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VEECO INSTRUMENTS INC
Form 424B3
May 24, 2002

Filed Pursuant to Rule 424(b)(3) and (c)
Registration No. 333-84252

VEECO INSTRUMENTS INC.

PROSPECTUS SUPPLEMENT NO. 2
DATED MAY 24, 2002
TO
PROSPECTUS DATED MAY 8, 2002

\$220,000,000 4-1/8% CONVERTIBLE SUBORDINATED NOTES DUE 2008,
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES AND
4,044,119 ADDITIONAL SHARES OF COMMON STOCK

This prospectus supplement supplements and should be read in conjunction with the prospectus of Veeco Instruments Inc. dated May 8, 2002, and prospectus supplement no. 1, dated May 17, 2002. This prospectus supplement is qualified by reference to the prospectus and such prospectus supplement, except to the extent that the information provided hereby supersedes the information contained in the prospectus or in that supplement. All capitalized terms used but not defined in this prospectus supplement have the meanings given them in the prospectus.

INVESTING IN THE NOTES AND IN OUR COMMON STOCK INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 6 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The information appearing in the table below, as of the date hereof, supplements the information in the table appearing under the heading "Selling Securityholders" in the prospectus, and where the name of a selling securityholder identified in the table below also appears in the table in the prospectus and/or a previous prospectus supplement, the information set forth in the table below regarding that selling securityholder supersedes the information in the prospectus and/or such supplement:

	PRINCIPAL AMOUNT OF NOTES(1)		NUMBER OF COMMON
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	BENEFICIALLY OWNED PRIOR		
SELLING SECURITYHOLDER(1)	TO THE OFFERING AND OFFERED HEREBY	PERCENTAGE OF NOTES OUTSTANDING	BENEFICIALLY OWNED PRIOR TO THE OFFERING

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HOLDERS OF CONVERTIBLE
NOTES OR SHARES ISSUABLE
UPON CONVERSION THEREOF

Marathon Global Convertible Master Fund, Ltd.....	\$7,000,000	3.2%	181,770
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* Less than 1%.

- (1) Information concerning the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary. The amount of notes and the number of shares of our common stock issuable upon conversion of the notes indicated may be in excess of the total amount registered under the shelf registration statement of which this prospectus forms a part, due to sales or transfers by selling securityholders of such notes or shares in transactions exempt from the registration requirements of the Securities Act after the date on which they provided us information regarding their holdings of notes and such shares of common stock.
- (2) For purposes of presenting the number of shares of our common stock beneficially owned by holders of notes, we assume a conversion price under the notes of \$38.51 per share of our common stock, and a cash payment in lieu of the issuance of any fractional share interest. However, the conversion price is subject to adjustment as described under "Description of the Notes--Conversion Rights." As a result, the number of shares of common stock issuable upon conversion of the notes, and as a consequence, the number of shares beneficially owned by the holders of notes, may increase or decrease in the future.

The date of this prospectus supplement is May 24, 2002.