

Coates Norman V
Form 4/A
April 21, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Coates Norman V

2. Issuer Name and Ticker or Trading Symbol
NANOMETRICS INC [NANO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O NANOMETRICS, INC., 1550
BUCKEYE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)

05/14/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

MILPITAS, CA 95035

4. If Amendment, Date Original Filed(Month/Day/Year)
05/17/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/14/2010		S	50,000 (1)	\$ 11.6729 (2)	2,532,460	I	See footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Remarks:

This amended filing reflects the restatement of the original filing to add Stella N. Coates as a reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. IGN="center" STYLE="border-bottom:1px solid #000000">

ORIX Corporation

(parent company)

Internet Research Institute, Inc.

(wholly-owned subsidiary)

Stock swap ratio 0.667 shares of ORIX for each share of IRI

Note 1: stock swap ratio: 0.667 shares of ORIX for each IRI share will be allocated and issued. If there is a fraction of a share within the number of shares to be allocated, ORIX's shares equal to the total of the fraction (if the total includes fractions of a share, the fractions will be omitted) will be issued to the corresponding shareholder, according to the regulation prescribed in Article 234 of the Company Law.

Note 2: shares to be issued by ORIX through stock swap: 324,894 common shares

Note 3: if circumstances that materially impact the corporate value are revealed or occur after the date of conclusion of the agreement, ORIX and IRI may make appropriate adjustments to the above ratio upon discussions.

4. Basis for calculation of stock swap ratio

1. Basis and background for calculation

ORIX has requested GCA Co., Ltd. (herein referred to as GCA) as a third party financial advisor to calculate the stock swap ratio.

GCA has used the market share price method for calculations regarding ORIX, and has made calculations according to the volume weighted average price for the closing price on June 1, 2007, May 11, 2007 (the day after the annual results announcement) to June 1, 2007, the latest month (May 2, 2007 to June 1, 2007), as well as the latest three months (March 2, 2007 to June 1, 2007).

GCA has used both the similar company comparison method and adjusted net worth method for calculations regarding IRI. For the similar company comparison method, GCA has taken IRI's characteristics as a holdings company into consideration in making an evaluation, by taking the share price ratio of listed, similar companies with regard to the going concern value of IRI's subsidiaries, and the share price of IRI's listed subsidiaries and related companies. Although IRI is listed on Mothers, the market share price method for IRI is used only as a reference, as it is currently under the delisting post and is scheduled to be delisted on June 24, 2007 (the market share price method for IRI, as a reference, was calculated by the closing price on June 1, 2007, and the volume weighted average price from May 24, 2007 (the day after the announcement of the delisting post) to June 1, 2007).

The calculation of the number of allocated shares of ORIX for each IRI share is shown below.

Evaluation range of stock swap ratio

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Similar company comparison method	0.657	0.686
Adjusted net worth method	0.535	0.721
Market share price method (reference)	0.192	0.216

ORIX has taken GCA's calculation results into account, and through various discussions, ORIX and IRI have agreed on the aforementioned stock swap ratio.

Upon considering ORIX's offer, which greatly exceeds the recent market value, and taking into consideration the fact that IRI is under the delisting post, where swift action was necessary, IRI has decided to conclude a basic agreement with ORIX.

2. Relationship with evaluator

GCA is not a related party to ORIX or IRI.

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4. Treatment of warrants and stock acquisition rights for wholly-subsidized company utilizing stock swap

Both parties will discuss the handling of warrants and stock acquisition rights issued by IRI before the conclusion of the stock swap contract.

5. Outline of ORIX Corporation and Internet Research Institute Inc.

(1) Company name	ORIX Corporation (parent company)	Internet Research Institute Inc. (wholly-owned subsidiary) Developer of Internet Protocol
(2) Main business	Diversified financial services	telecommunications technology
(3) Establishment	April 17, 1964	December 9, 1996
(4) Location	Minato-ku, Tokyo Director, Representative Executive Officer, President	Shinjuku-ku, Tokyo Representative Director and Chief Executive Officer
(5) Representative	and Chief Operating Officer Yasuhiko Fujiki	Hiroshi Fujiwara
(6) Share Capital	98,755 million yen	9,444 million yen
(7) Issued Stock (Including own stock)	91,518,194	475,511.49
(8) Shareholder s Equity	1,194,234 million yen	22,718 million yen
(9) Total Assets	8,207,187 million yen	27,512 million yen
(10) End of Accounting Period	March 31	June 30
(11) Employees	16,662	426
(12) Main clients	500,000 small- and medium-sized enterprises.	Yahoo Japan Corp., USEN Corp.
(13) Main shareholders and share holdings	Japan Trustee Services Bank, Ltd. (Trust Account), 8.5% State Street Bank and Trust Company, 8.0% The Master Trust Bank of Japan, Ltd.Trust Account, 6.0% State Street Bank and Trust Company 505103, 3.2%	Hiroshi Fujiwara, 18.0% Yahoo Japan Corp., 7.7% Canon Inc., 4.4% Bank of New York, GCM Client Accounts EISG Standing Representative Ltd. Mitsubishi UFJ Financial Group, Inc., 6.7% Hiroki Owada, 1.8%

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		The Chase Manhattan Bank NA London, 2.9%	(The ownership ratio of the above top 5 shareholders also represents voting right ratio based on the shareholders register as of Dec. 31, 2006)
(14) Main Corresponding Bank		Mitsubishi UFJ Financial Group	Mizuho Corporate Bank, Ltd.
(15) Current relationship between companies	Capital relationship	None	None
	Personnel relationship	None	None
	Business relationship		None

(Note) ORIX Corporation and Internet Research Institute Inc. are not considered related parties.

(Note) Figures for ORIX Corporation and Internet Research Institute Inc. are as of March 31, 2007 and June 30, 2006, respectively.

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(16) Financial results for the past three years (Group consolidated)

	ORIX Corporation (US GAAP)			Internet Research Institute Inc., Ltd		
	(parent company)			(wholly-owned subsidiary)		
	March 31,	March 31,	March 31,	June 30,	June 30,	June 30,
Financial Year	2005	2006	2007	2004	2005	2006
Total Revenues/Sales (Millions of yen)	912,027	929,882	1,142,553	18,525	18,882	68,366
Operating Income (Millions of yen)	130,145	214,957	282,166	-398	454	3,487
Income before Income Taxes (Millions of yen)	153,535	249,769	316,074			
Current Profit (Millions of yen)				-600	524	3,354
Net Income (Millions of yen)	91,496	166,388	196,506	1,812	581	3,092
Basic Earnings Per Share (Yen)	1,087.82	1,883.89	2,177.10	20,548.76	2,967.09	6,893.95
Diluted Earnings Per Share (Yen)	1,002.12	1,790.30	2,100.93	19,849.89	2,875.93	6,644.92
Dividends Per Share (Yen)	40	90	130		500	500
Shareholders' Equity Per Share (Yen)	8,322.96	10,608.97	13,089.83	53,059.84	59,322.13	53,424.00
				(Note)		(Note)

(Note) As of June 30, 2005, Internet Research Institute Inc. implemented a two-for-one stock split.

The stock value shown has been revised retroactively taking into consideration the stock split. Furthermore, IRI's fiscal 2006 results include the results of IXI, which may be revised depending on any revisions in IXI's results in the future.

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6. Status following share swap

1. There will be no changes to either party's company name, business, location, representative members and assets.
2. Effects on financial results: Only expected to have a small impact on earnings.

7. Other

During the period when the memorandum of understanding is valid, Internet Research Institute Inc. is obligated not to enter negotiations such as business realignment deals regarding Internet Research Institute Inc. or its subsidiary companies with parties other than ORIX Corporation. It has been agreed that damages for breach of contract will be paid to ORIX Corporation in a case where Internet Research Institute Inc. violates the obligations of the memorandum of understanding, or can be held responsible for the failure of the integration.

About ORIX

ORIX Corporation (TSE: 8591; NYSE: IX) is an integrated financial services group based in Tokyo, Japan, providing innovative value-added products and services to both corporate and retail customers. With operations in 26 countries and regions worldwide, ORIX's activities include corporate financial services, such as leases and loans, as well as automobile operations, rental operations, real estate-related finance, real estate, life insurance, and investment banking. For more details, please visit our website at: www.orix.co.jp/grp/index_e.htm

These documents may contain forward-looking statements about expected future events and financial results that involve risks and uncertainties. Such statements are based on our current expectations and are subject to uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause such a difference include, but are not limited to, those described under "Risk Factors" in the Company's annual report on Form 20-F filed with the United States Securities and Exchange Commission and those described under "Business Risk" of the securities report (*yukashoken houkokusho*) filed with the Director of the Kanto Local Finance Bureau.

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