.01 per share, held by non-affiliates of the Registrant, based upon the closing price of \$2.70 on July 29, 2005, as reported on the Nasdaq National Market, was approximately \$16,452,000. For purposes of this disclosure,

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shares of Common Stock held by persons who hold more than 5% of the outstanding shares of Common Stock (other than such persons of whom the Registrant became aware only through the filing of a Schedule 13G filed with the Securities and Exchange Commission) and shares held by officers and directors of the Registrant have been excluded because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive for other purposes.

The number of shares of Registrant's Common Stock, par value \$0.01 per share, outstanding at July 31, 2005 was 7,481,829.

Documents Incorporated By Reference

None

Explanatory Note

This Form 10-K/A is being filed solely to correct a typographical error in Aehr Test Systems' Annual Report on Form 10-K for the year ended May 31, 2005 filed with the Securities and Exchange Commission on August 26, 2005. Specifically, on the cover page, a date reference to period covered by the report was stated as "May 31, 2004" instead of the correct "May 31, 2005."

The amendment conforms the Form 10-K as filed to the version that was certified by Aehr Test's Chief Executive Officer and by the Chief Financial Officer. No other changes are being made by means of this filing. Except as discussed in the preceding paragraph, we have not modified or updated disclosures presented in the original annual report on Form 10-K. Accordingly, this Form 10-K/A does not reflect events occurring after the filing of our original Form 10-K on August 26, 2005. References to the Annual Report on Form 10-K for the year ended May 31, 2005 shall refer to the Annual Report on Form 10-K filed on August 26, 2005 as amended by this amendment on Form 10-K/A.

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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 Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 17, 2005

AEHR TEST SYSTEMS

By: /s/ RHEA J. POSEDEL

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Rhea J. Posedel  
CHIEF EXECUTIVE OFFICER AND  
CHAIRMAN OF THE BOARD OF DIRECTORS

Pursuant to the requirements of the Securities Act of 1934, this Report on Form 10-K/A has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature Title Date  
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/s/ RHEA J. POSEDEL ----- Rhea J. Posedel	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	November 17, 2005
/s/ GARY L. LARSON ----- Gary L. Larson	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	November 17, 2005
/s/ GARY L. LARSON ATTORNEY-IN-FACT ----- Robert R. Anderson	Director	November 17, 2005
/s/ GARY L. LARSON ATTORNEY-IN-FACT ----- William W. R. Elder	Director	November 17, 2005
/s/ GARY L. LARSON ATTORNEY-IN-FACT ----- Mukesh Patel	Director	November 17, 2005
/s/ GARY L. LARSON ATTORNEY-IN-FACT ----- Mario M. Rosati	Director	November 17, 2005