FSI INTERNATIONAL INC
Form 10-Q
July 07, 2005

Table of Contents

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

FORM 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **May 28, 2005**

or

o **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: **0-17276**

FSI INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

MINNESOTA	**41-1223238**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3455 Lyman Boulevard, Chaska, Minnesota	**55318**
(Address of principal executive offices)	(Zip Code)

952-448-5440

(Registrant s telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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.

þ **YES** o **NO**

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

þ **YES** o **NO**

Indicate the number of shares outstanding of each of the issuer s classes of common stock as of the latest practical date:

Common Stock, No Par Value 29,851,000 shares outstanding as of July 5, 2005

1

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

Table of Contents

PART I.

Item 1. FINANCIAL INFORMATION

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS
MAY 28, 2005 AND AUGUST 28, 2004

ASSETS
(unaudited)
(in thousands)

	May 28, 2005	August 28, 2004
Current assets:		
Cash and cash equivalents	$ 9,522	$ 10,344
Restricted cash	5,582	6,037
Marketable securities	20,597	25,827
Trade accounts receivable, net of allowance for doubtful accounts of $1,075 and $1,286, respectively	17,420	18,487
Trade accounts receivable from affiliate	187	3,785
Inventories, net	27,240	27,378
Prepaid expenses and other current assets	6,596	5,568
Total current assets	87,144	97,426
Property, plant and equipment, at cost	78,412	96,095
Less accumulated depreciation and amortization	(56,349)	(65,177)
	22,063	30,918
Investment in affiliate	8,975	7,744
Intangibles, net	1,918	2,057
Other assets	1,652	1,652
Total assets	$ 121,752	$ 139,797

See accompanying notes to consolidated condensed financial statements.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
MAY 28, 2005 AND AUGUST 28, 2004
(continued)

LIABILITIES AND STOCKHOLDERS EQUITY
(unaudited)
(in thousands)

	May 28, 2005	August 28, 2004
Current liabilities:		
Trade accounts payable	$ 4,889	$ 9,470
Accrued expenses	11,028	15,854
Customer deposits	640	255
Deferred profit	2,678	2,358
Deferred profit with affiliate	32	738
Total current liabilities	19,267	28,675
Long-term liabilities		750
Stockholders equity:		
Preferred stock, no par value; 9,700 shares authorized; none issued and outstanding		
Series A Junior Participating Preferred Stock, no par value; 300 shares authorized; none issued and outstanding		
Common stock, no par value; 50,000 shares authorized; issued and outstanding, 29,758 and 29,942 shares, respectively	223,309	226,078
Accumulated deficit	(122,870)	(121,463)
Accumulated other comprehensive income	2,046	5,757
Total stockholders equity	102,485	110,372
Total liabilities and stockholders equity	$ 121,752	$ 139,797

See accompanying notes to consolidated condensed financial statements.

4

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
FOR THE QUARTERS ENDED MAY 28, 2005 AND MAY 29, 2004
(unaudited)
(in thousands, except per share data)

	May 28, 2005	May 29, 2004
Sales (including sales to affiliates of $171 and $2,703, respectively)	$ 19,069	$ 36,309
Cost of sales	11,093	16,876
Gross margin	7,976	19,433
Selling, general and administrative expenses	9,145	10,007
Research and development expenses	5,533	5,830
Operating (loss) income	(6,702)	3,596
Interest income	233	59
Gain on marketable securities	4,210	
Other (expense) income, net	(8)	33
(Loss) income before income taxes	(2,267)	3,688
Income taxes	12	12
(Loss) income before equity in earnings of affiliate	(2,279)	3,676
Equity in earnings of affiliate	236	322
Net (loss) income	$ (2,043)	$ 3,998
Net (loss) income per common share:		
Basic	$ (0.07)	$ 0.13
Diluted	$ (0.07)	$ 0.13
Weighted average common shares	29,959	29,778
Weighted average common and potential common shares	29,959	30,308

See accompanying notes to consolidated condensed financial statements.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED MAY 28, 2005 AND MAY 29, 2004
(unaudited)
(in thousands, except per share data)

	May 28, 2005	May 29, 2004
Sales (including sales to affiliate of $2,373 and $8,279, respectively)	$ 62,668	$ 81,065
Cost of sales	33,538	39,825
Gross margin	29,130	41,240
Selling, general and administrative expenses	26,509	30,201
Gain on sale of facility	7,015	
Research and development expenses	16,400	16,874
Operating loss	(6,764)	(5,835)
Interest income	474	215
Gain on marketable securities	4,210	1,972
Other income, net	44	80
Loss before income taxes	(2,036)	(3,568)
Income taxes	38	38
Loss before equity in earnings of affiliate	(2,074)	(3,606)
Equity in earnings of affiliate	667	512
Net loss	$ (1,407)	$ (3,094)
Net loss per common share:		
Basic	$ (0.05)	$ (0.10)
Diluted	$ (0.05)	$ (0.10)
Weighted average common shares	29,962	29,749
Weighted average common and potential common shares	29,962	29,749

See accompanying notes to consolidated condensed financial statements.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED MAY 28, 2005 AND MAY 29, 2004
(unaudited)
(in thousands)

	May 28, 2005	May 29, 2004
OPERATING ACTIVITIES:		
Net loss	$ (1,407)	$ (3,094)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on sale of facility	(7,015)	
Gain on marketable securities	(4,210)	(1,972)
Depreciation	2,820	4,383
Amortization	649	1,699
Equity in earnings of affiliate	(667)	(512)
Loss on disposal of equipment		9
Changes in operating assets and liabilities:		
Trade accounts receivable	4,665	(14,473)
Inventories	139	(3,844)
Prepaid expenses and other current assets	(1,028)	(123)
Trade accounts payable	(4,580)	5,884
Accrued expenses	(8,511)	1,138
Customer deposits	385	
Deferred profit	(387)	2,605
Net cash used in operating activities	(19,147)	(8,300)
INVESTING ACTIVITIES:		
Capital expenditures	(1,452)	(647)
Purchases of marketable securities	(336,939)	(211,978)
Sales of marketable securities	336,974	224,108
Proceeds on marketable securities distribution	5,614	
Investment in license fee	(510)	
Investment in affiliate	(490)	
Proceeds from sale of property	14,405	
Decrease in deposits and other assets		209
Net cash provided by investing activities	17,602	11,692
FINANCING ACTIVITIES:		
Decrease (increase) in restricted cash	455	(2,678)
Net proceeds from issuance of common stock	262	996
Net cash provided by (used in) financing activities	717	(1,682)

Effect of exchange rate changes on cash	6	225
(Decrease) increase in cash and cash equivalents	(822)	1,935
Cash and cash equivalents at beginning of period	10,344	8,241
Cash and cash equivalents at end of period	$ 9,522	$ 10,176

See accompanying notes to consolidated condensed financial statements.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(unaudited)

(1) Description of Business and Summary of Significant Accounting Policies

Description of Business

FSI International, Inc. (the Company or FSI) is a global supplier of surface conditioning equipment (process equipment used to etch and clean organic and inorganic materials from the surface of a silicon wafer), technology and support services for microelectronics manufacturing. The Company s broad portfolio of batch and single-wafer cleaning products includes process technologies for immersion (a method used to clean silicon wafers by immersing the wafer in multiple tanks filled with process chemicals), spray (sprays chemical mixtures, water and nitrogen in a variety of sequences on to the microelectronic substrate), vapor (utilizes gas phase chemistries to selectively remove sacrificial surface films) and CryoKinetic (a momentum transfer process used to remove non-chemically bonded particles from the surface of a microelectronic device). The Company s support services programs provide product and process enhancements to extend the life of installed FSI equipment.

The Company announced the winding down of its Microlithography (uses light to transfer a circuit pattern onto a wafer) business in March 2003 and transitioned the Microlithography business to a POLARIS® Systems and Services product line to focus on supporting the more than 300 installed POLARIS® Systems.

The Company s customers include microelectronics manufacturers located throughout North America, Europe, Japan and the Asia Pacific region.

Consolidated Condensed Financial Statements

The accompanying consolidated condensed financial statements have been prepared by the Company without audit and reflect all adjustments (consisting only of normal and recurring adjustments, except as disclosed in the notes) which are, in the opinion of management, necessary to present a fair statement of the results for the interim periods presented. The statements have been prepared in accordance with the regulations of the Securities and Exchange Commission but omit certain information and footnote disclosures necessary to present the statements in accordance with accounting principles generally accepted in the United States of America. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full fiscal year. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and footnotes to the financial statements included in the Company s Annual 10-K Report for the fiscal year ended August 28, 2004, previously filed with the Securities and Exchange Commission.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the purchase price is fixed or determinable and collectibility is reasonably assured. If the Company s equipment sales involve sales to its existing customers who have previously accepted the same type(s) of equipment with the same type(s) of specifications, the Company accounts for the product sale as a multiple element arrangement. The Company recognizes the equipment revenue upon shipment and transfer of title. The other elements may include installation, extended warranty contracts and training. Equipment installation revenue is valued based on estimated service person hours to complete installation and published or quoted service labor rates and is recognized when the installation has been completed. Training revenue is valued based on published training class prices or quoted rates and is recognized when the customers complete the training classes or when a customer-specific training period has expired. The published or quoted service labor rates and training class prices are rates actually charged and billed to the Company s customers.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(unaudited)

All other product sales with customer specific acceptance provisions are recognized upon customer acceptance. Future revenues may be negatively impacted if the Company is unable to meet customer-specific acceptance criteria. Revenue related to spare parts sales is recognized upon shipment. Revenues related to maintenance and service contracts and extended warranty contracts are recognized ratably over the duration of the contracts.

Timing and amount of revenue recognized is dependent on the mix of revenue recognized upon shipment versus acceptance and for revenue recognized upon acceptance, it is dependent upon when customer-specific criteria are met.

Other Comprehensive Income (Loss)

Other comprehensive income (loss) pertains to revenues, expenses, gains and losses that are not included in net income (loss), but rather are recorded directly in stockholders equity. For the third quarters and first nine months of fiscal 2005 and 2004, other comprehensive income (loss) consisted of foreign currency translation adjustments and unrealized holding gains on investments.

Cash and Cash Equivalents

All highly liquid investments purchased with an original effective maturity of three months or less are considered to be cash equivalents.

Marketable Securities

The Company classifies its marketable equity securities as available-for-sale and carries these securities at amounts that approximate fair market value. At February 26, 2005, the Company began to classify its investment in auction-rate securities as marketable securities. Previously, these investments were included in cash and cash equivalents. These investments totaled $19.1 million as of May 28, 2005 and $19.2 million at the end of fiscal 2004. Such amounts have been reclassified in the consolidated financial statements presented. This change in classification has no effect on the amounts of total current assets, total assets, net income, or cash flows from operations of the Company.

On August 16, 2004, Metron Technology entered into a Stock and Asset Purchase Agreement (Purchase Agreement) with Applied Materials, Inc. (Applied). On December 14, 2004, Applied, pursuant to the Purchase Agreement, acquired the worldwide operating subsidiaries and business of Metron Technology. Applied paid approximately $84,567,000 in cash to Metron Technology upon closing on December 14, 2004. In connection with the consummation of the asset sale to Applied, Metron Technology changed its name to Nortem N.V. (Nortem) and began the liquidation process. Nortem was delisted from the NASDAQ on April 15, 2005 and began trading over-the-counter. Shareholders of Nortem received two liquidating distributions. The initial distribution was made on March 14, 2005 at $3.75 per share. The Company received $5.6 million and recorded a gain of $4.2 million in the third quarter of fiscal 2005. In June 2005, the Company received the final distribution from Nortem, net of certain Dutch withholding taxes. A portion of the final distribution was deemed a dividend, and that portion was subject to withholding tax. The net distribution was approximately $1.02 per share. The Company will record a gain of approximately $1.5 million in the fourth quarter of fiscal 2005 related to this final distribution.

9

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

Trade Accounts Receivable

Trade accounts receivable are recorded net of an allowance for doubtful accounts.

Allowance for Doubtful Accounts

The Company makes estimates of the uncollectibility of accounts receivable. Management specifically analyzes accounts receivable and analyzes historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. Accounts receivable are charged off after management determines that they are uncollectible.

Inventories

Inventories are valued at the lower of cost, determined by the first-in, first-out method, or market value. The Company records reserves for inventory shrinkage and for potentially excess, obsolete and slow moving inventory. The amounts of these reserves are based upon historical loss trends, inventory levels, physical inventory and cycle count adjustments, expected product lives, forecasted sales demand and recoverability.

Property, Plant and Equipment

Building and related costs are carried at cost and depreciated on a straight-line basis over a five- to 30-year period. Leasehold improvements are carried at cost and amortized over a three- to five-year period or the term of the underlying lease, whichever is shorter. Equipment is carried at cost and depreciated on a straight-line basis over its estimated economic life. Principal economic lives for equipment are one to seven years. Software developed for internal use is amortized over three to five years beginning when the software is placed in service. Maintenance and repairs are expensed as incurred; significant renewals and improvements are capitalized.

Valuation of Long-Lived and Intangible Assets

The Company assesses the impairment of identifiable intangibles and long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The Company amortizes intangible assets on a straight-line basis over their estimated economic lives which range from two to nine years. The estimated aggregate amortization of intangible assets for the next five years is: $134,000 in the last quarter of fiscal 2005; $538,000 in fiscal 2006; $537,000 in fiscal 2007; $538,000 in fiscal 2008, $163,000 in fiscal 2009 and $8,000 in the first quarter of fiscal 2010.

During the first quarter of fiscal 2005, the Company entered into a license agreement with its affiliate, m FSI LTD (m FSI). The corresponding license fee of $510,000 was recorded as an intangible asset and is being amortized over its estimated economic life of five years.

If the Company determines that the carrying value of intangibles and long-lived assets may not be recoverable, the Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model or another valuation technique. Net intangible assets and long-lived assets amounted to $34.6 million as of May 28, 2005.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

The Company has no intangible assets with indefinite useful lives. Intangible assets as of May 28, 2005 and August 28, 2004 consisted of the following (in thousands):

	May 28, 2005		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	$ 9,150	$ 9,150	$
Patents	4,285	2,809	1,476
License fees	510	68	442
	$ 13,945	$ 12,027	$ 1,918

	August 28, 2004		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	$ 9,150	$ 8,896	$ 254
Patents	4,285	2,482	1,803
	$ 13,435	$ 11,378	$ 2,057

The Company will review intangible assets for impairment whenever events or change in circumstances indicates that the carrying value may not be recoverable.

The Company routinely considers whether indicators of impairment of its property and equipment assets are present. If such indicators are present, the Company determines whether the sum of the estimated undiscounted cash flows attributable to the asset in question is less than its carrying value. If less, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. Fair value is determined by discounted estimated future cash flows, appraisals or other methods deemed appropriate. If the asset determined to be impaired is to be held and used, the Company recognizes an impairment charge to the extent the present value of anticipated net cash flows attributable to the asset is less than the asset s carrying value.

Investment in Affiliate

The Company s investment in affiliate consists of a 49% interest in m FSI. This investment is accounted for by the equity method utilizing a two-month lag due to the affiliate s year end.

The Company defers recognition of the profit on sales to its affiliate which remain in the affiliate s inventory based on the Company s ownership percentage of the affiliate.

The book value of the Company s long-term investment in affiliate is reviewed for other than temporary impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Income Taxes

Deferred income taxes are provided in amounts sufficient to give effect to temporary differences between financial and tax reporting. The Company accounts for tax credits as reductions of income tax expense in the year in which such credits are allowable for tax purposes.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (unaudited)

Product Warranty

The Company, in general, warrants new equipment manufactured by the Company to the original purchaser to be free from defects in material and workmanship for one to two years, depending upon the product or customer agreement. Provision is made for the estimated cost of maintaining product warranties at the time the product is sold. Special warranty reserves are also accrued for major rework campaigns.

Warranty provisions, claims and changes in estimates for the quarters and nine months ended May 28, 2005 and May 29, 2004 are as follows (in thousands):

	Quarters Ended		Nine Months Ended	
	May 28, 2005	May 29, 2004	May 28, 2005	May 29, 2004
Beginning balance	$ 4,456	$ 4,794	$ 4,575	$ 5,201
Warranty provisions	272	441	854	945
Less warranty claims	(259)	(445)	(449)	(1,039)
Change in estimate	(221)	109	(732)	(208)
Ending balance	$ 4,248	$ 4,899	$ 4,248	$ 4,899

Foreign Currency Translation

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at current exchange rates. Operating results for investees and foreign subsidiaries are translated into U.S. dollars using the average or actual rates of exchange prevailing during the period. The foreign currency translation adjustment is included in the accumulated other comprehensive income account in stockholders equity.

Net Income (Loss) Per Common Share

Basic income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income per common share is computed using the treasury stock method to compute the weighted average number of common stock outstanding assuming the conversion of potential dilutive common shares. The dilutive effect of shares of common shares excludes all options for which the exercise price was higher than the average market price for the period. Diluted net loss per share does not include the effect of potential dilutive common shares as their inclusion would be antidilutive. The number of shares excluded from the computation of net (loss) income per share was 3,785,000 for the third quarter of fiscal 2005 and for the first nine months of fiscal 2005. The number of shares excluded from the computation of net (loss) income per share was 3,257,000 for the third quarter of fiscal 2004 and 3,787,000 for the first nine months of fiscal 2004.

Derivative Instruments and Hedging Activities

The Company does not use derivative financial instruments for trading or speculative purposes. The Company did not engage in any hedging activities during the first nine months of fiscal 2005 or the first nine months of fiscal 2004.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (unaudited)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that could affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Employee Stock Plans

In accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, the Company elected to continue to apply the provisions of Accounting Principles Board s Opinion No. 25 (APB No. 25), Accounting for Stock Issued to Employees, and related interpretations in accounting for its employee stock option and stock purchase plans and therefore is not required to recognize compensation expense in connection with these plans as long as the quoted market price of the Company s stock at the date of grant equals the amount the employee must pay to acquire the stock. Companies that continue to use APB No. 25 are required to present in the notes to the consolidated financial statements, on an annual basis, the pro forma effects on reported net income and earnings per share as if compensation expense had been recognized based on the fair value of options granted. With the adoption of SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, the Company began reporting this information on a quarterly basis in the third quarter of fiscal 2003.

The Company has adopted the disclosure-only provisions of SFAS No. 123 but applies APB No. 25 and related interpretations in accounting for its plans. Accordingly, compensation cost for stock options is measured as the excess, if any, of the quoted market price of the Company s stock at the date of the grant over the amount an employee must pay to acquire the stock. The Company recognized no compensation expense in the first nine months of fiscal 2005 or the first nine months of fiscal 2004 under APB No. 25.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

If the Company had elected to recognize compensation cost for the stock option plan and employee stock purchase plan (ESPP) based on the fair value at the grant dates for awards under those plans, consistent with the method prescribed by SFAS No. 123, net (loss) income and net (loss) income per common share would have been changed to the pro forma amounts indicated below (in thousands, except per share amounts):

	Quarters Ended		Nine Months Ended	
	May 28, 2005	May 29, 2004	May 28, 2005	May 29, 2004
Net (loss) income as reported	($2,043)	$ 3,998	($1,407)	($3,094)
Add: stock-based employee compensation expense recognized in statements of operations				
Less: Stock-based employee compensation expense determined under fair value based method	(2,217)	(1,228)	(3,698)	(3,013)
Pro forma net (loss) income	($4,260)	$ 2,770	($5,105)	$ (6,107)
Net (loss) income per share				
Basic as reported	$ (0.07)	$ 0.13	$ (0.05)	$ (0.10)
Basic pro forma	$ (0.14)	$ 0.09	$ (0.17)	$ (0.21)
Diluted as reported	$ (0.07)	$ 0.13	$ (0.05)	$ (0.10)
Diluted pro forma	$ (0.14)	$ 0.09	$ (0.17)	$ (0.21)

The fair value of stock options used to compute pro forma net (loss) income and net (loss) income per common share disclosures is the estimated value at the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Quarters Ended		Nine Months Ended	
	May 28, 2005	May 29, 2004	May 28, 2005	May 29, 2004
Stock Options:				
Dividend yield	0.0%	0.0%	0.0%	0.0%
Expected volatility	70.3%	72.2%	70.7%	72.3%
Risk-free interest rate	4.0%	3.3%	3.7%	3.2%
Expected life (in years)	5.3	5.2	5.4	5.0
ESPP:				
Dividend yield	*	*	0.0%	0.0%
Expected volatility	*	*	70.9%	72.0%
Risk-free interest rate	*	*	2.6%	1.0%
Expected life (in years)	*	*	0.5	0.5

* There were no stock purchase rights granted under the ESPP in the third quarter of fiscal 2005 or the third quarter of fiscal 2004.

The weighted average grant date fair value, based on the Black-Scholes option pricing model, for options granted in the third quarter of fiscal 2005 was $2.06 per share, for options granted in the first nine months of fiscal 2005 was $2.58 per share, for options granted in the third quarter of fiscal 2004 was $3.48 per share, and for options granted in the first nine months of fiscal 2004 was $4.54 per share.

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123R, Share-Based Payment: an amendment of FASB Statements No. 123 and 95. This statement requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. This statement is effective beginning in the Company s first quarter of fiscal 2006. While the Company cannot precisely determine the impact on net earnings as a result of the adoption of SFAS No. 123R, estimated compensation expense related to prior periods can be found under the heading, Employee Stock Plans above. The ultimate amount of increased compensation expense will be dependent on whether the Company adopts SFAS 123R using the modified prospective or retrospective method, the number of option shares granted during the year, their timing and vesting period and the method used to calculate the fair value of the awards, among other factors.

On March 25, 2005, the Compensation Committee of the board of directors of the Company approved the accelerated vesting of all unvested options that have an exercise price of $4.06 or greater held by current employees as of March 25, 2005. The accelerated vesting affected options with respect to approximately 857,000 shares of the Company s common stock. The acceleration of options in the third quarter of fiscal 2005 resulted in higher stock-based employee compensation expense in the third quarter and first nine months of fiscal 2005. In future periods, this acceleration of the vesting of the identified stock options will result in lower compensation charges.

New Accounting Pronouncements

In November 2004, the FASB issued SFAS No. 151, Inventory Costs. This statement requires that items such as idle facility expense, excessive spoilage, double freight and rehandling costs be recognized as current period charges. In addition, this statement requires that the allocation of fixed production overheads to the cost of conversion be based on the normal capacity of the production facilities. This statement is effective for inventory costs incurred beginning in the Company s first quarter of fiscal 2006. The implementation of this statement is not expected to have a material impact on the Company s financial statements.

(2) Sale of the Allen, Texas facility

In the second quarter of fiscal 2003, when the Company decided to exit the resist processing market, an impairment charge of $7.0 million was recorded against property, plant and equipment. This write-down included a $5.0 million impairment charge for the Microlithography business facility. The impairment charge was based upon the Company s estimate of fair value of the facility. In estimating the fair value of the facility, the Company assumed the building would be marketed as office space and that the special-purpose space, such as the clean rooms and laboratories, would be converted to office space. This assumption was made based upon the low demand in the area for clean room facilities and with consideration for the electronics industry downturn that occurred in 2001 and 2002. The Company did not expect that it would find a buyer that would utilize the special purpose space.

As part of the Company s analysis, management had a competitive market overview performed and reviewed office buildings currently on the market and available for lease or sale. As a result of its assumptions and analysis, the Company recorded a $5.0 million impairment charge for the facility.

During the second quarter of fiscal 2003, the Company also recorded an impairment charge of $2.0 million on the Microlithography business equipment based upon management s review of its business equipment and its estimated fair value under SFAS 144, Accounting for Impairment or Disposal of Long-Lived Assets.

15

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(unaudited)

After two years of marketing the building, in February 2005 the Company sold its 162,000 square foot Allen, Texas facility, together with the majority of the business equipment, for its special-purpose clean room facility space, to an electronics industry buyer and received approximately $14.4 million in net cash proceeds from the sale. The sale price was in excess of the value the Company had assumed for office space use. The building and property, plant and equipment sold was recorded on the Company s balance sheet at approximately $7.5 million as of the closing date of the sale. The Company retained ownership of approximately four acres of land adjacent to the Allen site. The Company recorded a gain of $7.0 million in operations on the sale.

Concurrent with the sale, the Company entered into a sublease of approximately 40,000 square feet of space in the facility for the Company s legacy POLARIS® System product group operations. As the leaseback was considered minor, the entire gain of approximately $7.0 million was recognized upon the close of the sale. The lease was extended in the third quarter of fiscal 2005 to end on August 31, 2006; however, the Company has an option to extend the sublease term for one additional period of 12 months, by giving not less than 90 days prior written notice.

(3) Inventories, Net

Inventories, net are summarized as follows (in thousands):

	May 28, 2005	August 28, 2004
Finished products	$ 3,055	$ 5,621
Work-in-process	11,323	10,807
Subassemblies	1,096	797
Raw materials and purchased parts	11,766	10,153
	$ 27,240	$ 27,378

(4) Accrued Expenses

Accrued expenses, current and long-term, are summarized as follows (in thousands):

	May 28, 2005	August 28, 2004
Commissions	$ 262	$ 214
Salaries and benefits	2,225	2,558
Product warranty	4,248	4,575
Professional fees	432	3,648
Patent litigation settlement, current portion	750	750
Income taxes	1,268	1,276
Other	1,843	2,833

Total current accrued expenses	$ 11,028	$ 15,854

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(unaudited)

(5) Supplementary Cash Flow Information

The following summarizes the supplementary cash flow item (in thousands):

	Nine Months Ended	
	May 28, 2005	May 29, 2004
Income taxes paid, net	$ 45	$ 39

(6) Comprehensive (Loss) Income

Other comprehensive (loss) income pertains to revenues, expenses, gains and losses that are not included in the net (loss) income but rather are recorded directly in stockholders equity. For the third quarters and nine months ended May 28, 2005 and May 29, 2004, other comprehensive (loss) income consisted of the foreign currency translation adjustment and unrealized holding gains in investments and amounted to (in thousands):

	May 28, 2005	May 29, 2004
For the Quarters Ended:		
Net (loss) income	$ (2,043)	$ 3,998
Items of other comprehensive (loss) income -		
Foreign currency translation	(457)	240
Unrealized holding gains on investments	(4,016)	135
Comprehensive (loss) income	$ (6,516)	$ 4,373
For the Nine Months Ended:		
Net loss	$ (1,407)	$ (3,094)
Items of other comprehensive loss -		
Foreign currency translation	80	1,203
Unrealized holding gains on investments	(3,791)	(3,005)
Comprehensive loss	$ (5,118)	$ (4,896)

(7) Segment and Geographic Information

Segment information

The Company has two product lines, Surface Conditioning (SC) and POLARIS® Systems and Services (PSS). Historically, the Company provided segment information. With the wind-down of the Microlithography business which began in fiscal 2003, the Company has integrated the operations of its product lines.

In accordance with SFAS No. 131 (SFAS 131), Disclosures About Segments of an Enterprise and Related Information, the Company s chief operating decision-maker has been identified as the President and Chief Executive Officer. Due to the level of integration of the two product lines, the Company s chief operating decision-maker reviews consolidated operating results to make decisions about allocating resources and assessing performance for the entire Company. The two product lines are a part of one segment for the manufacture, marketing and servicing of equipment for the microelectronics industry.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

Geographic information

Net sales to external customers by geography are as follows (in thousands):

	Quarters Ended		Nine Months Ended	
	May 28, 2005	May 29, 2004	May 28, 2005	May 29, 2004
Asia	$ 4,763	$ 6,973	$ 18,860	$ 13,250
Europe	7,811	10,419	24,560	20,843
Other International	6	15	39	49
United States	6,489	18,902	19,209	46,923
Net sales	$ 19,069	$ 36,309	$ 62,668	$ 81,065

(8) Litigation

In fall 1995, pursuant to the Employee Stock Purchase and Shareholder Agreement dated November 30, 1990 between Eric C. Hsu and Semiconductor Systems, Inc. (SSI) (the Shareholder Agreement) and in connection with Mr. Hsu s termination of his employment with SSI in August 1995, the former shareholders of SSI purchased the shares of SSI common stock then held by Mr. Hsu. In April 1996, FSI acquired SSI, and SSI became a wholly owned subsidiary of FSI. In October 1996, Eric C. and Angie L. Hsu (the plaintiffs) filed a lawsuit in the Superior Court of California, County of Alameda, Southern Division, against SSI and the former shareholders of SSI. The plaintiffs alleged that such purchase breached the Shareholder Agreement and violated the California Corporations Code, breached the fiduciary duty owed plaintiffs by the individual defendants and constituted fraud.

In September and October 2000, certain of Mr. Hsu s claims were tried to a jury in Alameda County Superior Court in Oakland, California. At the conclusion of the trial, the jury found that SSI breached the Shareholder Agreement between it and Mr. Hsu and that the damages that resulted were approximately $2.4 million. In addition, each of the individual defendant shareholders was found liable for conversion and damages of $4.2 million were awarded. Certain individual defendants were also found to have intentionally interfered with Mr. Hsu s prospective economic advantage and damages of $3.2 million were awarded. Finally, several individual defendants and SSI were found to have violated certain provisions of the California Corporation Code and damages of $2.4 million were awarded.

In proceedings subsequent to the trial, the Court determined that the plaintiffs were entitled to an award against SSI of prejudgment interest on the breach of contract damages (approximately $2.4 million) at 10 percent per annum from October 1996. In addition, the Court awarded plaintiffs approximately $127,000 in costs and approximately $1.8 million in attorneys fees against SSI and the individual defendants. On November 16, 2001, the court signed its final judgment reflecting the jury s awards, interest, attorneys fees and costs assessed against each of the defendants.

Following the entry of judgment, SSI and the other defendants filed post-trial motions seeking reduction in the jury s damage awards and/or a new trial. The court denied these post-trial motions and there was no reduction in damages against SSI. Mr. Hsu was awarded an additional $431,000 for attorneys fees and expenses incurred since the judgment was rendered in November 2001.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (unaudited)

SSI and the individual defendants filed an appeal on a variety of grounds, and the Company posted an appeal bond on behalf of SSI and defendants in the amount of $8.3 million. As part of the posting of the bond, the Company entered into a letter of credit in the amount of $5.2 million with a surety company. This letter of credit is collateralized with restricted cash of the same amount.

The Company, on behalf of SSI, has made a claim with respect to the lawsuit under the escrow created at the time of the Company s acquisition of SSI. The escrow was established to secure certain indemnification obligations of the former shareholders of SSI. The escrow consists of an aggregate of 250,000 shares of FSI common stock paid to the former shareholders of SSI as consideration in the acquisition. The former shareholders have agreed to hold FSI and SSI harmless from any claim arising out of any securities transactions between SSI and the shareholders or former shareholders of SSI. The indemnification obligations of the individual SSI shareholders are capped at approximately $4.2 million in the aggregate. Any shares in the escrow returned to FSI to satisfy any indemnification obligations will be valued at $12.125 per share, the per-share price of FSI common stock at the time of the SSI acquisition.

In February 2005, the Court of Appeal upheld the damage awarded to Mr. Hsu. The total judgment against SSI together with post judgment interest and attorneys fees as of February 26, 2005 aggregated approximately $7.9 million. As a result, the Company recorded a $0.3 million charge in the second quarter of fiscal 2005. During the third quarter of fiscal 2005, the Company retired the 250,000 shares held in escrow. As the SSI merger was a pooling of interests, the Company decreased its stockholder s equity by an amount equal to $3.0 million (valuing the escrow shares at $12.125 per share, the market price of FSI stock at the date of consummation of the SSI acquisition). On March 28, 2005, the Company tendered funds totaling approximately $7.9 million to the Hsus via a cashiers check which the Company believes was the full judgment amount plus all applicable interest. This included $1.6 million of cash provided by the individual defendants. Subsequently, instead of depositing the cashiers check, the Hsus filed a motion with the court to enforce the judgment against the appeal bond and the Company and the individual defendants filed a motion to release the bond. The court heard the motions on May 27, 2005 and deferred a decision until July 1, 2005. Prior to the July 1, 2005 hearing, the Hsus filed a supplemental motion seeking to recover attorneys fees, costs and additional interest from the appeal bond in the approximate amount of $315,000. The Company and individual defendants filed additional briefs with the court arguing against granting the Hsus motion for attorneys fees, costs and additional interest to enforce the judgment. The Company believes that interest stopped accruing when it tendered the cashiers check to the Hsus and that it has no obligations to reimburse the Hsus for any additional interest, attorneys fees and costs. The Hsus cashed the cashiers check prior to the July 1, 2005 hearing. The court heard the supplemental motion and additional briefs on July 1, 2005 and deferred a decision until July 22, 2005.

In September 1995, CFM Technologies, Inc. and CFMT, Inc. (collectively CFM) filed a complaint in United States District Court for the District of Delaware against YieldUP, now known as SCD Mountain View, Inc., a wholly owned subsidiary of the Company. CFM filed an additional complaint against YieldUP in United States District Court for the District of Delaware on December 30, 1998.

On January 3, 2001, Mattson Technology, Inc. (Mattson) completed the merger of the semiconductor equipment division of Steag Electronic Systems AG and CFM and established its wet products division. With the merger completed, Mattson assumed responsibility for the two suits CFM filed against YieldUP. On March 17, 2003, SCP Global Technologies (SCP) acquired the wet product division of Mattson, including CFMT, Inc., and assumed responsibility for the two lawsuits.

19

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

On February 19, 2004, the Company and SCP announced that they settled the two patent infringement lawsuits pending in the United States District Court for the District of Delaware. In an effort to settle these lawsuits, the Company acknowledged the validity and enforceability of the patents, but disputed that any of its products infringed upon the claims of the patents.

The Company agreed to pay SCP $4.0 million for a release from past infringement claims and a prospective license under all four patents asserted against the Company in the two lawsuits. The release applies to all purchasers of the Company s products containing its Surface Tension Gradient (STG®) technology. The prospective license applies to all end-user customers of the Company s products, subject to certain limitations. In addition, the Company agreed to supply SCP customers, at a pre-established price, its rinse/dry kits to implement its STG® technology for certain applications.

The Company has made payments of $3.2 million as of May 28, 2005 and will make the final payment of $750,000 in the second quarter of fiscal 2006. As a result, the Company recorded a $3.4 million charge to operations in its second quarter of fiscal 2004. The Company had previously recorded a $0.6 million charge to operations associated with this litigation.

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information in this report, except for the historical information, contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and is subject to the safe harbor created by that statute. Typically, we identify forward-looking statements by use of an asterisk *. In some cases, you can identify forward-looking statements by terminology such as expects, anticipates, intends, may, should, plans, seeks, estimates, could, would, or the negative of such terms or other comparable terminology. These statements ar subject to various risks and uncertainties, both known and unknown. Factors that could cause actual results to differ include, but are not limited to, the change in industry conditions; order delays or cancellations; general economic conditions; changes in customer capacity requirements and demand for microelectronics; the extent of demand for our products and our ability to meet demand; global trade policies; worldwide economic and political stability; our successful execution of internal performance plans; the cyclical nature of our business; volatility of the market for certain products; performance issues with key suppliers and subcontractors; the transition to 300mm products; the level of new orders; the timing and success of current and future product and process development programs; the success of our affiliated distributor in Japan; the success of our direct distribution organization; and the potential impairment of long-lived assets; as well as other factors listed from time to time in our Securities and Exchange Commission (SEC) reports including, but not limited to, the risk factors included in this report. Readers also are cautioned not to place undue reliance on these forward-looking statements, as actual results could differ materially. We undertake no duty to update any of the forward-looking statements after the date of this report.

This discussion and analysis should be read in conjunction with the Consolidated Condensed Financial Statements and footnotes thereto appearing elsewhere in this report.

Industry

As a supplier to the global semiconductor industry, our results are primarily driven by worldwide demand for integrated circuits, which in turn depends on end-user demand for electronic products. The global semiconductor industry is volatile, and consequently our operating results have reflected this volatility.

It appears that semiconductor manufacturers have for the most part managed through the inventory build-up that occurred during the summer and fall of 2004. In addition, many analysts believe that device manufacturers have digested their 2004 capacity additions and are once again seeing their factory utilization rates improve. Certain device manufacturers are incrementally adding capacity to meet their anticipated second half calendar 2005 and calendar 2006 demand. Others are adding capacity in conjunction with entering new markets.

We believe that integrated circuit manufacturers and device manufacturers will increase their second half of calendar 2005 spending over the first half level as their factory utilization rates continue to improve and demand for leading edge devices increases. However, if device manufacturers start to see a recurrence of the 2004 inventory build-up, they will likely delay their anticipated investment in wafer fab equipment for several more quarters. Some of our customers have requested delivery delays or have canceled their orders during the last several quarters.

Application of Critical Accounting Policies and Estimates

In accordance with Securities and Exchange Commission guidance, those material accounting policies that we believe are the most critical to an investor s understanding of our financial results and condition and require complex management judgment are discussed below.

Table of Contents

Our critical accounting policies and estimates are as follows:

- revenue recognition;
- valuation of long-lived and intangible assets; and
- estimation of valuation allowances and accrued liabilities, specifically product warranty, inventory reserves and allowance for doubtful accounts.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the purchase price is fixed or determinable and collectibility is reasonably assured. If our equipment sales involve sales to our existing customers who have previously accepted the same type(s) of equipment with the same type(s) of specifications, we account for the product sales as a multiple element arrangement. We recognize the equipment revenue upon shipment and transfer of title. The other multiple elements also include installation, extended warranty contracts and training. Equipment installation revenue is valued based on estimated service person hours to complete installation and published or quoted service labor rates and is recognized when the installation has been completed. Training revenue is valued based on published training class prices or quoted rates and is recognized when the customers complete the training classes or when a customer-specific training period has expired. The published or quoted service labor rates and training class prices are rates actually charged and billed to our customers.

All other product sales with customer-specific acceptance provisions are recognized upon customer acceptance. Future revenues may be negatively impacted if we are unable to meet customer-specific acceptance criteria. Revenue related to spare part sales is recognized upon shipment. Revenues related to maintenance and service contracts and extended warranty contracts are recognized ratably over the duration of the contracts.

Timing and amount of revenue recognized is dependent on the mix of revenue recognized upon shipment versus acceptance and for revenue recognized upon acceptance, it is dependent upon when customer-specific criteria are met.

Valuation of Long-Lived and Intangible Assets

We assess the impairment of identifiable intangibles and long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

If we determine that the carrying value of intangibles and long-lived assets may not be recoverable, we measure any impairment based on a projected discounted cash flow method using a discount rate determined by our management to be commensurate with the risk inherent in our current business model or another valuation technique. Net intangible assets and long-lived assets amounted to $34.6 million as of May 28, 2005.

We will continue to review intangible assets for impairment whenever events or changes in circumstance indicate that the carrying value may not be recoverable.

Product Warranty Estimation

We record a liability for warranty claims at the time of sale. The amount of the liability is based on the trend in the historical ratio of claims to sales, anticipated releases of new products and other factors. The warranty periods for new equipment manufactured by us typically range from one to two years. Special warranty reserves are also accrued for major rework campaigns. Although management believes the likelihood to be relatively low, claims experience could be materially different from actual results because of the introduction of new, more complex products; competition or other external forces; manufacturing changes that could impact product quality; or as yet unrecognized defects in products sold.

Table of Contents

Inventory Reserves Estimation

We record reserves for inventory shrinkage and for potentially excess, obsolete and slow moving inventory. The amounts of these reserves are based upon historical loss trends, inventory levels, physical inventory and cycle count adjustments, expected product lives, forecasted sales demand and recoverability. Results could be materially different if demand for our products decreased because of economic or competitive conditions, length of the industry downturn, or if products become obsolete because of technical advancements in the industry or by us.

Allowance for Doubtful Accounts Estimation

Management must make estimates of the uncollectibility of our accounts receivable. The most significant risk is the risk of sudden unexpected deterioration in financial condition of a significant customer who is not considered in the allowance. Management specifically analyzes accounts receivable and analyzes historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. Results could be materially impacted if the financial condition of a significant customer deteriorated and related accounts receivable are deemed uncollectible. Accounts receivable are charged off after management determines that they are uncollectible.

THIRD QUARTER AND FIRST NINE MONTHS OF FISCAL 2005 COMPARED TO THIRD QUARTER AND FIRST NINE MONTHS OF FISCAL 2004

The Company

The following table sets forth on a consolidated basis, for the fiscal period indicated, certain income and expense items as a percent of total sales.

	Percent of Sales Quarter Ended		Percent of Sales Nine Months Ended	
	May 28, 2005	May 29, 2004	May 28 2005	May 29, 2004
Sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	58.2	46.5	53.5	49.1
Gross margin	41.8	53.5	46.5	50.9
Selling, general and administrative	48.0	27.5	42.3	37.3
Gain on sale of facility			11.2	
Research and development	29.0	16.1	26.2	20.8
Operating (loss) income	(35.2)	9.9	(10.8)	(7.2)
Other income, net	23.3	0.2	7.5	2.8
(Loss) income before income taxes	(11.9)	10.1	(3.3)	(4.4)
Income taxes				
Equity in earnings of affiliate	1.2	0.9	1.1	0.6
Net (loss) income	(10.7)%	11.0%	(2.2)%	(3.8)%

Sales Revenue and Shipments

Sales revenue decreased $17.2 million to $19.1 million for the third quarter of fiscal 2005 as compared to $36.3 million for the third quarter of fiscal 2004. The decrease in sales revenue was primarily in domestic sales which decreased $12.4 million, primarily related to industry conditions.

Table of Contents

Sales revenue decreased $18.4 million to $62.7 million for the first nine months of fiscal 2005 as compared to $81.1 million for the first nine months of fiscal 2004. The decrease in sales revenue was primarily in domestic sales, partially offset by an increase in international sales. Domestic sales revenue decreased $27.7 million. The majority of the decrease in domestic sales was due to a decrease in PSS products as a result of our fiscal 2003 decision to exit the resist processing market for new equipment. International sales revenue increased $9.3 million, primarily in Europe and the Far East. The increases in Europe and Far East sales in the first nine months of fiscal 2005 related to the increases in bookings in these regions in fiscal 2004 as compared to fiscal 2003, from $26.1 million in fiscal 2003 to $51.4 million in fiscal 2004, due to industry conditions in fiscal 2003 and fiscal 2004.

Shipments in the third quarter of fiscal 2005 decreased to $18.9 million from $36.8 million for the third quarter of fiscal 2004. The decrease in shipments in the third quarter of fiscal 2005 related to decreases in both domestic and international shipments related primarily to industry conditions. Shipments in the first nine months of fiscal 2005 decreased to $62.5 million from $84.4 million in the first nine months of fiscal 2004. The decrease in the first nine months of fiscal 2005 related primarily to decreases in domestic shipments.

Based upon our revenue recognition policy, certain shipments to customers are not recognized until customer acceptance, therefore depending on timing of shipments and customer acceptances, there are time periods where shipments may exceed sales revenue or, due to timing of acceptance, sales revenue may exceed shipments.

International sales were $12.6 million, representing 66% of total sales, during the third quarter of fiscal 2005 and $17.4 million, representing 48% of total sales, during the third quarter of fiscal 2004. The decreases in international sales dollar amount related to Europe and Japan. International sales were $43.5 million, representing 69% of total sales, during the first nine months of fiscal 2005 and $34.1 million, representing 42% of total sales, during the first nine months of fiscal 2004. The increases in international sales dollar amount were in sales to Europe and the Far East, partially offset by decreases in sales to Japan.

Deferred revenue was approximately $6.7 million as of May 28, 2005. Deferred profit was $2.7 million as of May 28, 2005, as reported on the consolidated balance sheet, which reflected deferred revenue less deferred cost of goods sold. Deferred profit decreased $0.4 million from $3.1 million as of the end of fiscal 2004.

We currently expect fourth quarter revenues to be approximately $20 to $23 million.* A portion of this expected revenue is subject to us receiving purchase orders or obtaining timely acceptance from our customers. The expected revenue would be lower if our customers request delivery delays or cancel or delay orders.

Gross Margin

Our gross profit margin fluctuates due to a number of factors, including the mix of products sold; the proportion of international sales, as international sales generally have lower margins due to pricing pressures; the result of selling through our affiliate in Japan; and utilization of manufacturing capacity.

Gross margin as a percentage of sales for the third quarter of fiscal 2005 was 41.8% as compared to 53.5% for the third quarter of fiscal 2004. Gross margin as a percentage of sales for the first nine months of fiscal 2005 was 46.5% as compared to 50.9% for the first nine months of fiscal 2004. The decreases in margin were due primarily to international sales representing higher percentages of total sales in the fiscal 2005 periods. Fiscal 2005 gross margins were also impacted by lower capacity utilization associated with lower shipment levels in the third quarter and first nine months of fiscal 2005 as compared to the fiscal 2004 periods as well as the recognition of one of our initial MAGELLAN® sales in the third quarter of fiscal 2005. The decreases were partially offset by changes in the estimate for warranty accrual, including a reduction of $0.2 million in the third quarter of fiscal 2005 and $0.7 million in the first nine months of fiscal 2005 (due to improved warranty claim rates in fiscal 2005) as compared to an increase of

$0.1 million in the third quarter of fiscal 2004 and a reduction of $0.2 million in the first nine months of fiscal 2004. The decreases in gross profit margins were also partially offset by the $1.1 million of charges associated with Surface Conditioning product placements at strategic customers in the third quarter of fiscal 2004.

Table of Contents

During the third quarter of fiscal 2005, we had sales of PSS product inventory with an original cost of approximately $0.2 million that has previously been written down to zero. During the first nine months of fiscal 2005, we had sales of PSS product inventory with an original cost of $1.1 million that had previously been written down to zero. This was primarily due to sales revenue generated from unanticipated PSS refreshed tool, spare parts and upgrade sales.

Our gross margin as a percentage of sales in the third quarter of fiscal 2005 would have been 41.0% if we included the original cost of the PSS product inventory that had been written down to zero. Our gross margin as a percentage of sales would have been 44.7% in the first nine months of fiscal 2005 if we had included the original cost of the PSS product inventory that had been written down to zero. Gross margin, including the original cost of the PSS product inventory that was originally written down to zero, is not calculated in accordance with generally accepted accounting principles (GAAP). Our management believes that the presentation of gross margin including the original cost of the PSS product inventory that had been written down to zero provides a useful analysis of our ongoing operating trends and helps investors compare our operating performance period over period.

The following is a reconciliation of our third quarter and first nine months of fiscal 2005 gross margins calculated in accordance with GAAP to our third quarter and first nine months of fiscal 2005 gross margins including the original cost of PSS product inventory that had previously been written down to zero (in thousands):

	Third quarter ended May 28, 2005 (GAAP)	% of Sales	Adjustment[1]	Third quarter ended May 28, 2005 (Non-GAAP)	% of Sales
Sales	$ 19,069			$ 19,069	
Cost of sales	11,093		$ 157	11,250	
Gross margin	$ 7,976	41.8%		$ 7,819	41.0%

	Nine months ended May 28, 2005 (GAAP)	% of Sales	Adjustment[1]	Nine months ended May 28, 2005 (Non-GAAP)	% of Sales
Sales	$ 62,668			$ 62,668	
Cost of sales	33,538		$ 1,124	34,662	
Gross margin	$ 29,130	46.5%		$ 28,006	44.7%

[1] Original cost of PSS product inventory sold that had previously been written down to zero.

During the third quarter of fiscal 2004, we had sales of PSS product inventory with an original cost of approximately $1.8 million that had been written down to zero. During the first nine months of fiscal 2004, we had sales of PSS product inventory with an original cost of approximately $3.2 million that had been written down to zero. This was primarily due to sales revenues generated from unanticipated PSS refreshed tool, spare part and upgrade sales. Our gross margin as a percentage of sales in the third quarter of fiscal 2004 would have been 48.6% if we included the original cost of the PSS product inventory that had been written down to zero. Our gross margin as a percent of sales in the first nine months of fiscal 2004 would have been 47.0% if we included the original cost of the PSS product inventory that had been written down to zero.

Table of Contents

The following is a reconciliation of our third quarter and first nine months of fiscal 2004 gross margin calculated in accordance with GAAP to our third quarter and first nine months of fiscal 2004 gross margin including the original cost of PSS product inventory that had previously been written down to zero (in thousands):

	Third Quarter Ended May 29, 2004 (GAAP)	% of Sales	Adjustment [1]	Third Quarter Ended May 29, 2004 (Non-GAAP)	% of Sales
Sales	$ 36,309			$ 36,309	
Cost of Goods Sold	16,876		$ 1,775	18,651	
Gross Margin	$ 19,433	53.5%		$ 17,658	48.6%

	Nine Months Ended May 29, 2004 (GAAP)	% of Sales	Adjustment [1]	Nine Months Ended May 29, 2004 (Non-GAAP)	% of Sales
Sales	$ 81,065			$ 81,065	
Cost of Goods Sold	39,825		$ 3,159	$ 42,984	
Gross Margin	$ 41,240	50.9%		$ 38,081	47.0%

[1] Original cost of PSS product inventory sold that had been written down to zero.

We will continue to try to sell the impaired inventory to our customers as spares, refurbished systems and upgrades to existing systems. If unsuccessful, some of the items will be disposed. Any material sales of the impaired inventory will be disclosed. Gross margins will be higher if inventory carried at a reduced cost is sold.

Gross margins for the fourth quarter of fiscal 2005 are expected to decrease from the third quarter of fiscal 2005 gross margin to be approximately 39% to 41% of revenues.* The expected domestic/international sales mix, product mix and capacity utilization are impacting our ability to achieve our 50% gross margin goal.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased to $9.1 million for the third quarter of fiscal 2005 as compared to $10.0 million for the third quarter of fiscal 2004. The decrease in selling, general and administrative expenses related primarily to approximately $1.0 million of litigation and bad debt expense in the third quarter of fiscal 2004. Selling, general and administrative expenses were $26.5 million for the first nine months of fiscal 2005 as compared to $30.2 million for the same period in fiscal 2004. The decrease in selling, general and administrative expenses for the first nine months of fiscal 2005 as compared to the first nine months of fiscal 2004 related primarily to a decrease in depreciation expense of approximately $1.3 million primarily due to our SAP computer software system being fully depreciated in fiscal 2004, approximately $1.1 million of litigation and bad debt expenses recorded in the second and third quarters of fiscal 2004 and $3.4 million of expense incurred to settle the patent infringement litigation in the second quarter of fiscal 2004. The decreases were offset by an increase of approximately $1.4 million in service expense related to product evaluation support.

Based on current operations, we expect selling, general and administrative expenses in the fourth quarter of fiscal 2005 to be in the range of $9.1 to $9.2 million as we continue to focus on supporting product evaluations in process at our customers facilities and in anticipation of higher shipment levels.*

Gain on Sale of Facility

We sold our facility in Allen, Texas in the second quarter of fiscal 2005 and received $14.4 million in net cash proceeds from the sale. The building and property, plant and equipment sold were recorded on our balance sheet at approximately $7.5 million at the close of the sale. We recorded a gain of $7.0 million on the sale in the second quarter of fiscal 2005. See Note 2 of the Notes to the Consolidated Financial Statements of this report for further discussion of the sale of the facility.

Table of Contents

Research and Development Expenses

Research and development expenses were $5.5 million for the third quarter of fiscal 2005 as compared to $5.8 million for the third quarter in fiscal 2004. Research and development expenses were $16.4 million for the first nine months of fiscal 2005 as compared to $16.9 million for the same period in fiscal 2004. The majority of our research and development resources are focused on expanding the applications capabilities of our products, supporting customer evaluations and improving the performance of our products.

Based upon current operations and the engineering resources required to support evaluation tool placements and new application and product development programs, research and development expenses for the fourth quarter of fiscal 2005 are expected to be in the range of $5.4 to $5.6 million.*

Other Income, Net

Other income, net was approximately $225,000 of income for the third quarter of fiscal 2005 and $518,000 of income for the first nine months of fiscal 2005, compared to $92,000 of income for the third quarter of fiscal 2004 and $295,000 of income for the first nine months of fiscal 2004. The increases in the fiscal 2005 periods related primarily to increases in interest income due to increases in interest rates.

Other income, net for the fourth quarter of fiscal 2005 is expected to be between $75,000 and $100,000, given our current cash position and anticipated interest rates.*

Gain on Marketable Securities

Gain on marketable securities was $4.2 million in the third quarter and first nine months of fiscal 2005. The gain was due to the gain on the Nortem distribution in the third quarter of fiscal 2005. Gain on sale of marketable securities was $2.0 million for the first nine months of fiscal 2004. The gain was due to the gain on the sales of approximately 627,000 shares of Metron Technology common stock in the first quarter of fiscal 2004.

Gain on marketable securities in the fourth quarter fiscal 2005 is expected to be $1.5 million related to the final distribution from Nortem which occurred in June 2005.* See Note 1 of the Notes to the Consolidated Financial statements of this report for further discussion of the expected gain.

Income Taxes

Our deferred tax assets on the balance sheet as of May 28, 2005 have been fully reserved with a valuation allowance. We do not expect to significantly reduce our valuation allowance until we are consistently profitable on a quarterly basis.*

We have net operating loss carryforwards for federal income tax purposes of approximately $146.4 million, which will begin to expire in fiscal year 2011 through fiscal 2023 if not utilized. Of this amount, approximately $15.0 million is subject to Internal Revenue Code Section 382 limitations on utilization, which limits the amount that we can use to offset taxable income to approximately $1.4 million per year.

Tax legislation has been enacted to repeal certain tax incentives that we have qualified for in the past. The legislation also includes provisions that allow for a deduction for qualified production activities. These provisions will not impact our tax rate in the near-term due to the full valuation allowance. The longer-term impact will depend on the level of our profitability and the mix of domestic and international earnings.

27

Table of Contents

Equity in Earnings of Affiliate

The equity in earnings of affiliate was approximately $236,000 of income for the third quarter of fiscal 2005, compared to approximately $322,000 of income for the third quarter of fiscal 2004. The equity in earnings of affiliate was approximately $667,000 of income for the first nine months of fiscal 2005, compared to $512,000 of income for the first nine months of fiscal 2004.

We expect to report equity in losses of affiliate of between $100,000 and $200,000 in the fourth quarter of fiscal 2005 as our affiliate is impacted by the timing of customer acceptances on their sales and overall industry conditions.*

Net Income (Loss)

Assuming that we can achieve the projected revenue, gross margin, operating expense levels and gain on the Nortem final distribution, we expect to report net loss of $3.5 to $4.5 million for the fourth quarter of fiscal 2005.*

LIQUIDITY AND CAPITAL RESOURCES

Cash, restricted cash, cash equivalents and marketable securities were approximately $35.7 million as of May 28, 2005, a decrease of $6.5 million from the end of fiscal 2004. The net decrease in cash, restricted cash, cash equivalents and marketable securities was primarily due to $19.1 million of cash used in operating activities, including $6.3 million related to litigation settlement. The decrease was also due to capital expenditures of $1.5 million and $1.0 million of investments in affiliate and a license fee. The decreases were partially offset by $14.4 million in proceeds from the sale of the Allen, Texas facility and $0.3 million of proceeds from the issuance of common stock.

Accounts receivable decreased $4.7 million from the end of fiscal 2004 to $17.6 million as of May 28, 2005. The decrease in accounts receivable was primarily due to a decrease in shipments from $26.7 million in the fourth quarter of fiscal 2004 to $18.9 million in the third quarter of fiscal 2005. Accounts receivable will fluctuate from quarter to quarter, depending on individual customers timing of ship dates and payment terms.

Inventory decreased approximately $0.2 million to $27.2 million at May 28, 2005 as compared to $27.4 million at the end of fiscal 2004. The decrease in inventory was primarily due to a decrease in finished goods partially offset by an increase in raw materials. The decrease in finished goods related to the sales of demonstration equipment. The increase in raw materials was due to the timing of receiving customer orders, anticipated customer orders and inventory receipts. Inventory reserves were $15.5 million at May 28, 2005 as compared to reserves of $19.7 million at the end of fiscal 2004. The decrease in inventory reserves related primarily to the disposal of $4.4 million of obsolete inventory, including the disposal of $3.5 million of obsolete PSS product inventory during the first nine months of fiscal 2005. The PSS product inventory reserves were $11.8 million at May 28, 2005 as compared to $15.8 million at the end of fiscal 2004. We disposed of $1.4 million of obsolete PSS product inventory in the first nine months of fiscal 2004, $0.4 million in the third quarter of fiscal 2005 and $0.1 million in the third quarter of fiscal 2004. Since we recorded the PSS product inventory reserves as a result of the wind-down of our Microlithography business in the second quarter of fiscal 2003, we have had sales of PSS product inventory that had previously been written down to zero and reductions in inventory buyback requirements of $6.6 million and have disposed of $6.6 million of PSS product inventory. The original cost of PSS product inventory available for sale or to be disposed of as of May 28, 2005 was $12.7 million.

Trade accounts payable decreased approximately $4.6 million to $4.9 million as of May 28, 2005 as compared to $9.5 million at the end of fiscal 2004. The decrease in trade accounts payable related primarily to a decrease in inventory purchases.

Deferred profit decreased approximately $0.4 million to $2.7 million at May 28, 2005 as compared to $3.1 million at the end of fiscal 2004.

As of May 28, 2005, our current ratio of current assets to current liabilities was 4.5 to 1.0 and working capital was $67.9 million. We did not have any outstanding loans with our affiliate and had no lines of credit or guarantees of affiliate as of May 28, 2005.

The following table provides aggregate information about our contractual payment obligations and the periods in which payments are due (in thousands):

	Payments due by period				
	Total	Less than 1 Year	1-3 years	3-5 years	More than 5 years
Contractual Obligations:					
Operating lease obligations	$ 2,937	$ 1,231	$ 1,461	$ 245	
Purchase obligations	5,070	5,070			
Other long-term liabilities (1)	3,375	1,000	500	500	1,375
Total	$ 11,382	$ 7,301	$ 1,961	$ 745	$ 1,375

(1) Other long-term liabilities represent payments related to a patent litigation settlement and minimum royalty payments or discounts granted under a license agreement.

As previously discussed, we have outstanding litigation regarding the Hsu matter. The total judgment against SSI, together with post-judgment interest of approximately $7.9 million was paid in the third quarter of fiscal 2005. In the third quarter of fiscal 2002, we posted an appeal bond on behalf of SSI and the defendants in the amount of $8.3 million, and it remained outstanding at May 28, 2005. See Note 8 of the Notes to the Consolidated Financial Statements of this report for further discussion related to the Hsu matter. As part of the posting of the bond, we entered into a letter of credit in the amount of $5.3 million with a surety company. This letter of credit is collateralized with restricted cash of a similar amount. As of May 28, 2005, we had guarantees of $274,000 related to auto leases, VAT and payroll requirements in Europe. These guarantees were collateralized with $277,000 of restricted cash. The total balance of restricted cash as of May 28, 2005 was $5.6 million.

Capital expenditures were approximately $1.5 million in the first nine months of fiscal 2005 and $0.6 million in the first nine months of fiscal 2004. We expect total capital expenditures, consisting of primarily lab equipment and business system investments, to be between approximately $2.0 to $2.2 million in fiscal 2005.* Depreciation and amortization for fiscal 2005 is expected to be between approximately $4.5 to $4.7 million.*

At the expected revenue and expense run rate, we anticipate using approximately $3.5 to $4.5 million in net cash for operations in the fourth quarter of fiscal 2005.* We believe that with existing cash, cash receipts, cash equivalents, marketable securities and internally generated funds, there will be sufficient funds to meet our currently projected working capital requirements, and to meet other cash requirements through at least fiscal 2006.* We believe that success in our industry requires substantial capital to maintain the flexibility to take advantage of opportunities as they arise. One of our strategic objectives is, as market and business conditions warrant, to consider divestitures, investments or acquisitions of businesses, products or technologies, particularly those that are complementary to our surface conditioning business.* We may fund such activities with additional equity or debt financing.* The sale of additional equity or debt securities, whether to maintain flexibility or to meet strategic objectives, could result in additional dilution to our shareholders.*

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

New Accounting Pronouncements

In November 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 151, Inventory Costs. This statement requires that items such as idle facility expense, excessive spoilage, double freight

29

and rehandling costs be recognized as current period charges. In addition, this statement requires that the allocation of fixed production overheads to the cost of conversion be based on the normal capacity of the production facilities. This statement is effective for inventory costs incurred beginning in our first quarter of fiscal 2006. The implementation of this statement is not expected to have a material impact on our financial statements.

In December 2004, the FASB issued SFAS No. 123R, Share-Based Payment: an amendment of FASB Statements No. 123 and 95. This statement requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. This statement is effective beginning in our first quarter of fiscal 2006. While we cannot precisely determine the impact on net earnings as a result of the adoption of SFAS No. 123R, estimated compensation expense related to prior periods can be found under the heading, Employee Stock Plans in Note 1 of the Notes to the Condensed Financial Statements. The ultimate amount of increased compensation expense will be dependent on whether we adopt SFAS 123R using the modified prospective or retrospective method, the number of option shares granted during the year, their timing and vesting period and the method used to calculate the fair value of the awards, among other factors.

RISK FACTORS

Our business faces significant risks. The risks described below are not the only risks we face. Additional risks and uncertainties not presently known to us or that we currently believe are immaterial also may impair our business operations. If any of the events or circumstances described in the following risks occurs, our business, operating results or financial condition could be materially adversely affected. The following risk factors should be read in conjunction with the other information and risks set forth in this report.

Because our business depends on the amount that manufacturers of microelectronics spend on capital equipment, downturns in the microelectronics industry may adversely affect our results.

The microelectronics industry experiences periodic downturns, which may have a negative effect on our sales and operating results. Our business depends on the amounts that manufacturers of microelectronics spend on capital equipment. The amounts they spend on capital equipment depend on the existing and expected demand for semiconductor devices and products that use semiconductor devices. When a downturn occurs, some semiconductor manufacturers experience lower demand and increased pricing pressure for their products. As a result, they are likely to purchase less semiconductor processing equipment and have sometimes delayed making decisions to purchase capital equipment. In some cases, semiconductor manufacturers have canceled or delayed orders for our products. Typically, the semiconductor equipment industry has experienced more pronounced decreases in net sales than the semiconductor industry as a whole.

We, along with others in the semiconductor equipment industry, have recently experienced a downturn in orders for new equipment as well as delays in or cancellations of existing orders. We cannot predict the extent and length of the current softening in the industry. In addition:

- the semiconductor equipment industry may experience other, possibly more severe and prolonged, downturns in the future;
- any future recovery of the microelectronics industry may not result in an increased demand by semiconductor manufacturers for capital equipment or our products; and
- the semiconductor equipment industry may not improve in the near future or at all.

Table of Contents

Failure of our products to gain market acceptance would adversely affect our financial condition.

We believe that our growth prospects depend upon our ability to gain customer acceptance of our products and technology, particularly newly developed products. Market acceptance of products depends upon numerous factors, including:

- compatibility with existing manufacturing processes and products;
- ability to displace incumbent suppliers or processes or tools of record;
- perceived advantages over competing products; and
- the level of customer service available to support such products.

Moreover, manufacturers often rely on a limited number of equipment vendors to meet their manufacturing equipment needs. As a result, market acceptance of our products may be affected adversely to the extent potential customers utilize a competitor s manufacturing equipment. There can be no assurance that sales of new products will remain constant or grow or that we will be successful in obtaining broad market acceptance of our systems and technology.

We expect to spend a significant amount of time and resources to develop new systems and enhance existing systems. In light of the long product development cycles inherent in our industry, we will make these expenditures well in advance of the prospect of deriving revenue from the sale of any new systems. Our ability to commercially introduce and successfully market any new systems is subject to a wide variety of challenges during this development cycle, including start-up bugs, design defects and other matters that could delay introduction of these systems to the marketplace. In addition, since our customers are not obligated by long-term contracts to purchase our systems, our anticipated product orders may not materialize or orders that do materialize may be canceled. As a result, if we do not achieve market acceptance of new products, we may not be able to realize sufficient sales of our systems in order to recoup research and development expenditures. The failure of any of our new products, for example the MAGELLAN®, to achieve market acceptance would harm our business, financial condition, and results of operations and cash flows.

If we do not continue to develop new products, we will not be able to compete effectively.

Our business and results of operations could decline if we do not develop and successfully introduce new or improved products that the market accepts. The technology used in microelectronics manufacturing equipment and processes changes rapidly. Industry standards change constantly and equipment manufacturers frequently introduce new products. We believe that microelectronics manufacturers increasingly rely on equipment manufacturers like us to:

- design and develop more efficient manufacturing equipment;
- design and implement improved processes for microelectronics manufacturers to use; and
- make their equipment compatible with equipment made by other equipment manufacturers.

To compete, we must continue to develop, manufacture, and market new or improved products that meet changing industry standards. To do this successfully, we must:

- select appropriate products;

design and develop our products efficiently and quickly;

implement our manufacturing and assembly processes efficiently and on time;

make products that perform well for our customers;

Table of Contents

- market and sell our products effectively; and
- introduce our new products in a way that does not unexpectedly reduce sales of our existing products.

Product or process development problems could harm our results of operations.

Our products are complex, and from time to time have defects or bugs that are difficult and costly to fix. This can harm our results of operations in the following ways:

- we may incur substantial costs to ensure the functionality and reliability of products early in their life cycle;
- repeated defects or bugs can reduce orders, increase manufacturing costs, adversely impact working capital and increase service and warranty expenses; and
- we may require significant lead times between product introduction and commercialization.

As a result, we may have to write off inventory and other assets related to products and could lose customers and revenue. There is no assurance that we will be successful in preventing product and process development problems that could potentially harm our results of operations.

It may be difficult for us to compete with stronger competitors resulting from industry consolidation.

In the past several years, we have seen a trend toward consolidation in the microelectronics equipment industry. We expect the trend toward consolidation to continue as companies seek to strengthen or maintain their market positions in a rapidly changing industry. We believe that industry consolidations may result in competitors that are better able to compete. This could have a significant negative impact on our business, operating results, and financial condition.

Future acquisitions may dilute our shareholders ownership interests and have other adverse consequences.

Because of consolidations in the semiconductor equipment industry we serve and other competitive factors, our management will seek to acquire additional product lines, technologies, and businesses if suitable opportunities develop. Acquisitions may result in the issuance of our stock, which may dilute our shareholders ownership interests and reduce earnings per share. Acquisitions also may increase debt levels and the related goodwill and other intangible assets, which could have a significant negative effect on our financial condition and operating results. In addition, acquisitions involve numerous risks, including:

- difficulties in absorbing the new business, product line, or technology;
- diversion of management s attention from other business concerns;
- entering new markets in which we have little or no experience; and
- possible loss of key employees of the acquired business.

Table of Contents

Because of the volatility of our stock price, the ability to trade FSI shares may be adversely affected and our ability to raise capital through future equity financing may be reduced.

Our stock price has been volatile in the past and may continue to be so in the future. In the first nine months of fiscal 2005, our stock price ranged from $3.22 to $5.56 per share and in fiscal 2004, our stock price ranged from $4.01 to $9.24 per share.

The trading price of our common shares is subject to wide fluctuations in response to various factors, some of which are beyond our control, including factors discussed elsewhere in this report and the following:

- failure to meet the published expectations of securities analysts for a given period;
- changes in financial estimates by securities analysts;
- press releases or announcements by, or changes in market values of, comparable companies;
- additions or departures of key personnel; and
- involvement in or adverse results from litigation.

The prices of technology stocks, including ours, have been particularly affected by extreme fluctuations in price and volume in the stock market generally. These broad stock market fluctuations may have a negative effect on our future stock price.

In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. In the future we could be the target of this type of litigation. Securities litigation may result in substantial costs and divert management s attention and resources, which can seriously harm our business.

Because our quarterly operating results are volatile, our stock price could fluctuate.

In the past, our operating results have fluctuated from quarter to quarter and are likely to do so in the future. These fluctuations may have a significant impact on our stock price. The reasons for the fluctuations in our operating results, such as sales, gross profits, and net income, include:

- *The Timing of Significant Customer Orders and Customer Spending Patterns.* During industry downturns, our customers may ask us to delay or even cancel the shipment of equipment orders. Delays and cancellations may adversely affect our operating results in any particular quarter if we are unable to recognize revenue for particular sales in the quarter in which we expected those sales.

- *The Timing of New Product and Service Announcements By Us or Our Competitors.* New product announcements by us and our competitors could cause our customers to delay a purchase or to decide to purchase products of one of our competitors which would adversely affect our revenue and, therefore, our results of operations. New product announcements by others may make it necessary for us to reduce prices on our products or offer more service options, which could adversely impact operating margins and net income.

- *The Mix of Products Sold and the Market Acceptance of Our New Product Lines.* The mix of products we sell varies from period to period, and because margins vary among or within different product lines, this can adversely affect our results of operations. If we fail to sell our products which generate higher margins, our average gross margins may be lower than expected. If we fail to sell our new product lines, our revenue may be lower than expected.

33

General Global Economic Conditions or Economic Conditions in a Particular Region. When economic conditions in a region or worldwide worsen, customers may delay or cancel their orders. There also may be an increase in the time it takes to collect payment from our customers or even outright payment defaults. This can negatively affect our cash flow and our results.

As a result of these factors, our future operating results are difficult to predict. Further, we base our current and future expense plans in significant part on our expectations of our longer-term future revenue. As a result, we expect our expense levels to be relatively fixed in the short-run. An unanticipated decline in revenue for a particular quarter may disproportionately affect our net income in that quarter. If our revenue is below our projections, then our operating results will also be below expectations. Any one of the factors we list above, or a combination of them, could adversely affect our quarterly results of operations, and consequently may cause a decline in our share price.

Because of our ownership position in m FSI, LTD., adverse results of m FSI LTD could adversely affect our results.

The profits or losses of our affiliate, m FSI LTD., can also significantly affect our financial results. We have a 49% interest in m FSI LTD. If this affiliate loses the business of a significant company for which it distributes or sells products, loses a significant customer, or otherwise became less financially viable, it could have a negative effect on our financial condition.

Changes in demand caused by fluctuations in interest and currency exchange rates may reduce our international sales.

Almost all of our direct international sales are denominated in U.S. dollars. Nonetheless, changes in demand caused by fluctuations in interest and currency exchange rates may affect our international sales. Sales for m FSI LTD are denominated in yen. As a result, U.S. dollar/yen exchange rates may affect our equity interest in m FSI LTD s earnings.

m FSI sometimes engages in so-called hedging or risk-reducing transactions to try to limit the negative effects that the devaluation of foreign currencies relative to the U.S. dollar could have on operating results. m FSI LTD will do so if a sale denominated in a foreign currency is sufficiently large to justify the costs of hedging. To hedge a sale, m FSI LTD typically will commit to buy U.S. dollars and sell the foreign currency at a given price at a future date. If the customer cancels the sale, m FSI LTD may be forced to buy U.S. dollars and sell the foreign currency at market rates to meet its hedging obligations and may incur a loss in doing so. To date, the hedging activities of m FSI LTD have not had any significant negative effect on us.

Because we assumed direct sales, service and applications support and logistics responsibilities for our products in Europe and the Asia Pacific region starting in March 2003, we incur labor, service and other expenses in foreign currencies. As of May 28, 2005, we had not entered into any hedging activities and our foreign currency transaction loss for the first nine months of fiscal 2005 was insignificant. We intend to evaluate various hedging activities and other options to minimize fluctuations in interest and currency exchange rates. There is no assurance that we will be successful in minimizing foreign exchange rate risks and such failure may reduce our international sales or negatively impact our operating results.

Because of the need to meet and comply with numerous foreign regulations and policies, the potential for change in the political and economic environments in foreign jurisdictions and the difficulty of managing business overseas, we may not be able to sustain our historical level of international sales.

We operate in a global market. In the first nine months of fiscal 2005, approximately 69% of our sales revenue derived from sales outside of the United States. In fiscal 2004, approximately 47% of our sales revenue derived from sales outside the United States. In fiscal 2003, approximately 38% of our sales revenue derived from sales outside the United States. In fiscal 2002, approximately 29% of our sales revenue

34

derived from sales outside the United States. We expect that international sales will continue to represent a significant portion of total sales. Sales to customers outside the United States involve a number of risks, including the following:

- imposition of government controls;
- compliance with U.S. export laws and foreign laws;
- political and economic instability;
- trade restrictions;
- changes in taxes and tariffs;
- longer payment cycles;
- difficulty of administering business overseas; and
- general economic conditions.

In particular, the Japanese and Asia Pacific markets are extremely competitive. The semiconductor device manufacturers located there are very aggressive in seeking price concessions from suppliers, including equipment manufacturers like us.

We seek to meet technical standards imposed by foreign regulatory bodies. However, we cannot guarantee that we will be able to comply with those standards in the future. Any failure by us to design products to comply with foreign standards could have a significant negative impact on us.

Because of the significant financial resources needed to offer a broad range of products, to maintain customer service and support and to invest in research and development, we may be unable to compete with larger, better established competitors.

The microelectronics equipment industry is highly competitive. We face substantial competition throughout the world. We believe that to remain competitive, we will need significant financial resources to offer a broad range of products, to maintain customer service and support, and to invest in research and development. We believe that the microelectronics industry is becoming increasingly dominated by large manufacturers who have the resources to support customers on a worldwide basis. Some of our competitors have substantially greater financial, marketing, and customer-support capabilities than us. Large equipment manufacturers have or may enter the market areas in which we compete. In addition, smaller, emerging microelectronics equipment companies provide innovative technology. We expect that our competitors will continue to improve the design and performance of their existing products and processes. We also expect them to introduce new products and processes with better performance and pricing. We cannot guarantee that we will continue to compete effectively in the United States or elsewhere. We may be unable to continue to invest in marketing, research and development and engineering at the levels we believe necessary to maintain our competitive position. Our failure to make these investments could have a significant negative impact on our business, operating results and financial condition.

Because we do not have long-term sales commitments with our customers, if these customers decide to reduce, delay or cancel orders or choose to deal with our competitors, then our results will be adversely affected.

If our significant customers reduce, delay, or cancel orders, then our operating results could suffer. Our largest customers have changed from year to year, however, sales to our top five customers accounted for approximately 46% of total sales in fiscal 2004, 59% of total revenues in fiscal 2003 and 53% of total revenues in fiscal 2002. Texas Instruments accounted for 16% of total sales in fiscal 2004, 24% of total sales in fiscal 2003 and 29% of total revenues in fiscal 2002. IBM accounted for approximately 14% of total sales in fiscal 2003 and 11%

of total revenues in fiscal 2002. We currently have no long-term sales commitments with any of our customers. Instead, we generally make sales under purchase orders. All orders are subject to cancellation or delay by the customer.

Our backlog may not result in future net sales.

We schedule the production of our systems based in part upon order backlog. Due to possible customer changes in delivery schedules and cancellations of orders, our backlog at any particular date is not necessarily indicative of actual sales for any succeeding period. In addition, while we evaluate each customer order on a case by case basis to determine qualification for inclusion in backlog, there can be no assurance that amounts included in backlog ultimately will result in future sales. A reduction in backlog during any particular period, or the failure of our backlog to result in future sales, could harm our business.

Because we depend upon our management and technical personnel for our success, the loss of key personnel could place us at a competitive disadvantage.

Our success depends to a significant extent upon our management and technical personnel. The loss of a number of these key persons could have a negative effect on our operations. Competition is high for such personnel in our industry in all of our locations. We periodically review our compensation and benefit packages to ensure that they are competitive in the marketplace and make adjustments or implement new programs for that purpose, as appropriate. We cannot guarantee that we will continue to attract and retain the personnel we require to continue to grow and operate profitably.

Our employment costs in the short-term are to a large extent fixed, and therefore any unexpected revenue shortfall could adversely affect our operating results.

Our operating expense levels are based in significant part on our headcount, which generally is driven by longer-term revenue goals. For a variety of reasons, particularly the high cost and disruption of lay-offs and the costs of recruiting and training, our headcount in the short-term is, to a large extent, fixed. Accordingly, we may be unable to reduce employment costs in a timely manner to compensate for any unexpected revenue or gross margin shortfall, which could have a material adverse effect on our operating results.

Because our intellectual property is important to our success, the loss or diminution of our intellectual property rights through legal challenge by others or from independent development by others, could adversely affect our business.

We attempt to protect our intellectual property rights through patents, copyrights, trade secrets, and other measures. However, we believe that our financial performance will depend more upon the innovation, technological expertise, and marketing abilities of our employees than on such protection. In connection with our intellectual property rights, we face the following risks:

- our pending patent applications may not be issued or may be issued with more narrow claims;
- patents issued to us may be challenged, invalidated, or circumvented;
- rights granted under issued patents may not provide competitive advantages to us;
- foreign laws may not protect our intellectual property rights; and

others may independently develop similar products, duplicate our products, or design around our patents.

As is typical in the semiconductor industry, we occasionally receive notices from others alleging infringement claims. We have been involved in patent infringement litigation in the past and we could become involved in similar lawsuits or other patent infringement claims in the future. We cannot guarantee the outcome of such lawsuits or claims, which may have a significant negative effect on our business or operating results.

We are currently exposed to various risks related to legal proceedings or claims.

We currently are, and in the future, may be, involved in legal proceedings or claims regarding patent infringement, intellectual property rights, contracts and other matters. These legal proceedings and claims, whether with or without merit, could be time-consuming and expensive to prosecute or defend, and could divert management s attention and resources. There can be no assurance regarding the outcome of current or future legal proceedings or claims. If we are not able to resolve a claim, negotiate a settlement of the matter, obtain necessary licenses on commercially reasonable terms and/or successfully prosecute or defend its position, our business, financial condition and results of operations could be materially and adversely affected.

Our sales cycle is long and unpredictable, which could require us to incur high sales and marketing expenses with no assurance that a sale will result.

Sales cycles for some of our products can run as long as 12 to 18 months. As a result, we may not recognize revenue from efforts to sell particular products for extended periods of time. We believe that the length of the sales cycle may increase as some current and potential customers centralize purchasing decisions into one decision-making entity. We expect this may intensify the evaluation process and require us to make additional sales and marketing expenditures with no assurance that a sale will result.

We are subject to internal controls evaluations and attestation requirements of Section 404 of the Sarbanes-Oxley act of 2002.

Beginning in fiscal 2005, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we must perform evaluations of our internal controls over financial reporting. Beginning as of the end of fiscal 2005 and annually thereafter, we must include with our Form 10-K a report on our management s assessment of the adequacy of such internal controls, and our independent registered public accounting firm must publicly attest to the adequacy of management s assessment and the effectiveness of our internal controls. We have prepared and are implementing a plan of action for compliance. Compliance with these requirements is complex and time-consuming. If we fail to timely or successfully comply with the requirements of Section 404, or if our independent registered public accounting firm does not timely attest to the evaluation, we could be subject to increased regulatory scrutiny and the public s perception of us may change.

Changes to financial accounting standards may affect our reported results of operations.

We prepare our financial statements to conform with accounting principles generally accepted in the United States of America (GAAP). The GAAP are subject to interpretation by the American Institute of Certified Public Accountants, the Securities and Exchange Commission, the Financial Accounting Standards Board and various bodies formed to interpret and create appropriate accounting policies. A change in those policies can have a significant effect on our reported results and may even affect our reporting of transactions completed before a change is announced.

Accounting policies affecting many other aspects of our business, including rules relating to purchase accounting for business combinations, revenue recognition, in-process research and development charges, employee stock purchase plans and stock option grants, have recently been revised or are under review. Changes to those rules or the questioning of our current accounting practices may have a material adverse effect on our reported financial results or on the way we conduct business. In addition, our preparation of financial statements in accordance with GAAP requires that we make estimates and assumptions that affect the recorded amounts of assets and liabilities, disclosure of those assets and liabilities at the date of the financial statement and the recorded amounts of expenses during the reporting period. A change in the facts and circumstances surrounding those estimates could result in a change to our estimates and could impact our future operating results.

Table of Contents

We do not intend to pay dividends.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain any future earnings for funding growth and, therefore, do not expect to pay any dividends in the foreseeable future.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our cash flows and earnings are subject to fluctuations in foreign exchange rates due to our investments in foreign-affiliates. As of May 28, 2005, our investments in affiliate included a 49% interest in m FSI LTD, which operates in Japan and an approximately 12% interest in Nortem N.V. (formerly known as Metron Technology), which is in the process of being liquidated. We denominate all U.S. export sales in U.S. dollars. Our investment in Nortem N.V. was accounted for as marketable securities as of May 28, 2005. In June 2005, we received the final distribution. See Note 1 of the Notes to the Consolidated Financial Statements of this report for further discussion related to the final distribution.

Because we assumed direct sales, service and applications support and logistics responsibilities for our products in Europe and the Asia Pacific region in March 2003, we have and will continue to incur labor, service and other expenses in foreign currencies. As a result, we may be exposed to fluctuations in foreign exchange rate risks.* As of May 28, 2005, we had not entered into any hedging activities and our foreign currency transaction loss for the first nine months of fiscal 2005 was insignificant. We are currently evaluating various hedging activities and other options to minimize these risks.

We do not have significant exposure to changing interest rates as all material outstanding debt was repaid in 1999. We do not undertake any specific actions to cover our exposure to interest rate risk and we are not party to any interest rate risk management transactions. The impact on net loss before income taxes of a 1% change in short-term interest rates would be approximately $357,000 based on cash, restricted cash, cash equivalents and marketable security balances as of May 28, 2005.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934 (the Exchange Act)). Based on this evaluation, the principal executive officer and the principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in our internal control over financial reporting during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

We generate minor amounts of liquid and solid hazardous waste and use licensed haulers and disposal facilities to ship and dispose of such waste. In the past, we have received notice from state or federal enforcement agencies that we are a potentially responsible party (PRP) in connection with the investigation of several hazardous waste disposal sites owned and operated by third parties. In each matter, we have elected to participate in settlement offers made to all *de minimis* parties with respect to such sites. The risk of being named a PRP is that if any of the other PRP s are unable to contribute its proportionate share of the liability, if any, associated with the site, those PRP s that are financially able could be held financially responsible for the shortfall.

There has and continues to be substantial litigation regarding patent and other intellectual property rights in the microelectronics industry. Commercialization of new products or further commercialization of our current products could provoke claims of infringement by third parties. In the future, litigation may be necessary to enforce patents issued to us, to protect trade secrets or know-how owned by us or to defend us against claimed infringement of the rights of others and to determine the scope and validity of our proprietary rights. Any such litigation could result in substantial costs and diversion of effort by us, which by itself could have a material adverse impact on our financial condition and operating results. Further, adverse determinations in such litigation could result in our loss of proprietary rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties or prevent us from manufacturing or selling one or more products, any of which could have a material adverse effect on our financial condition and results of operations.

Certain of our product lines are intended for use with hazardous chemicals. As a result, we are notified by our customers from time to time of incidents involving our equipment that have resulted in a spill or release of a hazardous chemical. In some cases it may be alleged that we or our equipment are at fault. There can be no assurance that any future litigation resulting from such claims would not have a material adverse effect on our business or financial results.

In fall 1995, pursuant to the Employee Stock Purchase and Shareholder Agreement dated November 30, 1990 between Eric C. Hsu and Semiconductor Systems, Inc. (SSI) (the Shareholder Agreement) and in connection with Mr. Hsu s termination of his employment with SSI in August 1995, the former shareholders of SSI purchased the shares of SSI common stock then held by Mr. Hsu. In April 1996, we acquired SSI, and SSI became our wholly owned subsidiary. In October 1996, Eric C. and Angie L. Hsu (the plaintiffs) filed a lawsuit in the Superior Court of California, County of Alameda, Southern Division, against SSI and the former shareholders of SSI. The plaintiffs alleged that such purchase breached the Shareholder Agreement and violated the California Corporations Code, breached the fiduciary duty owed plaintiffs by the individual defendants and constituted fraud.

In September and October 2000, certain of Mr. Hsu s claims were tried to a jury in Alameda County Superior Court in Oakland, California. At the conclusion of the trial, the jury found that SSI breached the Shareholder Agreement between it and Mr. Hsu and that the damages that resulted were approximately $2.4 million. In addition, each of the individual defendant shareholders was found liable for conversion and damages of $4.2 million were awarded. Certain individual defendants were also found to have intentionally interfered with Mr. Hsu s prospective economic advantage and damages of $3.2 million were awarded. Finally, several individual defendants and SSI were found to have violated certain provisions of the California Corporation Code and damages of $2.4 million were awarded.

In proceedings subsequent to the trial, the Court determined that the plaintiffs were entitled to an award against SSI of prejudgment interest on the breach of contract damages (approximately $2.4 million) at 10 percent per annum from October 1996. In addition, the Court awarded plaintiffs approximately $127,000 in costs and approximately

$1.8 million in attorneys fees against SSI and the individual defendants. On November 16, 2001, the court signed its final judgment reflecting the jury s awards, interest, attorneys fees and costs assessed against each of the defendants.

Following the entry of judgment, SSI and the other defendants filed post-trial motions seeking reduction in the jury s damage awards and/or a new trial. The court denied these post-trial motions and there was no reduction in damages against SSI. Mr. Hsu was awarded an additional $431,000 for attorneys fees and expenses incurred since the judgment was rendered in November 2001. The total judgment against SSI together with post judgment interest and attorneys fees as of February 26, 2005 aggregated approximately $7.9 million.

SSI and the individual defendants have filed an appeal on a variety of grounds, and we posted an appeal bond on behalf of SSI and defendants in the amount of $8.3 million. As part of the posting of the bond, we entered into a letter of credit in the amount of $5.2 million with a surety company. This letter of credit is collateralized with restricted cash of the same amount.

We, on behalf of SSI, have made a claim with respect to the lawsuit under the escrow created at the time of our acquisition of SSI. The escrow was established to secure certain indemnification obligations of the former shareholders of SSI. The escrow consists of an aggregate of 250,000 shares of our common stock paid to the former shareholders of SSI as consideration in the acquisition. The former shareholders have agreed to hold us and SSI harmless from any claim arising out of any securities transactions between SSI and the shareholders or former shareholders of SSI. The indemnification obligations of the individual SSI shareholders are capped at approximately $4.2 million in the aggregate. Any shares in the escrow returned to us to satisfy any indemnification obligations will be valued at $12.125 per share, the per-share price of our common stock at the time of the SSI acquisition.

In February 2005, the Court of Appeal upheld the damage awarded to Mr. Hsu. The total judgment against SSI together with post judgment interest and attorneys fees as of February 26, 2005 aggregated approximately $7.9 million. As a result, we recorded a $0.3 million charge in the second quarter of fiscal 2005. During the third quarter of fiscal 2005, we retired the 250,000 shares of our common stock held in escrow. As the SSI merger was a pooling of interests, we decreased our stockholder s equity by an amount equal to $3.0 million (valuing the escrow shares at $12.125 per share, the market price of our common stock at the date of consummation of the SSI acquisition). On March 28, 2005, we tendered funds totaling approximately $7.9 million to the Hsus via a cashiers check which we believe was the full judgment amount plus all applicable interest. This included $1.6 million of cash provided by the individual defendants. Subsequently, instead of depositing the cashiers check, the Hsus filed a motion with the court to enforce the judgment against the appeal bond and we and the individual defendants filed a motion to release the bond. The court heard the motions on May 27, 2005 and deferred a decision until July 1, 2005. Prior to the July 1, 2005 hearing, the Hsus filed a supplemental motion seeking to recover attorneys fees, costs and additional interest from the appeal bond in the approximate amount of $315,000. We, along with the individual defendants, filed additional briefs with the court arguing against granting the Hsus motion for attorneys fees, costs and additional interest to enforce the judgment. We believe that interest stopped accruing when we tendered the cashiers check to the Hsus and that we have no obligations to reimburse the Hsus for any additional interest, attorneys fees and costs. The Hsus cashed the cashiers check prior to the July 1, 2005 hearing. The court heard the supplemental motion and additional briefs on July 1, 2005 and deferred a decision until July 22, 2005.

In September 1995, CFM Technologies, Inc. and CFMT, Inc. (collectively CFM) filed a complaint in United States District Court for the District of Delaware against YieldUP, now known as SCD Mountain View, Inc., our wholly owned subsidiary. CFM filed an additional complaint against YieldUP in United States District Court for the District of Delaware on December 30, 1998.

On January 3, 2001, Mattson Technology, Inc. (Mattson) completed the merger of the semiconductor equipment division of Steag Electronic Systems AG and CFM and established its wet products division. With the merger completed, Mattson assumed responsibility for the two suits CFM filed against YieldUP. On March 17, 2003, SCP Global Technologies (SCP) acquired the wet product division of Mattson, including CFMT, Inc., and assumed responsibility for the two lawsuits.

40

Table of Contents

On February 19, 2004, FSI and SCP announced that they settled the two patent infringement lawsuits pending in the United States District Court for the District of Delaware. In an effort to settle these lawsuits, we acknowledged the validity and enforceability of the patents, but disputed that any of our products infringed upon the claims of the patents.

We agreed to pay SCP $4.0 million for a release from past infringement claims and a prospective license under all four patents asserted against us in the two lawsuits. The release applies to all purchasers of our products containing its Surface Tension Gradient (STG®) technology. The prospective license applies to all end-user customers of our products, subject to certain limitations. In addition, we agreed to supply SCP customers, at a pre-established price, its rinse/dry kits to implement its STG® technology for certain applications.

We have made payments of $3.2 million as of May 28, 2005 and will make the final payment of $750,000 in the second quarter of fiscal 2006. As a result, we recorded a $3.4 million charge to operations in the second quarter of fiscal 2004. We had previously recorded a $0.6 million charge to operations associated with this litigation.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

ITEM 3. Defaults upon Senior Securities

None

ITEM 4. Submission of Matters to a Vote of Security Holders

None

ITEM 5. Other Information

None

ITEM 6 Exhibits and Reports on Form 8-K

(a)(3) Exhibits

2.1	Agreement and Plan of Reorganization, dated as of January 21, 1999 among FSI International, Inc., BMI International, Inc. and YieldUP International Corporation. (5)
2.2	Agreement and Plan of Reorganization by and Among FSI International, Inc., Spectre Acquisition Corp., and Semiconductor Systems, Inc. (1)
2.3	Asset Purchase Agreement dated as of June 9, 1999 between FSI International, Inc. and The BOC Group, Inc. (6)
3.1	Restated Articles of Incorporation of the Company. (2)
3.2	Restated and amended By-Laws. (9)
3.5	Articles of Amendment of Restated Articles of Incorporation. (7)
3.6	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Shares. (3)
4.1	Form of Rights Agreement dated as of May 22, 1997 between FSI International, Inc. and Harris Trust and Savings Bank, National Association, as Rights Agent. (3)
4.2	Amendment dated March 26, 1998 to Rights Agreement dated May 22, 1997 by and between FSI International, Inc. and Harris Trust and Saving Bank, National Association as Rights Agent. (4)
4.3	Amendment dated March 9, 2000 to Rights Agreement dated May 22, 1997, as amended March 26, 1998 by and between FSI International, Inc. and Harris Trust and Savings Bank as Rights Agent. (8)
4.4	Third Amendment dated April 3, 2002 to Rights Agreement dated May 22, 1997, as amended on March 26, 2008 and March 9, 2000 by and between FSI and Harris Trust and Savings Bank, as Rights Agent. (10)
4.5	Form of Fourth Amendment to Share Rights Agreement, dated as of May 22, 1997, as amended on March 26, 1998, March 9, 2000 and April 3, 2002 by and between FSI and Computershare Investor Services (formerly Harris Trust and Savings Bank), as Rights Agent. (11)
31.1	Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (filed herewith)
31.2	Certification by Principal Finance and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (filed herewith)
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (filed herewith)

(1)

Filed as an Exhibit to the Company s Registration Statement on Form S-4 (as amended) dated March 21, 1996, SEC File No. 333-1509 and incorporated by reference.

(2) Filed as an Exhibit to the Company s Report on Form 10-Q for the quarter ended February 24, 1990, SEC File No. 0-17276, and incorporated by reference.

(3) Filed as an Exhibit to the Company s Report on Form 8-A, filed by the Company on June 5, 1997, SEC File No. 0-17276, and incorporated by reference.

(4) Filed as an Exhibit to the Company s Report on Form 8-A/A-1, filed by the Company on April 16, 1998, Sec File No. 0-17276 and incorporated by reference.

(5) Filed as an Exhibit to the Company s Report on Form 8-K, filed by the Company on January 27, 1999, SEC File No. 0-17276 and incorporated by reference.

(6) Filed as an Exhibit to the Company s Report on Form 8-K, filed by the Company on June 24, 1999, SEC File No. 0-17276 and incorporated by reference.

(7) Filed as an Exhibit to the Company s Report on Form 10-K for the fiscal year ended August 28, 1999, SEC File No. 0-17276, and incorporated by reference.

Table of Contents

(8) Filed as an Exhibit to the Company s Report on Form 10-Q for the fiscal quarter ended May 27, 2000, SEC File No. 0-17276 and incorporated by reference.

(9) Filed as an Exhibit to the Company s Report on Form 10-Q for the fiscal quarter ended February 23, 2002, SEC File No. 0-17276 and incorporated by reference.

(10) Filed as an Exhibit to the Company s Registration Statement on Form 8-A/A2, filed by the Company on April 9, 2002, SEC File No. 0-17276, and incorporated by reference.

(11) Filed as an Exhibit to the Company s Current Report on Form 8-K, filed by the Company on January 11, 2005, SEC File No. 0-17276, and incorporated by reference.

Table of Contents

FSI INTERNATIONAL, INC. AND SUBSIDIARIES

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, thereunto duly authorized.

FSI INTERNATIONAL, INC.
....

[Registrant]

By: /s/ Patricia M. Hollister

DATE: July 7, 2005

Patricia M. Hollister
Chief Financial Officer
on behalf of the
Registrant and as
Principal Financial Officer

Table of Contents

INDEX TO EXHIBITS

Exhibit	Description	Method of Filing
2.1	Agreement and Plan of Reorganization, dated as of January 21, 1999 among FSI International, Inc., BMI International, Inc. and YieldUP International Corporation. (5)	Incorporated by reference.
2.2	Agreement and Plan of Reorganization by and Among FSI International, Inc., Spectre Acquisition Corp., and Semiconductor Systems, Inc. (1)	Incorporated by reference.
2.3	Asset Purchase Agreement dated as of June 9, 1999 between FSI International, Inc. and The BOC Group, Inc. (6)	Incorporated by reference.
3.1	Restated Articles of Incorporation of the Company. (2)	Incorporated by reference.
3.2	Restated and amended By-Laws. (9)	Incorporated by reference.
3.5	Articles of Amendment of Restated Articles of Incorporation. (7)	Incorporated by reference.
3.6	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Shares. (3)	Incorporated by reference.
4.1	Form of Rights Agreement dated as of May 22, 1997 between FSI International, Inc. and Harris Trust and Savings Bank, National Association, as Rights Agent. (3)	Incorporated by reference.
4.2	Amendment dated March 26, 1998 to Rights Agreement dated May 22, 1997 by and between FSI International, Inc. and Harris Trust and Saving Bank, National Association as Rights Agent. (4)	Incorporated by reference.
4.3	Amendment dated March 9, 2000 to Rights Agreement dated May 22, 1997, as amended March 26, 1998 by and between FSI International, Inc. and Harris Trust and Savings Bank as Rights Agent. (8)	Incorporated by reference.
4.4	Third Amendment dated April 3, 2002 to Rights Agreement dated May 22, 1997, as amended on March 26, 2008 and March 9, 2000 by and between FSI and Harris Trust and Savings Bank, as Rights Agent. (10)	Incorporated by reference.
4.5	Form of Fourth Amendment to Share Rights Agreement, dated as of May 22, 1997, as amended on March 26, 1998, March 9, 2000 and April 3, 2002 by and between FSI and Computershare Investor Services (formerly Harris Trust and Savings Bank), as Rights Agent. (11)	Incorporated by reference.
31.1	Certification by Principal Executive Officer Pursuant to section 302 of the Sarbanes-Oxley Act.	Filed herewith.

31.2	Certification by Principal Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.	Filed herewith.
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith.

(1) Filed as an Exhibit to the Company s Registration Statement on Form S-4 (as amended) dated March 21, 1996, SEC File No. 333-1509 and incorporated by reference.

(2) Filed as an Exhibit to the Company s Report on Form 10-Q for the quarter ended February 24, 1990, SEC File No. 0-17276, and incorporated by reference.

(3) Filed as an Exhibit to the Company s Report on Form 8-A, filed by the Company on June 5, 1997, SEC File No. 0-17276, and incorporated by reference.

(4) Filed as an Exhibit to the Company s Report on Form 8-A/A-1, filed by the Company on April 16, 1998, Sec File No. 0-17276 and incorporated by reference.

(5) Filed as an Exhibit to the Company s Report on Form 8-K, filed by the Company on January 27, 1999, SEC File No. 0-17276 and incorporated by reference.

(6) Filed as an Exhibit to the Company s Report on Form 8-K, filed by the Company on June 24, 1999, SEC File No. 0-17276 and incorporated by reference.

(7) Filed as an Exhibit to the Company s Report on Form 10-K for the fiscal year ended August 28, 1999, SEC File No. 0-17276, and incorporated by reference.

(8) Filed as an Exhibit to the Company s Report on Form 10-Q for the fiscal quarter ended May 27, 2000, SEC File No. 0-17276 and incorporated by reference.

(9) Filed as an Exhibit to the Company s Report on Form 10-Q for the fiscal quarter ended February 23, 2002, SEC File No. 0-17276 and incorporated by reference.

(10) Filed as an Exhibit to the Company s Registration Statement on Form 8-A/A2, filed by the Company on April 9, 2002, SEC File No. 0-17276, and incorporated by reference.

(11) Filed as an Exhibit to the Company s Current Report on Form 8-K, filed by the Company on January 11, 2005, SEC File No. 0-17276, and incorporated by reference.