

NANOMETRICS INC  
Form 8-K  
February 16, 2006

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

Washington, D. C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

February 15, 2006

Date of Report (date of earliest event reported)

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**Nanometrics Incorporated**

(Exact name of Registrant as specified in charter)

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**California**  
(State or other jurisdiction  
of incorporation)

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

**94-2276314**  
(I. R. S. Employer  
Identification No.)

**1550 Buckeye Drive, Milpitas, California 95035**

(Address of principal executive offices)

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**Registrant's telephone number, including area code: (408) 435-9600**

N/A

**(Former name or former address, if changed since last report)**

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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))
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***Item 2.02 Results of Operations and Financial Condition.***

On February 15, 2006, Nanometrics Incorporated (the Company) issued a press release announcing preliminary financial results for the fourth quarter ended December 31, 2005. The press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information in this current report on Form 8-K and the exhibit attached hereto shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) nor otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, regardless of any general incorporation language in such filing.

***Item 9.01 Financial Statements and Exhibits.***

(c) Exhibits.

99.1 Press Release issued by Nanometrics Incorporated dated February 15, 2006.

**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: February 15, 2006

NANOMETRICS INCORPORATED

/s/ Douglas J. McCutcheon

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Douglas J. McCutcheon

Chief Financial Officer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Press Release issued by Nanometrics Incorporated dated February 15, 2006.