

NANOMETRICS INC  
Form 8-K/A  
January 28, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 8-K/A**

**Amendment No. 1 to**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**January 7, 2008**

**Date of Report (date of earliest event reported)**

**Nanometrics Incorporated**

**(Exact name of Registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction)**

**0-13470**  
**(Commission File Number)**

**94-2276314**  
**(I. R. S. Employer)**

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of incorporation)

1550 Buckeye Drive, Milpitas, California 95035

Identification No.)

(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 545-6000

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:

- .. 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 5.02 Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.***

On January 10, 2008, Nanometrics Incorporated (the Company ) filed a Current Report on Form 8-K pursuant to which it announced that effective as of January 7, 2008, Bruce C. Rhine resigned as Chief Strategy Officer of the Company. At this time, it has been clarified that Mr. Rhine's resignation shall be effective as of the close of business on February 1, 2008.

**Signature**

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.

Dated: January 28, 2008

NANOMETRICS INCORPORATED

/s/ Timothy J. Stultz

Timothy J. Stultz

President and Chief Executive Officer