AEHR TEST SYSTEMS
Form 10-Q
January 13, 2010

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 30, 2009.

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________ to __________.

Commission file number: 000-22893.

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

CALIFORNIA	94-2424084
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
400 KATO TERRACE FREMONT, CA	94539
(Address of principal executive offices)	(Zip Code)

(510) 623-9400
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT.

N/A

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 as the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

(Item 1) YES X NO ___

(Item 2) YES X NO ___

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post

such files).

Yes ___ No ___

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ___ Accelerated filer ___

Non-accelerated filer ___ Smaller reporting company X

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES ___ NO X

Number of shares of common stock, $0.01 par value, outstanding at December 31, 2009 was 8,601,943.

FORM 10-Q

FOR THE QUARTER ENDED NOVEMBER 30, 2009

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PART I. FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)
(unaudited)

	November 30, 2009	May 31, 2009 (1)
ASSETS		
Current assets:		

Cash and cash equivalents	$ 5,052	$ 4,360
Accounts receivable, net of allowances for doubtful accounts of $2,718 and $13,741 at November 30, 2009 and May 31, 2009, respectively	971	931
Inventories	3,950	4,472
Prepaid expenses and other	628	879
Total current assets	10,601	10,642
Property and equipment, net	2,446	2,741
Other assets	534	528
Total assets	$13,581	$13,911
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 366	$ 995
Accrued expenses	1,728	2,107
Deferred revenue	872	241
Total current liabilities	2,966	3,343
Income tax payable	299	299
Deferred lease commitment	294	306
Total liabilities	3,559	3,948
Shareholders' equity:		
Common stock, $0.01 par value: Issued and outstanding: 8,598 shares and 8,496 shares at November 30, 2009 and May 31, 2009, respectively	86	85
Additional paid-in capital	45,734	44,552
Accumulated other comprehensive income	2,873	2,800
Accumulated deficit	(38,671)	(37,474)
Total shareholders' equity	10,022	9,963
Total liabilities and shareholders' equity	$13,581	$13,911

(1) The condensed consolidated balance sheet at May 31, 2009 has been derived from the audited consolidated financial statements at that date.

The accompanying notes are an integral part of these condensed consolidated financial statements.

AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended November 30,		Six Months Ended November 30,	
	2009	2008	2009	2008
Net sales.	$1,646	$9,242	$ 2,914	$18,932
Cost of sales.	1,297	4,650	2,622	9,422
Gross profit	349	4,592	292	9,510
Operating expenses:				
Selling, general and administrative.	1,623	1,830	2,936	3,915
Research and development	1,077	1,577	2,019	3,055
Gain on sale of bankruptcy claim . .	--	--	(3,289)	--
Total operating expenses	2,700	3,407	1,666	6,970
(Loss) income from operations.	(2,351)	1,185	(1,374)	2,540
Interest income	2	47	3	110
Other income, net.	26	384	12	377
(Loss) income before income tax (benefit) expense.	(2,323)	1,616	(1,359)	3,027
Income tax (benefit) expense	(165)	744	(162)	1,290
Net (loss) income.	$(2,158)	$ 872	$(1,197)	$ 1,737
Net (loss) income per share - basic. .	$ (0.25)	$ 0.10	$ (0.14)	$ 0.21
Net (loss) income per share - diluted.	$ (0.25)	$ 0.10	$ (0.14)	$ 0.20
Shares used in per share calculations:				
Basic.	8,526	8,426	8,504	8,411
Diluted.	8,526	8,447	8,504	8,600

The accompanying notes are an integral part of these condensed consolidated financial statements.

AEHR TEST SYSTEMS
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended November 30, 2009	Six Months Ended November 30, 2008
Cash flows from operating activities:		
Net (loss) income	$(1,197)	$ 1,737
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:		
Stock compensation expense	1,085	616
Provision for doubtful accounts	--	55
Depreciation and amortization	358	233
Deferred income taxes	--	997
Changes in operating assets and liabilities:		
Accounts receivable	181	(3,875)
Inventories	523	(283)
Deferred lease commitment	(12)	46
Accounts payable	(1,156)	(757)
Income tax payable	44	4
Accrued expenses and deferred revenue	238	(850)
Prepaid expenses and other	287	(168)
Net cash provided by (used in) operating activities	351	(2,245)
Cash flows from investing activities:		
Purchase of investments	--	(2,000)
Purchase of property and equipment	(54)	(246)
Net cash used in investing activities	(54)	(2,246)
Cash flows from financing activities:		
Proceeds from issuance of common stock and exercise of stock options	98	450
Net cash provided by financing activities	98	450
Effect of exchange rates on cash	297	120
Net increase (decrease) in cash and cash equivalents	692	(3,921)
Cash and cash equivalents, beginning of period	4,360	15,648
Cash and cash equivalents, end of period	$ 5,052	$11,727

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AEHR TEST SYSTEMS
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial information has been prepared by Aehr Test Systems, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and therefore does not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in accordance with accounting principles generally accepted in the United States of America.

In the opinion of management, the unaudited condensed consolidated financial statements for the interim periods presented reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the condensed consolidated financial position and results of operations as of and for such periods indicated. These condensed consolidated financial statements and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2009. Results for the interim periods presented herein are not necessarily indicative of results which may be reported for any other interim period or for the entire fiscal year.

PRINCIPLES OF CONSOLIDATION. The consolidated financial statements include the accounts of Aehr Test Systems and its subsidiaries (collectively, the "Company," "we," "us," and "our"). All significant intercompany balances have been eliminated in consolidation.

ACCOUNTING 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 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 revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from those estimates. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

2. STOCK-BASED COMPENSATION

Stock-based compensation expense consists of expenses for stock options and employee stock purchase plan ("ESPP") shares. Stock-based compensation cost is measured at each grant date, based on the fair value of the award using an option-pricing model, and is recognized as expense over the employee's requisite service period. This model was developed for use in estimating the value of publicly traded options that have no vesting restrictions and are fully transferable. The Company's employee stock options have characteristics significantly different from those of publicly traded options. All of the Company's stock compensation is accounted for as an equity instrument. See Notes 8 and 9 in the Company's Annual Report on Form

10-K for fiscal 2009 filed on September 2, 2009 for further information regarding the stock option plan and the ESPP.

The following table summarizes compensation costs related to the Company's stock-based compensation for the three and six months ended November 30, 2009 and 2008, respectively (in thousands, except per share data):

	Three Months Ended November 30,		Six Months Ended November 30,	
	2009	2008	2009	2008
Stock-based compensation in the form of employee stock options and ESPP shares, included in:				
Cost of sales	$118	$ 42	$169	$ 81
Selling, general and administrative	437	178	588	333
Research and development	225	110	328	202
Total stock-based compensation	780	330	1,085	616
Tax effect on stock-based compensation . . .	--	(132)	--	(255)
Total stock-based compensation, net of tax .	$780	$198	$1,085	$361

As of November 30, 2009, none of the stock-based compensation costs were capitalized as part of inventory. As of November 30, 2008, stock-based compensation costs of $56,000 were capitalized as part of inventory.

During the three months ended November 30, 2009 and 2008, the Company recorded stock-based compensation related to stock options of $737,000 and $284,000, respectively. During the six months ended November 30, 2009 and 2008, the Company recorded stock-based compensation related to stock options of $1,020,000 and $535,000, respectively.

In the second quarter of fiscal 2010, the seven officers of the Company elected to forfeit certain stock options previously granted. The forfeiture of these options resulted in the immediate recognition of the unamortized portion of stock compensation expense of $465,000.

As of November 30, 2009, the total unrecognized stock-based compensation cost related to unvested stock-based awards under the Company's 1996 Stock Option Plan and 2006 Equity Incentive Plan was approximately $1,685,000, which is net of estimated forfeitures of $4,000. This cost will be amortized over the remaining service period of the underlying options. The weighted average period is approximately 2.9 years.

During the three months ended November 30, 2009 and 2008, the Company recorded stock-based compensation related to the ESPP of $43,000 and $46,000, respectively. During the six months ended November 30, 2009 and 2008, the Company recorded stock-based compensation related to the ESPP of $65,000 and $81,000, respectively.

As of November 30, 2009, the total compensation cost related to options to purchase the Company's common stock under the ESPP but not yet recognized was approximately $71,000. This cost will be amortized on a straight-line basis over a weighted average period of approximately 1.2 years.

Valuation Assumptions

Valuation and Amortization Method. The Company estimates the fair value of stock options granted using the Black-Scholes option valuation model. The single option award approach has been used for all options granted after June 1, 2006. The multiple option approach has been used for all options granted prior to June 1, 2006. The fair value under the single option approach is amortized on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. The fair value under the multiple option approach is amortized on a weighted basis over the requisite service period of the awards, which is generally the vesting period.

Expected Term. The Company's expected term represents the period that the Company's stock-based awards are expected to be outstanding and was determined based on historical experience, giving consideration to the contractual terms

of the stock-based awards, vesting schedules and expectations of future employee behavior as evidenced by changes to the terms of the Company's stock-based awards.

Expected Volatility. Volatility is a measure of the amounts by which a financial variable such as stock price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period. The Company uses the historical volatility for the past five years, which matches the term of most of the option grants, to estimate expected volatility. Volatility for each of the ESPP's four time periods of six months, twelve months, eighteen months, and twenty-four months is calculated separately and included in the overall stock-based compensation cost recorded.

Dividends. The Company has never paid any cash dividends on its common stock and we do not anticipate paying any cash dividends in the foreseeable future. Consequently, we use an expected dividend yield of zero in the Black-Scholes option valuation model.

Risk-Free Interest Rate. The Company bases the risk-free interest rate used in the Black-Scholes option valuation model on the implied yield in effect at the time of option grant on U.S. Treasury zero-coupon issues with a remaining term equivalent to the expected term of the stock awards including the ESPP.

Estimated Forfeitures. When estimating forfeitures, the Company considers voluntary termination behavior as well as analysis of actual option forfeitures.

Fair Value. The fair values of the Company's stock options granted to employees for the three and six months ended November 30, 2009 and 2008 were estimated using the following weighted average assumptions in the Black-Scholes option valuation model.

	Three months ended November 30, 2009	Three months ended November 30, 2008	Six Months Ended November 30, 2009	Six Months Ended November 30, 2008
Option Plan Shares				
Expected Term (in years)...................	5	5	5	5
Volatility.................................	0.79	0.76	0.78	0.74
Expected Dividend..........................	$0.00	$0.00	$0.00	$0.00
Risk-free Interest Rates...................	2.41%	2.51%	2.53%	3.00%
Estimated Forfeiture Rate..................	0.25%	2.00%	0.25%	2.00%
Weighted Average Grant Date Fair Value......	$0.92	$1.43	$0.56	$3.71

The fair values of the ESPP shares for the three and six months ended November 30, 2009 and 2008, respectively, were estimated using the following weighted-average assumptions:

	Three months ended November 30, 2009	Three months ended November 30, 2008	Six Months Ended November 30, 2009	Six Months Ended November 30, 2008
Employee Stock Purchase Plan Shares				
Expected Term (in years).................	0.5-2.0	0.5-2.0	0.5-2.0	0.5-2.0
Volatility...............................	0.90-1.01	0.64-0.88	0.79-1.08	0.62-0.88
Expected Dividend........................	$0.00	$0.00	$0.00	$0.00
Risk-free Interest Rates.................	0.2%-0.9%	1.2%-1.6%	0.2%-0.9%	1.2%-2.6%
Estimated Forfeiture Rate................	0%	0%	0%	0%
Weighted Average Grant Date Fair Value....	$0.62	$1.47	$0.63	$1.72

The following table summarizes the stock option transactions during the three and six months ended November 30, 2009 (in thousands, except per share data):

	Outstanding Options			
	Available Shares	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balances, May 31, 2009........	536	1,636	$5.37	$ --
Options granted.............	(534)	534	$0.85	
Options terminated..........	102	(102)	$4.39	

Balances, August 31, 2009...	104	2,068	$4.25	$ --
Additional shares reserved..	800	--		
Options granted............	(25)	25	$1.42	
Options terminated..........	125	(125)	$9.54	
Options exercised...........	--	(3)	$0.85	
Balances, November 30, 2009...	1,004	1,965	$3.88	$348
Options exercisable and expected to be exercisable at November 30, 2009		1,926	$3.88	$341

The options outstanding and exercisable at November 30, 2009 were in the following exercise price ranges (in thousands, except per share data):

	Options Outstanding at November 30, 2009			Options Exercisable at November 30, 2009			
Range of Exercise Prices	Number Outstanding Shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exer-cisable Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
$0.85-$3.63	1,187	3.59	$1.88	575	$2.53	2.71	
$3.66-$3.99	86	1.91	$3.83	85	$3.83	1.90	
$4.35-$4.51	12	1.49	$4.38	12	$4.38	1.49	
$5.91-$7.00	384	2.48	$6.12	243	$6.11	2.40	
$7.28-$9.94	296	3.49	$8.98	181	$8.68	3.48	
$0.85-$9.94	1,965	3.27	$3.88	1,096	$4.46	2.69	$75

The weighted average remaining contractual life of the options exercisable and expected to be exercisable at November 30, 2009 was 3.3 years.

Options to purchase 1,096,000 and 874,000 shares were exercisable at November 30, 2009 and 2008, respectively. These exercisable options had weighted average exercise prices of $4.46 and $4.72 as of November 30, 2009 and 2008, respectively.

3. EARNINGS PER SHARE

Earnings per share is computed based on the weighted average number of common and common equivalent shares (common stock options and ESPP shares) outstanding, when dilutive, during each period using the treasury stock method.

	Three Months Ended November 30,		Six Months Ended November 30,	
	2009	2008	2009	2008
	(in thousands, except per share amounts)			
Numerator: Net (loss) income	$(2,158)	$ 872	$(1,197)	$1,737
Denominator for basic net (loss) income per share:				
Weighted-average shares outstanding	8,526	8,426	8,504	8,411
Shares used in basic net (loss) income per share calculation.......................	8,526	8,426	8,504	8,411
Effect of dilutive securities.............	--	21	--	189
Denominator for diluted net (loss) income per share............................	8,526	8,447	8,504	8,600
Basic net (loss) income per share..........	$(0.25)	$ 0.10	$(0.14)	$ 0.21
Diluted net (loss) income per share........	$(0.25)	$ 0.10	$(0.14)	$ 0.20

Stock options to purchase 1,965,000 shares of common stock were outstanding on November 30, 2009, but were not included in the computation of diluted net loss per share, because the inclusion of such shares would be anti-dilutive. Stock options to purchase 1,272,000 shares of common stock were outstanding on November 30, 2008, but not included in the computation of diluted net income per share, because the inclusion of such shares would be anti-dilutive.

4. CASH EQUIVALENTS AND INVESTMENTS

On June 1, 2008, the Company adopted authoritative guidance for fair value measurements and the fair value option for financial assets and liabilities. This authoritative guidance defines fair value, establishes a framework for using fair value to measure assets and liabilities, and expands disclosures about fair value measurements.

In the first quarter of fiscal 2010, the Company adopted revised accounting guidance for the fair value measurement and disclosure for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually).

The guidance establishes a fair value hierarchy that is intended to increase the consistency and comparability in fair value measurements and related disclosures. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions. The fair value hierarchy consists of the following three levels:

Level 1 - instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets.

Level 2 - instrument valuations are obtained from readily-available pricing sources for comparable instruments.

Level 3 - instrument valuations are obtained without observable market values and require a high level of judgment to determine the fair value.

The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis as of November 30, 2009 (in thousands):

	Balance as of November 30, 2009	Level 1	Level 2
Money market funds..............	$3,151	$3,151	$ --
Assets..........................	$3,151	$3,151	$ --
Liabilities.....................	$ --	$ --	$ --

As of November 30, 2009, the Company did not have any assets or liabilities without observable market values that would require a high level of judgment to determine fair value (Level 3 assets).

The Company invests in debt and equity of private companies as part of its business strategy. These investments are carried at cost and are included in "Other Assets" in the consolidated balance sheets. If the Company determines that an other-than-temporary decline exists in the fair value of an investment, the Company writes down the investment to its fair value and records the related write-down as an investment loss in "Other Income (Expense)" in its consolidated statements of operations. At November 30, 2009 and May 31, 2009, the carrying value of the strategic investments was $384,000.

5. INVENTORIES

Inventories are comprised of the following (in thousands):

	November 30, 2009	May 31, 2009
Raw materials and sub-assemblies........	$1,060	$1,416

Work in process	2,168	2,509
Finished goods	722	547
	$3,950	$4,472

6. SEGMENT INFORMATION

The Company operates in one reportable segment: the design, manufacture and marketing of advanced test and burn-in products to the semiconductor manufacturing industry.

The following presents information about the Company's operations in different geographic areas (in thousands):

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	United States	Asia	Europe	Total
Three months ended November 30, 2009:				
Net sales	$1,493	$31	$122	$1,646
Property and equipment, net	2,329	88	29	2,446
Six months ended November 30, 2009:				
Net sales	$2,561	$108	$245	$2,914
Property and equipment, net	2,329	88	29	2,446
Three months ended November 30, 2008:				
Net sales	$8,527	$601	$114	$9,242
Property and equipment, net	2,205	75	12	2,292
Six months ended November 30, 2008:				
Net sales	$15,673	$3,116	$143	$18,932
Property and equipment, net	2,205	75	12	2,292

The Company's foreign operations are primarily those of its Japanese and German subsidiaries. Substantially all of the sales of the subsidiaries are made to unaffiliated Japanese or European customers. Net sales from outside the United States include the operating results of Aehr Test Systems Japan K.K. and Aehr Test Systems GmbH.

Sales to the Company's five largest customers accounted for approximately 87% and 73% of its net sales in the three and six months ended November 30, 2009, respectively. Four customers accounted for approximately 31%, 18%, 16% and 14% of the Company's net sales in the three months ended November 30, 2009. Four customers accounted for approximately 20%, 18%, 16% and 10% of the Company's net sales in the six months ended November 30, 2009. Sales to the Company's five largest customers accounted for approximately 99% and 97% of its net sales in the three and six months ended November 30, 2008, respectively. One customer, Spansion Inc. ("Spansion"), accounted for approximately 93% and 91% of the Company's net sales in the three and six months ended November 30, 2008. No other customers represented more than 10%

of the Company's net sales for either fiscal 2010 or fiscal 2009.

7. PRODUCT WARRANTIES

The Company provides for the estimated cost of product warranties at the time the products are shipped. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component suppliers, the Company's warranty obligation is affected by product failure rates, material usage and service delivery costs incurred in correcting a product failure. Should actual product failure rates, material usage or service delivery costs differ from the Company's estimates, revisions to the estimated warranty liability would be required.

The standard warranty period for parts and service is ninety days and one year for systems.

Following is a summary of changes in the Company's liability for product warranties during the three and six months ended November 30, 2009 and 2008 (in thousands):

	Three Months Ended November 30,		Six Months Ended November 30,	
	2009	2008	2009	2008
Balance at the beginning of the period....	$285	$428	$314	$387
Accruals for warranties issued during the period......................	12	81	40	298
Reversals of warranties issued during the period......................	(28)	--	(28)	--
Settlement made during the period (in cash or in kind)...................	(39)	(248)	(96)	(424)
Balance at the end of the period..........	$230	$261	$230	$261

The accrued warranty balance is included in accrued expenses on the accompanying condensed consolidated balance sheets.

8. GAIN ON SALE OF BANKRUPTCY CLAIM

Spansion, the Company's largest customer in fiscal 2009, filed for bankruptcy in Japan in February 2009 and in the United States in March 2009. The Company has filed a claim in the Spansion U.S. bankruptcy action. In the first quarter of fiscal 2010, the Company sold $11.4 million of its bankruptcy claim to a third party for net proceeds of approximately $3.3 million and recorded the amount in income from operations. The Company has a remaining balance of its Spansion U.S. bankruptcy claim which consists of accounts receivable previously reserved and cancellation charges for goods and services ordered.

9. OTHER COMPREHENSIVE (LOSS) INCOME

Other comprehensive (loss) income, net of tax is comprised of the following (in thousands):

	Three Months Ended November 30,		Six Months Ended November 30,	
	2009	2008	2009	2008
Net (loss) income......................	$(2,158)	$ 872	$(1,197)	$1,737
Foreign currency translation adjustments	55	409	73	189
Unrealized holding gains arising during period........................	--	2	--	3
Comprehensive (loss) income............	$(2,103)	$1,283	$(1,124)	$1,929

10. INCOME TAXES

The Company accounts for uncertain tax positions consistent with authoritative guidance. The guidance prescribes a "more likely than not" recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company does not expect any material change in its unrecognized tax benefits over the next twelve months. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income taxes.

For the three and six months ended November 30, 2009, the Company had recorded tax benefits of $165,000 and $162,000, respectively. For the three and six months ended November 30, 2008, the Company had recorded tax expenses of $744,000 and $1,290,000, respectively.

Although the Company files U.S. federal, various state, and foreign tax returns, the Company's only major tax jurisdictions are the United States,

California, Germany and Japan. Tax years 1993 - 2009 remain subject to examination by the appropriate governmental agencies due to tax loss carryovers from those years.

11. EMPLOYEE BENEFIT PLANS

The Company maintains stock option plans, an employee stock purchase plan and an equity incentive plan. The employee benefit plans are discussed in Notes 8 and 9 to the consolidated financial statements in the Company's 2009 Annual Report on Form 10-K.

The purpose of these plans is to attract and retain the services of qualified and talented persons to serve as employees, directors and/or consultants of the Company by providing equity ownership and compensation opportunities in the Company. These plans were approved by the Company's shareholders.

In October 2006, the Company's 2006 Equity Incentive Plan and the 2006 Employee Stock Purchase Plan (collectively, the "2006 Plans") were approved by the Company's shareholders. The 2006 Plans replace the Company's Amended and Restated 1996 Stock Option Plan, which would otherwise have expired in 2006, and the Company's 1997 Employee Stock Purchase Plan, which would otherwise have expired in 2007. The Amended and Restated 1996 Stock Option Plan will continue to govern awards previously granted under that plan.

As of November 30, 2009, out of the 2,970,000 shares authorized for grant under the 1996 Stock Option Plan and 2006 Equity Incentive Plan, approximately 1,965,000 shares are outstanding. As of November 30, 2009, 157,000 shares had been issued from the 450,000 shares authorized for grant under the 2006 Employee Stock Purchase Plan.

12. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2009, the Financial Accounting Standards Board ("FASB") issued guidance which establishes the accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date; that is, whether that date represents the date the financial statements were issued or were available to be issued. The guidance was effective with the beginning of the Company's first quarter of fiscal 2010 and did not have a material impact on its consolidated financial statements.

In October 2009, the FASB issued authoritative guidance for revenue recognition with multiple deliverables. This authoritative guidance defines the criteria for identifying individual deliverables in a multiple-element arrangement and the manner in which revenues are allocated to individual deliverables. In absence of vendor-specific objective evidence ("VSOE") or other third party evidence ("TPE") of the selling price for the deliverables in a multiple-element arrangement, guidance requires companies to use an estimated selling price ("ESP") for the individual deliverables. Companies shall apply the relative-selling price model for allocating an arrangement's total consideration to its individual elements. Under this model, the ESP is used for both the delivered and undelivered elements that do not have VSOE or TPE of the selling price. This guidance is effective for fiscal years beginning on or after June 15, 2010, and will be applied prospectively to revenue arrangements entered into or materially modified after the effective date. Since the Company will apply the requirements of this EITF on a prospective basis, the Company is currently unable to evaluate its effect on the Company's consolidated financial statements.

In October 2009, the FASB issued authoritative guidance for the accounting for certain revenue arrangements that include software elements. This authoritative guidance amends the scope of pre-existing software revenue guidance by removing from the guidance non-software components of tangible products and certain software components of tangible products. Since the

Company will apply the requirements of this authoritative guidance on a prospective basis, the Company is currently unable to evaluate its effect on the Company's consolidated financial statements.

13. SUBSEQUENT EVENTS THROUGH JANUARY 13, 2010

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through January 13, 2010, the date the financial statements were issued.

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

The following discussion of the financial condition and results of operations of the Company should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes that appear elsewhere in this report and with our Annual Report on Form 10-K for the fiscal year ended May 31, 2009 and the consolidated financial statements and notes thereto.

In addition to historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements in this report, including those made by the management of Aehr, other than statements of historical fact, are forward-looking statements. These statements typically may be identified by the use of forward-looking words or phrases such as "believe," "expect," "intend," "anticipate," "should," "planned," "estimated," and "potential," among others and include, but are not limited to, statements concerning our expectations regarding our operations, business, strategies, prospects, revenues, expenses, costs and resources. These forward-looking statements are subject to certain risks and uncertainties that could cause our actual results to differ materially from those anticipated results or other expectations reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this report and other factors beyond our control, and in particular, the risks discussed in "Part II, Item 1A. Risk Factors" and those discussed in other documents we file with the Securities and Exchange Commission. All forward-looking statements included in this document are based on our current expectations, and we undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

OVERVIEW

The Company was founded in 1977 to develop and manufacture burn-in and test equipment for the semiconductor industry. Since its inception, the Company has sold more than 2,500 systems to semiconductor manufacturers, semiconductor contract assemblers and burn-in and test service companies worldwide. The Company's principal products currently are the Advanced Burn-in and Test System ("ABTS"), the FOX full wafer contact parallel test and burn-in system, the MAX burn-in system, the MTX massively parallel test system, the DiePak carrier and test fixtures.

The Company's net sales consist primarily of sales of systems, test fixtures, die carriers, upgrades and spare parts and revenues from service contracts. The Company's selling arrangements may include contractual customer acceptance provisions and installation of the product occurs after shipment and transfer of title.

Approximately 81%, 15% and 4% of our net sales for fiscal 2009 were denominated in U.S. Dollars, Japanese Yen and Euros, respectively. Although a large percentage of net sales to European customers is denominated in U.S. Dollars, substantially all sales to Japanese customers are denominated in Yen.

Because a substantial portion of our net sales is from sales of products for delivery outside the United States, an increase in the value of the U.S. Dollar relative to foreign currencies would increase the cost of our products compared to products sold by local companies in such markets. In addition, since the price is determined at the time a purchase order is accepted, we are exposed to the risks of fluctuations in the U.S. Dollar exchange rate during the lengthy period from the date a purchase order is received until payment is made. This exchange rate risk is partially offset to the extent our foreign operations incur expenses in the local currency. To date, we have not invested in instruments designed to hedge currency risks. Our operating results could be adversely affected by fluctuations in the value of the U.S. Dollar relative to other currencies.

Global demand for semiconductor equipment has been negatively impacted by the current global economic environment. As a result, in the second half of fiscal 2009 we experienced a significant decline in sales. In fiscal 2009, our financial results reflected the impact of the bankruptcy filing of our largest customer, Spansion. Due to the bankruptcy filing and the current weak market for the Company's products, we recorded a $13.7 million provision for bad debts, a $7.2 million provision for excess and obsolete inventory, a $4.9 million increase in the valuation allowance against the Company's deferred tax assets, a $0.3 million charge related to cancellation costs, a $0.3 million goodwill impairment charge and $0.4 million in severance charges. During the first quarter of fiscal 2010, the Company sold a portion of its bankruptcy claim to a third party for net proceeds of approximately $3.3 million and recorded the amount in income from operations. The Company has significantly reduced its headcount and initiated other expense reduction measures. The Company intends to take additional actions as necessary to maintain sufficient cash to manage through this economic downturn.

CRITICAL ACCOUNTING POLICIES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to customer programs and incentives, product returns, bad debts, inventories, investments, intangible assets, income taxes, financing operations, warranty obligations, long-term service contracts, and contingencies and litigation. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. For a discussion of the

critical accounting policies, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates" in the Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2009. We believe there have been no material changes to our critical accounting policies and estimates during the six months ended November 30, 2009 compared to those discussed in our Annual Report on Form 10-K for the fiscal year ended May 31, 2009.

RESULTS OF OPERATIONS

The following table sets forth items in the Company's unaudited condensed consolidated statements of operation as a percentage of net sales for the periods indicated.

	Three Months Ended November 30,		Six Months Ended November 30,	
	2009	2008	2009	2008
Net sales.	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales.	78.8	50.3	90.0	49.8
Gross profit	21.2	49.7	10.0	50.2
Operating expenses:				
Selling, general and administrative. .	98.6	19.8	100.8	20.7
Research and development	65.4	17.1	69.3	16.1
Gain on sale of bankruptcy claim . . .	--	--	(112.9)	--
Total operating expenses	164.0	36.9	57.2	36.8
(Loss) income from operations.	(142.8)	12.8	(47.2)	13.4
Interest income.	0.1	0.5	0.1	0.6
Other income, net.	1.6	4.2	0.4	2.0
(Loss) income before income tax (benefit) expense.	(141.1)	17.5	(46.7)	16.0
Income tax (benefit) expense	(10.0)	8.1	(5.6)	6.8
Net (loss) income.	(131.1)%	9.4 %	(41.1)%	9.2 %

THREE MONTHS ENDED NOVEMBER 30, 2009 COMPARED TO THREE MONTHS ENDED NOVEMBER 30, 2008

NET SALES. Net sales decreased to $1.6 million for the three months ended

November 30, 2009 from $9.2 million for the three months ended November 30, 2008, a decrease of 82.2%. The decrease in net sales for the three months ended November 30, 2009 resulted primarily from a decrease in net sales of the Company's wafer-level products. Net sales of the Company's wafer-level products for the three months ended November 30, 2009 were $509,000, and decreased approximately $8.5 million from the three months ended November 30, 2008 due primarily to a reduction of sales to Spansion, who declared bankruptcy in the third quarter of fiscal 2009.

GROSS PROFIT. Gross profit consists of net sales less cost of sales. Cost of sales consists primarily of the cost of materials, assembly and test costs, and overhead from operations. Gross profit decreased to $349,000 for the three months ended November 30, 2009 from $4.6 million for the three months ended November 30, 2008, a decrease of 92.4%. As a percentage of net sales, gross profit margin decreased to 21.2% for the three month ended November 30, 2009 from 49.7% for the three months ended November 30, 2008. The decrease in gross profit was primarily the result of the significant decline in net sales.

SELLING, GENERAL AND ADMINISTRATIVE. Selling, general and administrative ("SG&A") expenses consist primarily of salaries and related costs of employees, commission expenses to independent sales representatives, product promotion and other professional services. SG&A expenses of $1.6 million in the three months ended November 30, 2009 decreased from $1.8 million in the three months ended November 30, 2008, a decrease of 11.3%. The decrease in SG&A expenses was primarily due to expense reduction initiatives the Company has taken of $446,000 and a reduction of bad debt expense of $25,000. This reduction was partially offset by an increase in stock-based compensation expense of approximately $264,000 due primarily to the impact of forfeited options by the Company's officers.

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RESEARCH AND DEVELOPMENT. Research and development ("R&D") expenses consist primarily of salaries and related costs of employees engaged in ongoing research, design and development activities, costs of engineering materials and supplies, and professional consulting expenses. R&D expenses decreased to $1.1 million for the three months ended November 30, 2009 from $1.6 million for the three months ended November 30, 2008, a decrease of 31.7%. The decrease in R&D expenses was primarily due to expense reduction initiatives the Company has taken of $537,000 and a reduction of project materials expense of $85,000. This reduction was partially offset by an increase in stock-based compensation expense of approximately $115,000 due primarily to the impact of forfeited options by the Company's officers.

INTEREST INCOME. Interest income decreased to $2,000 for the three months ended November 30, 2009 from $47,000 for the three months ended November 30, 2008. The decrease in net interest income for the three months ended November 30, 2009 was primarily related to lower interest rates and lower investment balances.

OTHER INCOME, NET. Other income, net decreased to $26,000 for the three months ended November 30, 2009 from $384,000 for the three months ended November 30, 2008. Other income in the second quarter of fiscal 2009 was primarily related to foreign exchange gains on settlement of transactions in the Company's Japan subsidiary. There were no foreign exchange gains of similar magnitude in the second quarter of fiscal 2010.

INCOME TAX (BENEFIT) EXPENSE. Income tax benefit was $165,000 for the three months ended November 30, 2009, compared with income tax expense of $744,000 for the three months ended November 30, 2008. The income tax benefit for the three months ended November 30, 2009 was primarily attributable to the increase in the NOL carryback period from two to five years and the inclusion of alternative minimum taxes paid in the carry-back calculation. Income tax expense recognized in the second quarter of fiscal 2009 reflected a significantly higher tax rate as the Company expected to accrue tax at close to the statutory rates for the countries in which it generated income.

SIX MONTHS ENDED NOVEMBER 30, 2009 COMPARED TO SIX MONTHS ENDED NOVEMBER 30, 2008

NET SALES. Net sales decreased to $2.9 million for the six months ended November 30, 2009 from $18.9 million for the six months ended November 30, 2008, a decrease of 84.6%. The decrease in net sales for the six months ended November 30, 2009 resulted primarily from decreases in net sales of the Company's wafer-level products. Net sales of the Company's wafer-level products for the six months ended November 30, 2009 were $542,000, and decreased approximately $16.4 million from the six months ended November 30, 2008 due primarily to a reduction of sales to Spansion, who declared bankruptcy in the third quarter of fiscal 2009.

GROSS PROFIT. Gross profit decreased to $292,000 for the six months ended November 30, 2009 from $9.5 million for the six months ended November 30, 2008, a decrease of 96.9%. Gross profit margin decreased to 10.0% for the six months ended November 30, 2009 from 50.2% for the six months ended November 30, 2008. The decrease in gross profit margin was primarily the result of the significant decline in net sales.

SELLING, GENERAL AND ADMINISTRATIVE. SG&A expenses decreased to $2.9 million for the six months ended November 30, 2009 from $3.9 million for the six months ended November 30, 2008, a decrease of 25.0%. The decrease in SG&A expenses was primarily due to expense reduction initiatives the Company has taken of $999,000 and a reduction of bad debt expense of $97,000. This reduction was partially offset by an increase in stock-based compensation expense of approximately $274,000 due primarily to the impact of forfeited options by the Company's officers. As a percentage of net sales, SG&A expenses increased to 100.8% for the six months ended November 30, 2009 from 20.7% for the six months ended November 30, 2008, reflecting lower net sales.

RESEARCH AND DEVELOPMENT. R&D expenses decreased to $2.0 million for the six months ended November 30, 2009 from $3.1 million for the six months ended November 30, 2008, a decrease of 33.9%. The decrease in R&D expenses was primarily due to expense reduction initiatives the Company has taken of $1,038,000 and a reduction of project materials expense of $136,000. This reduction was partially offset by an increase in stock-based compensation expense of approximately $125,000 due primarily to the impact of forfeited options by the Company's officers. As a percentage of net sales, R&D expenses increased to 69.3% for the six months ended November 30, 2009 from 16.1% for the six months ended November 30, 2008, reflecting lower net sales.

GAIN ON SALE OF BANKRUPTCY CLAIM. Spansion, the Company's largest customer in fiscal 2009, filed for bankruptcy in Japan in February 2009 and in the United States in March 2009. The Company has filed a claim in the

Spansion U.S. bankruptcy action. In the first quarter of fiscal 2010, the Company sold a portion of its bankruptcy claim to a third party for net proceeds of approximately $3.3 million and recorded the amount in income from operations.

INTEREST INCOME. Interest income decreased to $3,000 for the six months ended November 30, 2009 from $110,000 for the six months ended November 30, 2008, a decrease of 97.3%. The decrease in net interest income for the six months ended November 30, 2009 was primarily related to lower interest rates and lower investment balances.

OTHER INCOME, NET. Other income, net decreased to $12,000 for the six months ended November 30, 2009 from $377,000 for the six months ended November 30, 2008. Other income for the six months ended November 30, 2008 was primarily related to foreign exchange gains on settlement of transactions in the Company's Japan subsidiary. There were no foreign exchange gains of similar magnitude for the six months ended November 30, 2009.

INCOME TAX (BENEFIT) EXPENSE. Income tax benefit was $162,000 for the six months ended November 30, 2009, compared with income tax expense of $1.3 million for the six months ended November 30, 2008. The income tax benefit for the six months ended November 30, 2009 was related to the increase in the NOL carry-back period from two to five years and the inclusion of alternative minimum taxes paid in the carry-back calculation. Income tax expense recognized for the six months ended November 30, 2008 reflected a significantly higher tax rate as the Company expected to accrue tax at close to the statutory rates for the countries in which it generated income.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was $351,000 for the six months ended November 30, 2009 and net cash used in operating activities was approximately $2.2 million for the six months ended November 30, 2008. For the six months ended November 30, 2009, net cash provided by operating activities was primarily driven by stock compensation expenses of $1.1 million, a decrease in inventories of $0.5 million, depreciation and amortization of $0.4 million, a decreases in prepaid expenses and other of $0.3 million, an increase in accrued expenses and deferred revenue of $0.2 million and a decrease in accounts receivable of $0.2 million, partially offset by net loss of $1.2 million and a decrease in accounts payable of $1.2 million. Included in net loss for the six months ended November 30, 2009 is cash received of approximately $3.3 million related to the sale of a portion of the Spansion bankruptcy claim. The decrease in inventories was primarily due to inventory charged to cost of good sold. The decrease in accounts payable was primarily due to a reduction in inventory purchases. For the six months ended November 30, 2008, net cash used in operating activities was primarily driven by an increase in accounts receivable of $3.9 million, partially offset by net income of $1.7 million. The increase in accounts receivable for the six-month period was primarily due to a delay in collection of receivables from a large multinational customer.

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Net cash used in investing activities was $54,000 for the six months ended November 30, 2009 and approximately $2.2 million for the six months ended November 30, 2008. The net cash used in investing activities during the six months ended November 30, 2009 was primarily due to purchase of property and equipment. The net cash used in investing activities during the six months

ended November 30, 2008 was primarily due to $2.0 million in purchase of investments.

Financing activities provided cash of $98,000 for the six months ended November 30, 2009 and approximately $450,000 for the six months ended November 30, 2008. Net cash provided by financing activities during the six months ended November 30, 2009 and 2008 was primarily due to proceeds from issuance of common stock from the exercise of stock options and ESPP.

As of November 30, 2009, the Company had working capital of $7.6 million. Working capital consists of cash and cash equivalents, accounts receivable, inventory and other current assets, less current liabilities.

The Company announced in August 1998 that its board of directors had authorized the repurchase of up to 1,000,000 shares of its outstanding common shares. The Company may repurchase the shares in the open market or in privately negotiated transactions, from time to time, subject to market conditions. The number of shares of common stock actually acquired by the Company will depend on subsequent developments and corporate needs, and the repurchase program may be interrupted or discontinued at any time. Any such repurchase of shares, if consummated, may use a portion of the Company's working capital. As of May 31, 2006, the Company had repurchased 523,700 shares at an average price of $3.95. Shares repurchased by the Company are cancelled. During fiscal 2009, 2008 and 2007, the Company did not repurchase any of its outstanding common stock.

The Company leases its manufacturing and office space under operating leases. The Company entered into a non-cancelable operating lease agreement for its United States manufacturing and office facilities, which commenced in April 2008 and expires in June 2015. Under the lease agreement, the Company is responsible for payments of utilities, taxes and insurance.

From time to time, the Company evaluates potential acquisitions of businesses, products or technologies that complement the Company's business. Any such transactions, if consummated, may use a portion of the Company's working capital or require the issuance of equity. The Company has no present understandings, commitments or agreements with respect to any material acquisitions.

The Company anticipates that the existing cash balance together with cash flows from operations, and any amounts received as a result of the sale of the Company's bankruptcy claim against Spansion are adequate to meet its working capital and capital equipment requirements through calendar year 2010. After calendar year 2010, depending on its rate of growth and profitability, the Company may require additional equity or debt financing to meet its working capital requirements or capital equipment needs. There can be no assurance that additional financing will be available when required, or if available, that such financing can be obtained on terms satisfactory to the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet financing arrangements and has not established any variable interest entities.

OVERVIEW OF CONTRACTUAL OBLIGATIONS

There have been no material changes in the composition, magnitude or other key characteristics of the Company's contractual obligations or other commitments as disclosed in the Company's Annual Report on Form 10-K for the year ended May 31, 2009.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

The Company is exposed to financial market risks, including changes in interest rates and foreign currency exchange rates. Through April 2008, the Company invested excess cash in a managed portfolio of corporate and government bond instruments with maturities of 18 months or less. Beginning in May 2008, the Company adopted a revised cash investment policy which only invests in government-backed securities with maturities of 18 months or less. The Company does not use any financial instruments for speculative or trading purposes. Fluctuations in interest rates would not have a material effect on the Company's financial position, results of operations or cash flows.

A majority of the Company's revenue and capital spending is transacted in U.S. Dollars. The Company, however, enters into transactions in other currencies, primarily Japanese Yen. Substantially all sales to Japanese customers are denominated in Yen. Since the price is determined at the time a purchase order is accepted, the Company is exposed to the risks of fluctuations in the Yen-U.S. Dollar exchange rate during the lengthy period from purchase order to ultimate payment. This exchange rate risk is partially offset to the extent that the Company's Japanese subsidiary incurs expenses payable in Yen. To date, the Company has not invested in instruments designed to hedge currency risks. In addition, the Company's Japanese subsidiary typically carries debt or other obligations due to the Company that may be denominated in either Yen or U.S. Dollars. Since the Japanese subsidiary's financial statements are based in Yen and the Company's consolidated financial statements are based in U.S. Dollars, the Japanese subsidiary and the Company recognize foreign exchange gain or loss in any period in which the value of the Yen rises or falls in relation to the U.S. Dollar. A 10% decrease in the value of the Yen as compared with the U.S. Dollar would not be expected to result in a significant change to the Company's net income or loss.

The Company had no holdings of derivative financial or commodity instruments at November 30, 2009.

Item 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES. Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities and Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management as appropriate to allow for timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING. There was no change in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

None.

Item 1A. RISK FACTORS

You should carefully consider the risks described below. These risks are not the only risks that we may face. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of the following risks occur, our business, financial condition or results of operations could be materially and adversely affected which could cause our actual operating results to differ materially from those indicated or suggested by forward-looking statements made in this Quarterly Report on Form 10-Q and in other documents we filed with the U.S. Securities and Exchange Commission, including without limitation our most recently filed Annual Report on Form 10-K or presented elsewhere by management from time to time.

Current economic conditions could materially adversely affect the Company's operations and performance.

Our operations and performance depend significantly on worldwide economic conditions. The current financial turmoil affecting the banking system and financial markets has resulted in a tightening of the credit markets and a weakening global economy which are contributing to slowdowns in the semiconductor manufacturing industry in which we operate. Specifically, we have experienced a lengthening of the sales cycle and we have also received requests from some of our customers to defer delivery of equipment. Difficulties in obtaining capital and deteriorating market conditions pose a risk that some of our customers may not be able to obtain necessary financing on reasonable terms which could result in lower sales for the Company. For example, prior to the Spansion bankruptcy, Spansion accounted for approximately 80% of our revenues. Since declaring bankruptcy, Spansion has accounted for less than 5% of our revenues. Customers with liquidity issues may lead to additional bad debt expense for the Company. These conditions may also similarly affect our key suppliers, which could impact their ability to deliver parts and result in delays on our products.

The current economic conditions and uncertainty about future economic conditions make it challenging for us to forecast our operating results, make business decisions, and identify the risks that may affect our business, financial condition and results of operations. If we are not able to timely and appropriately adapt to changes resulting from the difficult macroeconomic environment, our business, financial condition or results of operations may be materially and adversely affected.

If we are not able to reduce our operating expenses during periods of weak revenue, or if we utilize significant amounts of cash to support operating losses, and do not have the ability to raise additional debt or equity financing, we may erode our cash resources and may not have sufficient cash to operate our business.

In the face of the current sustained downturn in our industry and decline

in our revenues, we have implemented a variety of cost controls and restructured our operations with the goal of reducing our operating costs to position ourselves to more effectively meet the needs of the currently weak market for test and burn-in equipment. During the third and fourth quarters of fiscal 2009 and the second quarter of fiscal 2010, we experienced operating losses. During the third and fourth quarters of fiscal 2009 and the first quarter of fiscal 2010, we experienced cash outflows. Our cash and cash equivalents as of November 30, 2009 were approximately $5.1 million. We took significant steps to minimize our expense levels during these periods and to increase the likelihood that we will have sufficient cash to support

operations during the downturn, including reducing our headcount by more than 30%, reducing compensation for officers and other salaried employees, initiating a Company-wide shutdown for one week each month and lowering the fees paid to our Board of Directors, among other spending cuts. We will continue to explore methods to further reduce our costs which may cause us to incur additional restructuring charges in the future. However, we cannot predict the amount of such charges at this time. Should the current downturn be prolonged and if we are unable to reduce our operating expenses sufficiently, we may require additional debt or equity financing to meet working capital or capital expenditure needs. While we believe our cash balances, cash flows from operations, and any amounts received as a result of the sale of our bankruptcy claim against Spansion will be sufficient to satisfy our cash requirements thru calendar year 2010, we cannot determine with certainty that, if needed, we will be able to raise additional funding through either equity or debt financing under these circumstances or on what terms such financing would be available.

We depend on a small number of key customers in the semiconductor manufacturing industry for a large portion of our revenues.

The semiconductor manufacturing industry is highly concentrated, with a relatively small number of large semiconductor manufacturers and contract assemblers accounting for a substantial portion of the purchases of semiconductor equipment. Sales to the Company's five largest customers accounted for approximately 87% and 73% of its net sales in the three and six months ended November 30, 2009, respectively. Four customers accounted for approximately 31%, 18%, 16% and 14% of the Company's net sales in the three months ended November 30, 2009, respectively. Four customers accounted for approximately 20%, 18%, 16% and 10% of the Company's net sales in the six months ended November 30, 2009. Sales to the Company's five largest customers accounted for approximately 99% and 97% of its net sales in the three and six months ended November 30, 2008, respectively. One customer, Spansion Inc., accounted for approximately 93% and 91% of the Company's net sales in the three and six months ended November 30, 2008, respectively. No other customers represented more than 10% of the Company's net sales for either fiscal 2010 or fiscal 2009.

We expect that sales of our products to a limited number of customers will continue to account for a high percentage of net sales for the foreseeable future. In addition, sales to particular customers may fluctuate significantly from quarter to quarter. The loss of, or reduction or delay in an order, or orders from a significant customer, or a delay in collecting or failure to collect accounts receivable from a significant customer could adversely affect our business, financial condition and operating results. For example, Spansion declared bankruptcy in Japan in February 2009 and in the

U.S. in March 2009, and has subsequently placed lower levels of orders with the Company, which has caused our revenues to drop dramatically and impacted the ability to collect on accounts receivables.

A substantial portion of our revenues is generated by relatively small volume, high value transactions.

We derive a substantial portion of our revenues from the sale of a relatively small number of systems which typically range in purchase price from approximately $300,000 to over $1 million per system. As a result, the loss or deferral of a limited number of system sales could have a material adverse effect on our net sales and operating results in a particular period. All customer purchase orders are subject to cancellation or rescheduling by the customer with limited penalties, and, therefore, backlog at any particular date is not necessarily indicative of actual sales for any succeeding period. From time to time, cancellations and rescheduling of customer orders have occurred, and delays by our suppliers in providing components or subassemblies to us have caused delays in our shipments of our own products. There can be no assurance that we will not be materially adversely affected by future cancellations or rescheduling. Certain contracts contain provisions that require customer acceptance prior to recognition of revenue. The delay in

customer acceptance could have a material adverse effect on our operating results. A substantial portion of net sales typically are realized near the end of each quarter. A delay or reduction in shipments near the end of a particular quarter, due, for example, to unanticipated shipment rescheduling, cancellations or deferrals by customers, customer credit issues, unexpected manufacturing difficulties experienced by us, or delays in deliveries by suppliers, could cause net sales in a particular quarter to fall significantly below our expectations.

We rely on continued market acceptance for our FOX system, and we may not be successful in attracting new customers or maintaining our existing customers.

A principal element of our business strategy is to capture an increasing share of the test equipment market through sales of our FOX wafer-level test and burn-in system. The FOX system is designed to simultaneously burn-in and functionally test all of the die on a wafer. The market for the FOX systems is in the very early stages of development. Market acceptance of the FOX system is subject to a number of risks. Before a customer will incorporate the FOX system into a production line, lengthy qualification and correlation tests must be performed. We anticipate that potential customers may be reluctant to change their procedures in order to transfer burn-in and test functions to the FOX system. Initial purchases are expected to be limited to systems used for these qualifications and for engineering studies. Market acceptance of the FOX system also may be affected by a reluctance of IC manufacturers to rely on relatively small suppliers such as Aehr Test. As is common with new and complex products incorporating leading-edge technologies, we may encounter reliability, design and manufacturing issues as we begin volume production and initial installations of FOX systems at customer sites. The failure of the FOX system to achieve market acceptance would have a material adverse effect on our future operating results, long-term prospects and our stock price.

In future periods, we may rely on market acceptance for our ABTS system and we may not be able to achieve sufficient market acceptance to allow our ABTS

system to be commercially viable.

In June 2008, we announced shipment of an ABTS beta site system to Integrated Service Technology ("iST") in Taiwan. In fiscal 2009 and 2010, we shipped four ABTS products, including two systems to new customers and two follow-on system shipments to iST. Market acceptance of the ABTS system is subject to a number of risks. In order for our ABTS system to become commercially viable, we must complete engineering development of necessary hardware and software for various new features and applications. In addition, it is important that we achieve customer satisfaction and acceptance of the ABTS products. Additional customers must then be found who are willing to place orders for ABTS systems in sufficient quantities to allow it to be produced economically.

We depend upon continued market acceptance for our MAX system and we may experience a limited burn-in system market.

We have historically derived a substantial portion of our net sales from the sale of dynamic burn-in systems. We believe that the market for burn-in systems is mature and is not expected to experience significant long-term growth in the future. In general, process control improvements in the semiconductor industry have tended to reduce burn-in times. In addition, as a given integrated circuit product generation matures and yields increase, the required burn-in time may be reduced or eliminated. Integrated circuit manufacturers, which historically have been our primary customer base, increasingly outsource test and burn-in to independent test labs, which often build their own systems. Our success depends upon the continued acceptance of our MAX burn-in products and the acceptance of our ABTS systems within these markets. There can be no assurance that the market for burn-in systems will grow, or that sales of our MAX burn-in products may decline or that sales of our ABTS products may not materialize.

Our sales cycles can be long and unpredictable, which may harm our ability to forecast demand and our future operating performance.

Sales of our systems depend, in significant part, upon the decision of a prospective customer to increase manufacturing capacity or to restructure current manufacturing facilities, either of which typically involves a significant commitment of capital. In addition, the approval process for FOX systems sales may require lengthy qualification and correlation testing. In view of the significant investment or strategic issues that may be involved in a decision to purchase FOX systems, we may experience delays following initial qualification of our systems as a result of delays in a customer's approval process. For these reasons, our systems typically have a lengthy sales cycle during which we may expend substantial funds and management effort in securing a sale. Lengthy sales cycles subject us to a number of significant risks, including inventory obsolescence and fluctuations in operating results, over which we have little or no control. The loss of individual orders due to the lengthy sales and evaluation cycle, or delays in the sale of even a limited number of systems impairs our ability to plan future operating levels and could have a material adverse effect on our business, operating results and financial condition and, in particular, could contribute to significant fluctuations in operating results on a quarterly basis.

Our business may suffer due to risks associated with international sales and operations.

Approximately 72% and 61% of our net sales for fiscal 2009 and 2008, respectively, were attributable to sales to customers for delivery outside of the United States. We operate sales, service and limited manufacturing organizations in Japan and Germany and a sales and support organization in Taiwan. We expect that sales of products for delivery outside of the United States will continue to represent a substantial portion of our future revenues. Our future performance will depend, in significant part, upon our ability to continue to compete in foreign markets which in turn will depend, in part, upon a continuation of current trade relations between the United States and foreign countries in which semiconductor manufacturers or assemblers have operations. A change toward more protectionist trade legislation in either the United States or such foreign countries, such as a change in the current tariff structures, export compliance or other trade policies, could adversely affect our ability to sell our products in foreign markets. In addition, we are subject to other risks associated with doing business internationally, including longer receivable collection periods and greater difficulty in accounts receivable collection, the burden of complying with a variety of foreign laws, difficulty in staffing and managing global operations, risks of civil disturbance or other events which may limit or disrupt markets, international exchange restrictions, changing political conditions and monetary policies of foreign governments.

A substantial portion of our net sales has been in Asia. Turmoil in the Asian financial markets has resulted, and may result in the future, in dramatic currency devaluations, stock market declines, restriction of available credit and general financial weakness. In addition, flash, DRAM, and other memory device prices in Asia have recently declined dramatically, and may do so again in the future. These developments may affect us in several ways. We believe that many international semiconductor manufacturers limited their capital spending in fiscal year 2009, and that the uncertainty of the memory market may cause some manufacturers in the future to again delay capital spending plans. The economic conditions in Asia may also affect the ability of our customers to meet their payment obligations, resulting in cancellations or deferrals of existing orders and limiting additional orders. In addition, Asian governments have subsidized some portion of fabrication construction. Financial turmoil may reduce these governments' willingness to continue such subsidies. Such developments could have a material adverse affect on our business, financial condition and results of operations.

Approximately 81%, 15% and 4% of our net sales for fiscal 2009 were denominated in U.S. Dollars, Japanese Yen and Euros, respectively. Although a

large percentage of net sales to European customers are denominated in U.S. Dollars, substantially all sales to Japanese customers are denominated in Yen. Because a substantial portion of our net sales is from sales of products for delivery outside the United States, an increase in the value of the U.S. Dollar relative to foreign currencies would increase the cost of our products compared to products sold by local companies in such markets. In addition, since the price is determined at the time a purchase order is accepted, we are exposed to the risks of fluctuations in the U.S. Dollar exchange rate during the lengthy period from the date a purchase order is received until payment is made. This exchange rate risk is partially offset to the extent our foreign operations incur expenses in the local currency. To date, we have not invested in instruments designed to hedge currency risks. Our operating results could be adversely affected by fluctuations in the value of the U.S.

Dollar relative to other currencies.

Our industry is subject to rapid technological changes and our ability to remain competitive depends on our ability to introduce new products in a timely manner.

The semiconductor equipment industry is subject to rapid technological change and new product introductions and enhancements. Our ability to remain competitive will depend in part upon our ability to develop new products and to introduce these products at competitive prices and on a timely and cost-effective basis. Our success in developing new and enhanced products depends upon a variety of factors, including product selection, timely and efficient completion of product design, timely and efficient implementation of manufacturing and assembly processes, product performance in the field and effective sales and marketing. Because new product development commitments must be made well in advance of sales, new product decisions must anticipate both future demand and the technology that will be available to supply that demand. Furthermore, introductions of new and complex products typically involve a period in which design, engineering and reliability issues are identified and addressed by our suppliers and by us. There can be no assurance that we will be successful in selecting, developing, manufacturing and marketing new products that satisfy market demand. Any such failure would materially and adversely affect our business, financial condition and results of operations.

Because of the complexity of our products, significant delays can occur between a product's introduction and the commencement of the volume production of such product. We have experienced, from time to time, significant delays in the introduction of, and technical and manufacturing difficulties with, certain of our products and may experience delays and technical and manufacturing difficulties in future introductions or volume production of our new products. Our inability to complete new product development, or to manufacture and ship products in time to meet customer requirements would materially adversely affect our business, financial condition and results of operations.

We may experience product delays and increased costs associated with new product introductions.

As is common with new and complex products incorporating leading-edge technologies, we have encountered reliability, design and manufacturing issues as we began volume production and initial installations of certain products at customer sites. Certain of these issues in the past have been related to components and subsystems supplied to us by third parties who have in some cases limited the ability of us to address such issues promptly. This process in the past required and in the future is likely to require us to incur un-reimbursed engineering expenses and to experience larger than anticipated warranty claims which could result in product returns. In the early stages of product development there can be no assurance that we will discover any reliability, design and manufacturing issues or, that if such issues arise, that they can be resolved to the customers' satisfaction or that the resolution of such problems will not cause us to incur significant development costs or warranty expenses or to lose significant sales opportunities.

Future changes in semiconductor technologies may make our products obsolete.

Future improvements in semiconductor design and manufacturing technology may reduce or eliminate the need for our products. For example, improvements in built-in self-test ("BIST") technology, and improvements in conventional test systems, such as reduced cost or increased throughput, may significantly reduce or eliminate the market for one or more of our products. If we are not able to improve our products or develop new products or technologies quickly enough to maintain a competitive position in our markets, we may not be able to grow our business.

Semiconductor business cycles are unreliable and there is always the risk of cancellations and rescheduling which could have a material adverse affect on our operating results.

Our operating results depend primarily upon the capital expenditures of semiconductor manufacturers, semiconductor contract assemblers and burn-in and test service companies worldwide, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor and semiconductor equipment industries in general, and the market for flash memories, DRAMs and other memory devices, in particular, have historically been highly volatile and have experienced periodic downturns and slowdowns, which have had severe, negative effects on the semiconductor industry's demand for semiconductor capital equipment, including test and burn-in systems manufactured and marketed by the Company. These downturns and slowdowns have adversely affected our operating results in the past. In addition, the purchasing patterns of our customers are also highly cyclical because most customers purchase our products for use in new production facilities or for upgrading existing test lines for the introduction of next generation products. Construction of new facilities and upgrades of existing facilities have in some cases been delayed or canceled during the most recent semiconductor industry downturn. A large portion of our net sales is attributable to a few customers and therefore a reduction in purchases by one or more customers could materially adversely affect our financial results. There can be no assurance that the semiconductor industry will grow in the future at the same rates as it has grown historically. Any downturn or slowdown in the semiconductor industry would have a material adverse effect on our business, financial condition and operating results. In addition, the need to maintain investment in research and development and to maintain customer service and support will limit our ability to reduce our expenses in response to any such downturn or slowdown period.

The semiconductor equipment manufacturing industry has historically been subject to a relatively high rate of purchase order cancellation by customers as compared to other high technology industry sectors. Manufacturing companies that are the customers of semiconductor equipment companies frequently revise, postpone and cancel capital facility expansion plans. In such cases, semiconductor equipment companies may experience a significant rate of cancellations or rescheduling of purchase orders. There can be no assurance that we will not be materially adversely affected by future cancellations or rescheduling of purchase orders.

Our stock price may fluctuate.

The price of our common stock has fluctuated in the past and may fluctuate significantly in the future. We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, failure to meet securities analysts' expectations, general conditions in the semiconductor and semiconductor equipment industries and the worldwide economy, announcement of technological innovations, new systems or product enhancements by us or our competitors, fluctuations in the level of cooperative development funding, acquisitions, changes in governmental regulations, developments in patents or other intellectual property rights and changes in our relationships with customers and suppliers could cause the

price of our common stock to fluctuate substantially. In addition, in recent

years the stock market in general, and the market for small capitalization and high technology stocks in particular, have experienced extreme price fluctuations which have often been unrelated to the operating performance of the affected companies. Such fluctuations could adversely affect the market price of our common stock.

Our stock price may fall below $1 per share for 30 consecutive days or our shareholders' equity may fall below $10 million, which could cause our stock to be delisted from NASDAQ.

Pursuant to the requirements of NASDAQ, if a company's stock price is below $1 per share for 30 consecutive trading days (the "Bid Price Rule") or if its shareholders' equity falls below $10 million, NASDAQ will notify the company that it is no longer in compliance with the NASDAQ listing qualifications. If a company is not in compliance with the Bid Price Rule, the company will have 180 calendar days to regain compliance. Thereafter, companies listed on the NASDAQ Global Market can receive an additional 180-day compliance period by transferring to the NASDAQ Capital Market if they meet all initial listing requirements of the NASDAQ Capital Market, except for the Bid Price Rule. On September 18, 2009, the Company received notice from NASDAQ that it was no longer in compliance with the Bid Price Rule. The Company regained compliance on September 30, 2009. However, if our stock price again falls below the threshold required or our shareholders equity falls below $10 million, it is possible that our stock could be delisted from the NASDAQ Global Market.

Any future growth may strain our operations and may require us to incur additional expenses to support these expanded operations.

If we are to be successful, we must expand our operations. Such expansion will place a significant strain on our administrative, operational and financial resources. Further, such expansion will result in a continuing increase in the responsibility placed upon management personnel and will require development or enhancement of operational, managerial and financial systems and controls. If we are unable to manage the expansion of our operations effectively, our business, financial condition and operating results will be materially and adversely affected.

We depend on our key personnel and our success depends on our ability to attract and retain talented employees.

Our success depends to a significant extent upon the continued service of Rhea Posedel, our Chief Executive Officer, as well as other executive officers and key employees. We do not maintain key person life insurance for our benefit on any of our personnel, and none of our employees are subject to a non-competition agreement with the Company. The loss of the services of any of our executive officers or a group of key employees could have a material adverse effect on our business, financial condition and operating results. Our future success will depend in significant part upon our ability to attract and retain highly skilled technical, management, sales and marketing personnel. There is a limited number of personnel with the requisite skills to serve in these positions, and it has become increasingly difficult for us to hire such personnel. Competition for such personnel in the semiconductor equipment industry is intense, and there can be no assurance that we will be

successful in attracting or retaining such personnel. Changes in management could disrupt our operations and adversely affect our operating results.

We may be subject to litigation relating to intellectual property infringement which would be time-consuming, expensive and a distraction from our business.

If we do not adequately protect our intellectual property, competitors may be able to use our proprietary information to erode our competitive advantage, and our business and operating results could be harmed. Litigation may be necessary to enforce or determine the validity and scope of our proprietary rights, and there can be no assurance that our intellectual property rights, if challenged, will be upheld as valid. Such litigation could result in

substantial costs and diversion of resources and could have a material adverse effect on our operating results, regardless of the outcome of the litigation. In addition, there can be no assurance that any of the patents issued to us will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide competitive advantages to us.

There are no pending claims against us regarding infringement of any patents or other intellectual property rights of others. However, in the future we may receive communications from third parties asserting intellectual property claims against us. Such claims could include assertions that our products infringe, or may infringe, the proprietary rights of third parties, requests for indemnification against such infringement or suggestions that we may be interested in acquiring a license from such third parties. There can be no assurance that any such claim will not result in litigation, which could involve significant expense to us, and, if we are required or deem it appropriate to obtain a license relating to one or more products or technologies, there can be no assurance that we would be able to do so on commercially reasonable terms, or at all.

While we believe we have complied with all applicable environmental laws, our failure to do so could adversely affect our business as a result of having to pay substantial amounts in damages or fees.

Federal, state and local regulations impose various controls on the use, storage, discharge, handling, emission, generation, manufacture and disposal of toxic and other hazardous substances used in our operations. We believe that our activities conform in all material respects to current environmental and land use regulations applicable to our operations and our current facilities, and that we have obtained environmental permits necessary to conduct our business. Nevertheless, the failure to comply with current or future regulations could result in substantial fines being imposed on us, suspension of production, alteration of our manufacturing processes or cessation of operations. Such regulations could require us to acquire expensive remediation equipment or to incur substantial expenses to comply with environmental regulations. Any failure by us to control the use, disposal or storage of, or adequately restrict the discharge of, hazardous or toxic substances could subject us to significant liabilities.

While we believe we currently have adequate internal control over financial reporting, we are required to assess our internal control over financial reporting on an annual basis and any future adverse results from such assessment could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we must include in our Annual Report on Form 10-K a report of management on the effectiveness of our internal control over financial reporting. If we fail to maintain effective internal control over financial reporting, or management does not timely assess the adequacy of such internal control, or our independent registered public accounting firm does not timely deliver an unqualified opinion as to the effectiveness of our internal controls, we could be subject to regulatory sanctions and the public's perception may decline. Our independent registered public accounting firm will be required to attest to the effectiveness of our internal control over financial reporting at the end of fiscal 2011.

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

The Company held an Annual Meeting of Shareholders on October 27, 2009 (the "Annual Meeting"). There were issued and outstanding on September 8, 2009, the record date, 8,495,692 shares of common stock. There were present at the Annual Meeting in person and by proxy Shareholders of the Company who were holders of 7,498,928 shares of common stock entitled to vote thereat, constituting a quorum. At the Annual Meeting, the following votes were cast for the proposals indicated:

Proposal One: Election of Directors of the Company.

NOMINEE	VOTES FOR	VOTES WITHHELD
Rhea J. Posedel	6,710,185	788,743
Robert R. Anderson	6,681,009	817,919
William W.R. Elder	6,680,509	818,419
Mukesh Patel	7,351,478	147,450
Mario M. Rosati	7,322,302	176,626
Howard T. Slayen	7,322,802	176,126

Proposal Two: Approve an amendment of the Company's 2006 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by an additional 800,000 shares.

PROPOSAL	TOTAL VOTES FOR	TOTAL VOTES AGAINST	TOTAL VOTES ABSTAIN	TOTAL BROKER NON-VOTES
TWO	2,652,975	911,467	13,827	3,920,659

Proposal Three: Approve an amendment of the Company's 2006 Employee Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by an additional 250,000 shares.

PROPOSAL	TOTAL VOTES FOR	TOTAL VOTES AGAINST	TOTAL VOTES ABSTAIN	TOTAL BROKER NON-VOTES
THREE	3,327,022	236,620	14,627	3,920,659

Proposal Four: Ratify the selection of Burr, Pilger & Mayer LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2010.

PROPOSAL	TOTAL VOTES FOR	TOTAL VOTES AGAINST	TOTAL VOTES ABSTAIN	TOTAL BROKER NON-VOTES
Four	7,321,765	127,868	49,295	--

Proposal Five: Approve an amendment of the Company's Restated Articles of Incorporation authorizing the Board of Directors, in its discretion, to effect a reverse stock split of the Company Common Stock pursuant to which any whole number of outstanding shares between and including two (2) and five (5) would be combined into one share of Common Stock and to concurrently decrease the authorized number of shares of Common Stock on a proportional basis.

PROPOSAL	TOTAL VOTES FOR	TOTAL VOTES AGAINST	TOTAL VOTES ABSTAIN	TOTAL BROKER NON-VOTES
FIVE	6,132,660	1,291,020	75,248	--

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

The Exhibits listed on the accompanying "Index to Exhibits" are filed as part of, or incorporated by reference into, this report.

SIGNATURES

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.

Aehr Test Systems
(Registrant)

Date: January 13, 2010

/s/ RHEA J. POSEDEL

Rhea J. Posedel
Chief Executive Officer and
Chairman of the Board of Directors

Date: January 13, 2010

/s/ GARY L. LARSON

Gary L. Larson
Vice President of Finance and
Chief Financial Officer

AEHR TEST SYSTEMS
INDEX TO EXHIBITS

Exhibit No.	Description
3.1(1)	Restated Articles of Incorporation of the Company.
3.2(2)	Amended and Restated Bylaws of the Company.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rules

	13a-14(a) and 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
32	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.

(1) Incorporated by reference to the same-numbered exhibit previously filed with the Company's Registration Statement on Form S-1 filed June 11, 1997 (File No. 333-28987).

(2) Incorporated by reference to the same-numbered exhibit previously filed with the Company's Quarterly Report on Form 10-Q filed April 13, 2009 (File No. 000-22893).