

# 2015 Annual Report



**Aehr Test Systems FOX-1P  
Full-Wafer Test System**

# FINANCIAL HIGHLIGHTS

(in thousands, except per share data)

For the years ended May 31,

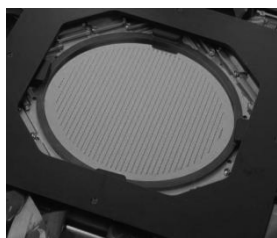
	2015	2014	2013
Net sales	\$10,018	\$19,684	\$16,488
(Loss) income from operations	(6,694)	497	(3,307)
Net (loss) income attributable to common shareholders	(6,647)	422	(3,419)
Net (loss) income per share - diluted	(0.55)	0.04	(0.36)
Cash and cash equivalents	5,527	1,809	2,324
Working capital	7,776	6,556	4,900
Shareholders' equity	4,550	7,029	4,994

## PRODUCTS



The FOX™-1P Full Wafer Parallel Test System, introduced in October 2014, is designed for massively parallel testing in wafer sort. By testing all devices on a wafer at one time, test costs can be decreased significantly due to the high throughput of the system, enabling the user to significantly reduce the capital investment required for high-volume production test. The FOX-1P system, with its universal pin architecture to provide per-pin electronics and per-device power supplies, provides the greatest benefit when the devices being tested have a long test time and utilize Design for Testability (DFT) or Built-In Self-Test (BIST), for example in state-of-the-art memories.

The FOX-15 Full Wafer Contact System is designed for single-touchdown testing of up to 15 wafers at a time. Combined with BIST and Design For Test (DFT) on state-of-the-art wafers, the FOX-15 system can be used in a wide range of test and reliability screening (burn-in) applications for devices such as memories, microcontrollers, sensors, VCSELs (laser diodes) and LEDs. It is especially effective for high-reliability applications, such as in the automotive market.



Aehr Test's patented WaferPak™ Cartridges interface from the FOX-1 or FOX-15 system to the customer's wafer to be tested or burned-in. They contain micro-miniature probes to contact all of the die on a wafer in a single touchdown. WaferPak Cartridges are custom designed uniquely for each customer wafer application to interface to the unique pad positions of a wafer design. When used in a FOX system, WaferPak Cartridges enable the production of Known-Good Die (KGD) for use in high reliability and multi-die stacked package applications.

The ABTS™ Advanced Burn-In and Test System is the newest addition to Aehr Test's family of Test During Burn-In systems for packaged parts. It is being used for many applications in the mobility and automotive markets. It can be configured with up to 320 I/O channels for testing and burning-in advanced logic devices, and it offers an individual device temperature control option for higher-power applications such as applications processors.



This Annual Report contains certain "forward-looking" statements based on current expectations, forecasts and assumptions that involve risks and uncertainties. Forward-looking statements include statements relating to future market opportunities and conditions, industry growth and customer demand for Aehr Test's products. Actual results may differ materially from those stated or implied due to risks and uncertainties. See Aehr Test's recent 10-K report that is part of this Annual Report for a more detailed description of the risks facing our business. Aehr Test disclaims any obligation to update information contained in any forward-looking statement to reflect events or circumstances occurring after the date of this Annual Report.

Dear Shareholders, Customers, Partners, and Employees,

While fiscal 2015 was a very challenging year for AeHR Test, it was also a transition year in which we made significant progress with the development and introduction of our new FOX-P platform. The decisions we made last year to maintain our commitment to bring to market our new family of proprietary systems have already allowed us to participate in a much larger total available market for wafer level test and burn-in applications.

We have started fiscal 2016 with higher expectations and greater optimism, supported by a strong backlog of \$12 million as of May 31, 2015, which is more than double that of a year ago and exceeds our total annual revenue for fiscal 2015. Importantly much of our backlog and subsequent orders are shippable within our first fiscal half, which we expect will lead us to a healthier top line and position us for a much stronger fiscal year.

During the latter part of fiscal 2015 we saw a significant turnaround in the market opportunities for our base business, and we announced a \$6 million initial order from a major new customer for our FOX-15 Multi-Wafer Test and Burn-in system, including a FOX-15 system, multiple WaferPak contactors, and our new FOX WaferPak aligner. This system will be used for production burn-in of a very high volume device used in a consumer application.

This production wafer-level burn-in application represents not only a significant new customer, but also additional opportunities as we expand our unique and highly cost effective wafer level test and burn-in solution into the rapidly growing automotive, consumer, mobile, sensor, and wearable markets. We have identified several potential new high volume applications for our current and next generation FOX multi-wafer systems with this customer that we can uniquely address with our wafer-level test system solutions.

Contributing to our historically low revenue this past fiscal year was the delay of our next generation FOX-1P test system, our single wafer test and burn-in system that is part of our new FOX-P platform which includes single and multiple wafer configurations. While we had hoped to begin shipping our FOX-1P system by the end of our fiscal fourth quarter, which ended on May 31st, we encountered delays in our development that have since been resolved. We believe the FOX-1P system will provide more test resources than any other

automated test equipment system on the market and will significantly expand our served available market.

We have also made substantial progress on our new FOX-XP system and achieved some significant milestones with our lead customer for that product. In late May, we announced the achievement of NAND flash memory testing, an important milestone associated with the evaluation order from a leading IC manufacturer that we announced in January. We expect the FOX-XP to open up significant opportunities for Aehr Test, particularly in the rapidly growing NAND Solid State Drive (SSD) market. We believe that wafer-level burn-in and test is a key enabler for producing reliable multi-die stacked NAND packages for enterprise SSDs and other high-reliability and stacked-die applications in a cost effective way. We also demonstrated our capability to test a NAND wafer using our new high density FOX-XP WaferPak Cartridge and electronics, and during August 2015 successfully shipped our new high speed FOX WaferPak Aligner system that supports both our current FOX-15 Multi-wafer system and our new FOX-XP Multi-wafer system.

We continue to see the total available market (TAM) for the FOX-1P system, including the emerging automotive microcontroller wafer level test and burn-in market, to be greater than \$50 million annually, and the TAM for the FOX-XP Multi-Wafer Test and Burn-in System and WaferPak consumables to exceed \$200 million annually. This will increase our total available market for both packaged part and wafer level test and burn-in to more than \$400 million annually, more than doubling our current addressable market.

We are focused on completing our new FOX-P products consistent with our lead customers' needs and timelines. While we expect to grow our business significantly in fiscal year 2016 with our current FOX and ABTS products, we also fully expect to ship and achieve revenue from our new FOX-P products in both the first and second halves of fiscal 2016.

To underscore our optimism about the significant opportunities we see ahead, this past November our directors and officers invested our own money in a private placement of our common stock that raised an additional \$2.6 million to support our efforts and focus on bringing our new products to market.

Entering fiscal 2016, we believe we are in a very good position with our substantial year-end backlog and our strengthened cash position to meet

customer demand that is building. We are excited about the new customer activity we are seeing with our current ABTS Advanced Burn-in and Test Systems for packaged parts and our FOX wafer level test and burn-in systems, as well as the significant new market opportunities for our next generation FOX-P systems.

I am most grateful to our employees, customers and shareholders for their continued support.

A handwritten signature in black ink, appearing to read "Gayn Erickson". The signature is fluid and cursive, with a prominent initial "G" and a long, sweeping underline.

Gayn Erickson

President and CEO

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

**FORM 10-K**

*(Mark One)*

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended May 31, 2015
- 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**

(State or other jurisdiction of  
incorporation or organization)

**94-2424084**

(IRS Employer Identification Number)

**400 KATO TERRACE, FREMONT, CA**

(Address of principal executive offices)

**94539**

(Zip Code)

Registrant's telephone number, including area code: **(510) 623-9400**

Securities registered pursuant to Section 12(b) of the Act:

Common stock, \$0.01 par value

Name of each exchange on which registered: The NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  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 (§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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

(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

The aggregate market value of the registrant’s common stock, par value \$0.01 per share, held by non-affiliates of the registrant, based upon the closing price of \$2.67 on November 28, 2014, as reported on the NASDAQ Capital Market, was \$26,544,438. For purposes of this disclosure, shares of common stock held by persons who hold more than 5% of the outstanding shares of common stock (other than such persons of whom the Registrant became aware only through the filing of a Schedule 13G filed with the Securities and Exchange Commission) and shares held by officers and directors of the Registrant have been excluded because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive for other purposes.

The number of shares of registrant’s common stock, par value \$0.01 per share, outstanding at July 31, 2015 was 12,986,555.

#### **Documents Incorporated By Reference**

Certain information required by Part III of this Annual Report on Form 10-K is incorporated by reference from the Registrant’s proxy statement for the Annual Meeting of Shareholders to be held on October 20, 2015 (the “Proxy Statement”), which will be filed with the Securities and Exchange Commission within 120 days after the close of the registrant’s fiscal year ended May 31, 2015.

**AEHR TEST SYSTEMS**  
**FORM 10-K**  
**FISCAL YEAR ENDED MAY 31, 2015**

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This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Act of 1995 which involve risks and uncertainties. Unless the context requires otherwise, references in this Form 10-K to “Aehr Test,” the “Company,” “we,” “us” and “our” refer to Aehr Test Systems. The Company’s actual results may differ materially from the results discussed in the forward-looking statements due to a number of factors, including those described herein and the documents incorporated herein by reference, and those factors described in Part I, Item 1A under “Risk Factors.” 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. All forward-looking statements included in this document are based on our current expectations, and we assume no obligation to update any of these forward-looking statements. We note that a variety of factors could cause actual results and experience to differ materially from the anticipated results or other expectations expressed in these forward-looking statements, including the risks and uncertainties that may affect the operations, performance, development and results of our businesses. These risks include but are not limited to those factors identified in “Risk Factors” beginning on page 9 of this Annual Report on Form 10-K, those factors that we may from time to time identify in our periodic filings with the Securities and Exchange Commission, as well as other factors beyond our control.

## PART I

### Item 1. Business

#### THE COMPANY

Aehr Test was incorporated in the state of California on May 25, 1977. We develop, manufacture and sell systems which are designed to reduce the cost of testing and to perform reliability screening, or burn-in, of complex logic devices, memory ICs, sensors and optical devices. These systems can be used to simultaneously perform parallel testing and burn-in of packaged integrated circuits, or ICs, singulated bare die or ICs still in wafer form. Increased quality and reliability needs of the Automotive, Mobility and flash memory integrated circuit markets are driving additional testing requirements, capacity needs and opportunities for Aehr Test products in package and wafer level testing. Leveraging its expertise as a long-time leading provider of burn-in equipment, with over 2,500 systems installed worldwide, the Company has developed and introduced several innovative product families, including the ABTS™ and FOX™ systems, the WaferPak™ cartridge and the DiePak® carrier. The latest ABTS family of packaged part burn-in and test systems can perform test during burn-in of complex devices, such as digital signal processors, microprocessors, microcontrollers and systems-on-a-chip, and offers individual temperature control for high-power advanced logic devices. The FOX systems are full wafer contact parallel test and burn-in systems designed to make contact with all pads of a wafer simultaneously, thus enabling full wafer parallel test and burn-in. The WaferPak cartridge includes a full-wafer probe card for use in testing wafers in FOX systems. The DiePak carrier is a reusable, temporary package that enables IC manufacturers to perform cost-effective final test and burn-in of singulated bare die.

#### INDUSTRY BACKGROUND

Semiconductor manufacturing is a complex, multi-step process, and defects or weaknesses that may result in the failure of an integrated circuit, or IC, may be introduced at any process step. Failures may occur immediately or at any time during the operating life of an IC, sometimes after several months of normal use. Semiconductor manufacturers rely on testing and reliability screening to identify and eliminate defects that occur during the manufacturing process.

Testing and reliability screening involve multiple steps. The first set of tests is typically performed by IC manufacturers before the processed semiconductor wafer is cut into individual die, in order to avoid the cost of packaging defective die into their packages. This “wafer probe” testing can be performed on one or many die at a time, including testing the entire wafer at once. After the die are packaged and before they undergo reliability screening, a short test is typically performed to detect packaging defects. Most leading-edge microprocessors, microcontrollers, digital signal processors, memory ICs, sensors and optical devices (such as vertical-cavity surface-emitting lasers, or VCSELs) then undergo an extensive reliability screening and stress testing procedure known as “burn-in” or “cycling,” depending on the application. The burn-in process screens for early failures by operating the IC at elevated voltages and temperatures, up to 150 degrees Celsius (302 degrees Fahrenheit), for periods typically ranging from 2 to 48 hours. A typical burn-in system can process thousands of ICs simultaneously. After burn-in, the ICs undergo a final test process using automatic test equipment, or testers. The cycling process screens flash memory devices for failure to meet write/erase cycling endurance requirements.

#### PRODUCTS

The Company manufactures and markets full wafer contact test systems, test during burn-in systems, test fixtures, die carriers and related accessories.

All of the Company's systems are modular, allowing them to be configured with optional features to meet customer requirements. Systems can be configured for use in production applications, where capacity, throughput and price are most important, or for reliability engineering and quality assurance applications, where performance and flexibility, such as extended temperature ranges, are essential.

#### *FULL WAFER CONTACT SYSTEMS*

The FOX-1P full wafer parallel test system, introduced in October 2014, is designed for massively parallel test in wafer sort. The FOX-1P system is designed to make electrical contact to and test all of the die on a wafer in a single touchdown. The FOX-1P test head and WaferPak contactor are compatible with industry-standard 300 mm wafer probers which provide the wafer handling and alignment automation for the FOX-1P system. The FOX-1P pattern generator is designed to functionally test industry-standard memory devices such as flash and DRAMs, plus it is optimized to test memory or logic ICs that incorporate design for testability, or DFT, and built-in self-test, or BIST. The FOX-1P universal per-pin architecture to provide per-pin electronics and per-device power supplies is tailored to full-wafer functional test. The Company believes that the FOX-1P system can significantly reduce the cost of testing IC wafers. The Company FOX-1P system was partially funded through a development agreement with a leading semiconductor manufacturer. The Company has received the first production order of this new system.

The FOX-1 full wafer parallel test system, the predecessor to the FOX-1P system, was introduced in June 2005 and was designed for massively parallel test in wafer sort. The FOX-1 system is nearing the end of its lifecycle and limited shipments are expected in the future.

The FOX-15 full wafer contact test and burn-in system, introduced in October 2007, is designed for use with wafers that require test and burn-in times typically measured in hours. The FOX-15 system is focused on parallel testing and burning-in up to 15 wafers at a time. For high reliability applications, such as automotive, the FOX-15 system is a cost-effective solution for producing tested and burned-in die for use in multi-chip packages. Using Known-Good Die, or KGD, which are fully burned-in and tested die, in multi-chip packages helps assure the reliability of the final product and lowers costs by increasing the yield of high-cost multi-chip packages. Wafer-level burn-in and test enables lower cost production of KGD for multi-chip modules, 3-D stacked packages and systems-in-a-package.

One of the key components of the FOX systems is the patented WaferPak cartridge system. The WaferPak cartridge contains a full-wafer single-touchdown probe card which is easily removable from the system. Traditional probe cards contact only a portion of the wafer, requiring multiple touchdowns to test the entire wafer. The unique design is intended to accommodate a wide range of contactor technologies so that the contactor technology can evolve along with the changing requirements of the customer's wafers.

The full wafer contact systems product category accounted for approximately 31%, 42% and 31% of the Company's net sales in fiscal 2015, 2014 and 2013, respectively.

#### *SYSTEMS FOR PACKAGED PARTS*

Test during burn-in, or TDBI, systems consist of several subsystems: pattern generation and test electronics, control software, network interface and environmental chamber. The test pattern generator allows duplication of most of the functional tests performed by a traditional tester. Pin electronics at each burn-in board, or BIB, position are designed to provide accurate signals to the ICs being tested and detect whether a device is failing the test.

Devices being tested are placed on BIBs and loaded into environmental chambers which typically operate at temperatures from 25 degrees Celsius (77 degrees Fahrenheit) up to 150 degrees Celsius (302 degrees Fahrenheit) (optional chambers can produce temperatures as low as -55 degrees Celsius (-67 degrees Fahrenheit)). A single BIB can hold up to several hundred ICs, and a production chamber holds up to 72 BIBs, resulting in thousands of memory or logic devices being tested in a single system.

The Advanced Burn-in and Test System, or ABTS, was introduced in fiscal 2008. The ABTS family of products is based on a completely new hardware and software architecture that is intended to address not only today's devices, but also future devices for many years to come. The ABTS system can test and burn-in both high-power logic and low-power ICs. It can be configured to provide individual device temperature control for devices up to 70W or more and with up to 320 I/O channels.

The MAX system family, the predecessor to the ABTS family, was designed for monitored burn-in of memory and logic devices. The MAX system is nearing the end of its lifecycle and limited shipments are expected in the future.

This packaged part systems product category accounted for approximately 65%, 57% and 68% of the Company's net sales in fiscal 2015, 2014 and 2013, respectively.

#### *TEST FIXTURES*

The Company sells, and licenses others to manufacture and sell, custom-designed test fixtures for its systems. The test fixtures include BIBs for the ABTS parallel test and burn-in system and for the MAX monitored burn-in system. These test fixtures hold the devices undergoing test or burn-in and electrically connect the devices under test to the system electronics. The capacity of each test fixture depends on the type of device being tested or burned-in, ranging from several hundred in memory production to as few as eight for high pin-count complex Application Specific Integrated Circuits, or ASICs, or microprocessor devices. Test fixtures are sold both with new Aehr Test systems and for use with the Company's installed base of systems. Test fixtures are also available from third-party suppliers.

The Company's DiePak product line includes a family of reusable, temporary die carriers and associated sockets that enable the test and burn-in of bare die using the same test and burn-in systems used for packaged ICs. DiePak carriers offer cost-effective solutions for providing KGD for most types of ICs, including memory, microcontroller and microprocessor devices. The DiePak carrier consists of an interconnect substrate, which provides an electrical connection between the die pads and the socket contacts, and a mechanical support system. The substrate is customized for each IC product. The DiePak carrier comes in several different versions, designed to handle ICs ranging from 54 pin-count memory up to 320 pin-count microprocessors.

The Company has received patents or applied for patents on certain features of the FOX, ABTS and MAX4 test fixtures. The Company has licensed or authorized several other companies to provide MAX4 BIBs from which the Company receives royalties. Royalties and revenue for the test fixtures product category accounted for less than 5% of net sales in fiscal 2015, 2014 and 2013.

#### *CUSTOMERS*

The Company markets and sells its products throughout the world to semiconductor manufacturers, semiconductor contract assemblers, electronics manufacturers and burn-in and test service companies.

Sales to the Company's five largest customers accounted for approximately 79%, 90%, and 81% of its net sales in fiscal 2015, 2014 and 2013, respectively. During fiscal 2015, Texas Instruments Incorporated, or Texas Instruments, and Micronas GMBH, or Micronas, accounted for approximately 45% and 11%, respectively, of the Company's net sales. During fiscal 2014, Texas Instruments, and Spansion Inc., or Spansion, and Micronas accounted for approximately 40%, 30% and 12%, respectively, of the Company's net sales. During fiscal 2013, Texas Instruments and Spansion accounted for approximately 32% and 26%, respectively, of the Company's net sales. No other customers accounted for more than 10% of the Company's net sales for any of these periods. The Company expects that sales of its 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. Such fluctuations may result in changes in utilization of the Company's facilities and resources. The loss of or reduction or delay in orders from a significant customer or a delay in collecting or failure to collect accounts receivable from a significant customer could materially and adversely affect the Company's business, financial condition and operating results.

#### *MARKETING, SALES AND CUSTOMER SUPPORT*

The Company has sales and service operations in the United States, Japan, Germany and Taiwan, and has established a network of distributors and sales representatives in certain key parts of the world. See "REVENUE RECOGNITION" in Item 7 under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a further discussion of the Company's relationship with distributors, and its effects on revenue recognition.

The Company's customer service and support program includes system installation, system repair, applications engineering support, spare parts inventories, customer training and documentation. The Company has both applications engineering and field service personnel located at the corporate headquarters in Fremont, California, at two locations in Texas, at the Company's subsidiaries in Japan and Germany, and its branch office in Taiwan. The Company's distributors provide applications and field service support in other parts of the world. The Company customarily provides a warranty on its products. The Company offers service contracts on its systems directly and through its subsidiaries, distributors and representatives. The Company maintains customer support personnel in the Philippines, China and Korea. The Company believes that maintaining a close relationship with customers and providing them with ongoing engineering support improves customer satisfaction and will provide the Company with a competitive advantage in selling its products to the Company's customers.

## BACKLOG

At May 31, 2015, the Company's backlog was \$12.0 million compared with \$6.0 million at May 31, 2014. The Company's backlog consists of product orders for which confirmed purchase orders have been received and which are scheduled for shipment within 12 months. Due to the possibility of customer changes in delivery schedules or cancellations and potential delays in product shipments or development projects, the Company's backlog as of a particular date may not be indicative of net sales for any succeeding period.

## RESEARCH AND PRODUCT DEVELOPMENT

The Company historically has devoted a significant portion of its financial resources to research and development programs and expects to continue to allocate significant resources to these efforts. Certain research and development expenditures related to non-recurring engineering milestones have been transferred to cost of goods sold, reducing research and development expenses. The Company's research and development expenses during fiscal 2015, 2014 and 2013 were \$4.1 million, \$3.4 million and \$3.2 million, respectively.

The Company conducts ongoing research and development to design new products and to support and enhance existing product lines. Building upon the expertise gained in the development of its existing products, the Company has developed the FOX family of systems for performing test and burn-in of entire processed wafers, rather than individual die or packaged parts. During the first quarter of fiscal 2013, the Company entered into an agreement with a customer to develop a next generation FOX system. This new FOX system is designed to provide the customer with increased test flexibility and capability at a significantly lower cost of test than alternative solutions while also expanding the markets addressed by our FOX full wafer test products. The Company is developing enhancements to the ABTS and FOX families of products, intended to improve the capability and performance for testing and burn-in of future generation ICs and provide the flexibility in a wide variety of applications from logic to memory.

## MANUFACTURING

The Company assembles its products from components and parts manufactured by others, including environmental chambers, power supplies, metal fabrications, printed circuit assemblies, ICs, burn-in sockets, high-density interconnects, wafer contactors and interconnect substrates. Final assembly and testing are performed within the Company's facilities. The Company's strategy is to use in-house manufacturing only when necessary to protect a proprietary process or when a significant improvement in quality, cost or lead time can be achieved and relies on subcontractors to manufacture many of the components and subassemblies used in its products. The Company's principal manufacturing facility is located in Fremont, California. The Company's facility in Utting, Germany provides limited manufacturing and product customization.

## COMPETITION

The semiconductor equipment industry is intensely competitive. Significant competitive factors in the semiconductor equipment market include price, technical capabilities, quality, flexibility, automation, cost of ownership, reliability, throughput, product availability and customer service. In each of the markets it serves, the Company faces competition from established competitors and potential new entrants, many of which have greater financial, engineering, manufacturing and marketing resources than the Company.

The Company's FOX full wafer contact systems face competition from larger systems manufacturers that have significant technological know-how and manufacturing capability. Competing suppliers of full wafer contact systems include Advantest Corporation, Teradyne Inc., Micronics Japan Co., Ltd., and Tokyo Electron Limited.

The Company's ABTS TDBI systems have faced and are expected to continue to face increasingly severe competition, especially from several regional, low-cost manufacturers and from systems manufacturers that offer higher power dissipation per device under test. Some users of such systems, such as independent test labs, build their own burn-in systems, while others, particularly large IC manufacturers in Asia, acquire burn-in systems from captive or affiliated suppliers. The market for burn-in systems is highly fragmented, with many domestic and international suppliers. Competing suppliers of burn-in and functional test systems that compete with ABTS systems include Dong-Il Corporation, Micro Control Company, Incal Technology and Advantest Corporation.

The Company's WaferPak products are facing and are expected to face increasing competition. Several companies have developed or are developing full-wafer and single-touchdown probe cards. As the full-wafer test market develops, the Company expects that other competitors will emerge. The primary competitive factors in this market are cost, performance, reliability and assured supply. Competing suppliers of full-wafer probe cards include FormFactor, Inc., Japan Electronic Materials Corporation and Micronics Japan Co., Ltd.

The Company's test fixture products face numerous regional competitors. There are limited barriers to entry into the BIB market, and as a result, many companies design and manufacture BIBs, including BIBs for use with the Company's ABTS and MAX systems. The Company has granted royalty-bearing licenses to several companies to make BIBs for use with the Company's MAX4 systems and the Company may grant additional licenses as well. Sales of MAX4 BIBs by licensees result in royalties to the Company.

The Company expects that its DiePak products will face significant competition. The Company believes that several companies have developed or are developing products which are intended to enable test and burn-in of bare die. If the bare die market develops, the Company expects that other competitors will emerge. The DiePak products also face severe competition from other alternative test solutions. The Company expects that the primary competitive factors in this market will be cost, performance, reliability and assured supply. Suppliers with products that compete with our DiePak products include Yamaichi Electronics Co., Ltd.

The Company expects its competitors to continue to improve the performance of their current products and to introduce new products with improved price and performance characteristics. New product introductions by the Company's competitors or by new market entrants could cause a decline in sales or loss of market acceptance of the Company's products. The Company has observed price competition in the systems market, particularly with respect to its less advanced products. Increased competitive pressure could also lead to intensified price-based competition, resulting in lower prices which could adversely affect the Company's operating margins and results. The Company believes that to remain competitive it must invest significant financial resources in new product development and expand its customer service and support worldwide. There can be no assurance that the Company will be able to compete successfully in the future.

#### PROPRIETARY RIGHTS

The Company relies primarily on the technical and creative ability of its personnel, its proprietary software, and trade secrets and copyright protection, rather than on patents, to maintain its competitive position. The Company's proprietary software is copyrighted and licensed to the Company's customers. At May 31, 2015 the Company held forty-one issued United States patents with expiration date ranges from 2017 to 2033 and had several additional United States patent applications and foreign patent applications pending.

The Company's ability to compete successfully is dependent in part upon its ability to protect its proprietary technology and information. Although the Company attempts to protect its proprietary technology through patents, copyrights, trade secrets and other measures, there can be no assurance that these measures will be adequate or that competitors will not be able to develop similar technology independently. Further, there can be no assurance that claims allowed on any patent issued to the Company will be sufficiently broad to protect the Company's technology, that any patent will be issued to the Company from any pending application or that foreign intellectual property laws will protect the Company's intellectual property. Litigation may be necessary to enforce or determine the validity and scope of the Company's proprietary rights, and there can be no assurance that the Company's intellectual property rights, if challenged, will be upheld as valid. Any such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on the Company's business, financial condition and operating results, regardless of the outcome of the litigation. In addition, there can be no assurance that any of the patents issued to the Company will not be challenged, invalidated or circumvented or that the rights granted thereunder will provide competitive advantages to the Company. Also, there can be no assurance that the Company will have the financial resources to defend its patents from infringement or claims of invalidity.

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

#### EMPLOYEES

As of May 31, 2015, the Company, including its two foreign subsidiaries and one branch office, employed 76 persons collectively, on a full-time basis, of whom 21 were engaged in research, development and related engineering, 19 were engaged in manufacturing, 24 were engaged in marketing, sales and customer support and 12 were engaged in general administration and finance functions. In addition, the Company from time to time employs a number of contractors

and part-time employees, particularly to perform customer support and manufacturing. The Company's success is in part dependent on its ability to attract and retain highly skilled workers, who are in high demand. None of the Company's employees are represented by a union and the Company has never experienced a work stoppage. The Company's management considers its relations with its employees to be good.

## BUSINESS SEGMENT DATA AND GEOGRAPHIC AREAS

The Company operates in a single business segment, the designing, manufacturing and marketing of advanced test and burn-in products to the semiconductor manufacturing industry in several geographic areas. Selected financial information, including net sales and property and equipment, net for each of the last three fiscal years, by geographic area is included in Part II, Item 8, Note 15 "Segment Information" and certain risks related to such operations are discussed in Part I, Item 1A, under the heading "We sell our products and services worldwide, and our business is subject to risks inherent in conducting business activities in geographic regions outside of the United States."

## AVAILABLE INFORMATION

The Company's common stock trades on the NASDAQ Capital Market under the symbol "AEHR." The Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports that are filed with the United States Securities and Exchange Commission, or SEC, pursuant to Section 13(a) or 15(d) of the Exchange Act, are available free of charge through the Company's website at [www.aehr.com](http://www.aehr.com) as soon as reasonably practicable after we electronically file them with, or furnish them to the SEC.

The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operations of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site, [www.sec.gov](http://www.sec.gov), that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

In addition, information regarding the Company's code of conduct and ethics and the charters of its Audit, Compensation and Nominating and Governance Committees, are available free of charge on the Company's website listed above.

### **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 Annual Report on Form 10-K or presented elsewhere by management from time to time.

#### **We rely on increasing 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 increase our presence in the test equipment market through system sales in our FOX wafer-level test and burn-in product family. The FOX system is designed to simultaneously functionally test and burn-in all of the die on a wafer on a single touchdown. The market for the FOX systems is in the 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 us. As is common with new 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 increased market acceptance would have a material adverse effect on our future operating results, long-term prospects and our stock price.

#### **If we are not able to reduce our operating expenses sufficiently during periods of weak revenue, or if we utilize significant amounts of cash to support operating losses, we may erode our cash resources and may not have sufficient cash to operate our business.**

In recent years, in the face of a downturn in our business and a decline in our net sales, we 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 then weak market for test and burn-in equipment. While we took significant steps to minimize our expense levels and to increase the likelihood that we would have sufficient cash to support operations during the downturn, from fiscal 2009 through fiscal 2015, with the exception of fiscal 2014, we experienced operating losses. While we believe our existing cash balance, together with cash flows from operations, as well as funds available through our credit facility will be adequate to meet our working capital and capital equipment requirements through fiscal 2016, 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 generate a large portion of our sales from a small number of customers. If we were to lose one or more of our large customers, operating results could suffer dramatically.**

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 79%, 90%, and 81% of its net sales in fiscal 2015, 2014 and 2013, respectively. During fiscal 2015, Texas Instruments and Micronas accounted for approximately 45% and 11%, respectively, of the Company's net sales. During fiscal 2014, Texas Instruments, Spansion and Micronas accounted for approximately 40%, 30% and 12%, respectively, of the Company's net sales. During fiscal 2013, Texas Instruments and Spansion accounted for approximately 32% and 26%, respectively, of the Company's net sales. No other customers accounted for more than 10% of the Company's net sales for any of these periods.

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, 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.

**We rely on continued market acceptance of our ABTS system and our ability to complete certain enhancements.**

Continued market acceptance of the ABTS family, first introduced in fiscal 2008, is subject to a number of risks. It is important that we achieve customer acceptance, customer satisfaction and increased market acceptance as we add new features and enhancements to the ABTS product. To date, the Company has shipped ABTS systems to customers worldwide for use in both reliability and production applications. The Company has recognized a weakening of ABTS product sales over the past few quarters. The failure of the ABTS family to increase revenues above current levels would have a material adverse effect on our future operating results.

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

We derive a substantial portion of our net sales from the sale of a relatively small number of systems which typically range in purchase price from approximately \$300,000 to well 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. Most 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. For non-standard products where we have not effectively demonstrated the ability to meet specifications in the customer environment, we defer revenue until we have met such customer specifications. Any delay in meeting customer specifications 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 may experience increased costs associated with new product introductions.**

As is common with new 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. Some 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.

**Periodic economic and semiconductor industry downturns could negatively affect our business, results of operations and financial condition.**

Periodic global economic and semiconductor industry downturns have negatively affected and could continue to negatively affect our business, results of operations, and financial condition. Financial turmoil in the banking system and financial markets has resulted, and may result in the future, in a tightening of the credit markets, disruption in the financial markets and global economy downturn. These events may contribute to significant slowdowns in the industry in which we operate. Difficulties in obtaining capital and deteriorating market conditions can pose the 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. Customers with liquidity issues may lead to additional bad debt expense for the Company.

Turmoil in the international 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 have historically declined, and will likely 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 calendar 2012 and 2013, and that the uncertainty of the semiconductor market may cause some manufacturers in the future to further delay capital spending plans. Economic conditions 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, some governments have subsidized portions of fabrication facility construction, and financial turmoil may reduce these governments' willingness to continue such subsidies. Such developments could have a material adverse effect on our business, financial condition and results of operations.

The recent 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 such conditions recur, and 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.

**The semiconductor equipment industry is intensely competitive. In each of the markets it serves, the Company faces competition from established competitors and potential new entrants, many of which have greater financial, engineering, manufacturing and marketing resources than the Company.**

The Company's FOX full wafer contact systems face competition from larger systems manufacturers that have significant technological know-how and manufacturing capability. The Company's ABTS TDBI systems have faced and are expected to continue to face increasingly severe competition, especially from several regional, low-cost manufacturers and from systems manufacturers that offer higher power dissipation per device under test. Some users of such systems, such as independent test labs, build their own burn-in systems, while others, particularly large IC manufacturers in Asia, acquire burn-in systems from captive or affiliated suppliers. The Company's WaferPak products are facing and are expected to face increasing competition. Several companies have developed or are developing full-wafer and single-touchdown probe cards. The Company's test fixture products face numerous regional competitors. There are limited barriers to entry into the burn-in board, or BIB, market, and as a result, many companies design and manufacture BIBs, including BIBs for use with the Company's ABTS systems. The Company expects that its DiePak products will face significant competition. The Company believes that several companies have developed or are developing products which are intended to enable test and burn-in of bare die.

The Company expects its competitors to continue to improve the performance of their current products and to introduce new products with improved price and performance characteristics. New product introductions by the Company's competitors or by new market entrants could cause a decline in sales or loss of market acceptance of the Company's products. The Company has observed price competition in the systems market, particularly with respect to its less advanced products. Increased competitive pressure could also lead to intensified price-based competition, resulting in lower prices which could adversely affect the Company's operating margins and results. The Company believes that to remain competitive it must invest significant financial resources in new product development and expand its customer service and support worldwide. There can be no assurance that the Company will be able to compete successfully in the future.



**We sell our products and services worldwide, and our business is subject to risks inherent in conducting business activities in geographic regions outside of the United States.**

Approximately 64%, 56%, and 55% of our net sales for fiscal 2015, 2014 and 2013, respectively, were attributable to sales to customers for delivery outside of the United States. We operate a sales, service and limited manufacturing organization in Germany and sales and service organizations in Japan and Taiwan. We expect that sales of products for delivery outside of the United States will continue to represent a substantial portion of our future net sales. 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.

Approximately 95%, 3% and 2% of our net sales for fiscal 2015 were denominated in U.S. Dollars, Euros and Japanese Yen, respectively. Although the percentages of net sales denominated in Euros and Japanese Yen were small in fiscal 2015, they have been larger in the past and could become significant again in the future. A large percentage of net sales to European customers are denominated in U.S. Dollars, but sales to many Japanese customers are denominated in Japanese 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 any 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 change 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 depends in part upon our ability to develop new products and to introduce them 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.

**Our dependence on subcontractors and sole source suppliers may prevent us from delivering our products on a timely basis and expose us to intellectual property infringement.**

We rely on subcontractors to manufacture many of the components or subassemblies used in our products. Our FOX and ABTS systems, WaferPak contactors and DiePak carriers contain several components, including environmental chambers, power supplies, high-density interconnects, wafer contactors, signal distribution substrates and certain ICs that are currently supplied by only one or a limited number of suppliers. Our reliance on subcontractors and single source suppliers involves a number of significant risks, including the loss of control over the manufacturing process, the potential absence of adequate capacity and reduced control over delivery schedules, manufacturing yields,

quality and costs. In the event that any significant subcontractor or single source supplier is unable or unwilling to continue to manufacture subassemblies, components or parts in required volumes, we would have to identify and qualify acceptable replacements. The process of qualifying subcontractors and suppliers could be lengthy, and no assurance can be given that any additional sources would be available to us on a timely basis. Any delay, interruption or termination of a supplier relationship could adversely affect our ability to deliver products, which would harm our operating results.

Our suppliers manufacture components, tooling, and provide engineering services. During this process, our suppliers are allowed access to intellectual property of the Company. While the Company maintains patents to protect from intellectual property infringement, there can be no assurance that technological information gained in the manufacture of our products will not be used to develop a new product, improve processes or techniques which compete against our products. 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.

#### **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 semiconductor process 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, our business may decline.

#### **The Company may not continue to meet the listing requirements of the NASDAQ markets which could cause our stock to be delisted.**

Pursuant to the listing requirements of NASDAQ, if a company's stock price is below \$1.00 per share for 30 consecutive trading days, NASDAQ will notify the company that it is no longer in compliance with the NASDAQ Bid Price Rule listing qualification. If a company is not in compliance with the Bid Price Rule, the company will have 180 calendar days to regain compliance. The company may regain compliance with the Bid Price Rule if the bid price of the common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days at any time during the 180 day cure period. On December 26, 2012, the Company received notice from NASDAQ that it was no longer in compliance with the Bid Price Rule. The Company subsequently regained compliance on April 3, 2013.

There can be no assurance that the Company will remain in compliance with the Bid Price Rule, and that it will maintain compliance with the other listing requirements of the NASDAQ Capital Market, or that it will not be delisted.

#### **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, general conditions in the semiconductor and semiconductor equipment industries as well as 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.

#### **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 Gayn Erickson, our President and 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 us. 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, which could harm our business and operating results. 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, failure to comply with current or future regulations could result in substantial fines, 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 to control the use, disposal or storage of or adequately restrict the discharge of, hazardous or toxic substances could subject us to significant liabilities.

**If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.**

We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. The provisions of the act require, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. Preparing our financial statements involves a number of complex processes, many of which are done manually and are dependent upon individual data input or review. These processes include, but are not limited to, calculating revenue, deferred revenue and inventory costs. While we continue to automate our processes and enhance our review and put in place controls to reduce the likelihood for errors, we expect that for the foreseeable future, many of our processes will remain manually intensive and thus subject to human error.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 2. Properties**

The Company's principal administrative and production facilities are located in Fremont, California, in a 51,289 square foot building. The Company's lease was renewed in November, 2014 and expires in June, 2018. The Company has an option to extend the lease for an additional three year period at rates to be determined. The Company's facility in Japan is located in a 418 square foot office in Tokyo under a lease which expires in June, 2016. The Company also maintains a 1,585 square foot warehouse in Yamanashi under a lease which expires in November, 2015. The Company leases a sales and support office in Utting, Germany. The lease, which began February 1, 1992 and expires on January 31, 2016, contains an automatic twelve months renewal, at rates to be determined, if no notice is given prior to six months from expiry. The Company's and its subsidiaries' annual rental payments currently aggregate \$554,000. The Company periodically evaluates its global operations and facilities to bring its capacity in line with demand and to provide cost efficient services for its customers. In prior years, through this process, the Company has moved from certain facilities that exceeded the capacity required to satisfy its needs. The Company believes that its existing facilities

are adequate to meet its current and reasonably foreseeable requirements. The Company regularly evaluates its expected future facilities requirements and believes that alternate facilities would be available if needed.

### Item 3. Legal Proceedings

None.

### Item 4. Mine Safety Disclosures

Not Applicable

## PART II

### Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company’s common stock is publicly traded on the NASDAQ Capital Market under the symbol “AEHR”. The following table sets forth, for the periods indicated, the high and low sale prices for the common stock on such market. These quotations represent prices between dealers and do not include retail markups, markdowns or commissions and may not necessarily represent actual transactions.

	<u>High</u>	<u>Low</u>
Fiscal 2015:		
First quarter ended August 31, 2014. . . . .	\$3.24	\$1.92
Second quarter ended November 30, 2014. . . . .	2.80	1.80
Third quarter ended February 28, 2015. . . . .	2.80	2.18
Fourth quarter ended May 31, 2015 . . . . .	2.86	1.87
Fiscal 2014:		
First quarter ended August 31, 2013. . . . .	\$2.05	\$1.24
Second quarter ended November 30, 2013. . . . .	3.59	1.46
Third quarter ended February 28, 2014. . . . .	3.48	2.23
Fourth quarter ended May 31, 2014 . . . . .	3.03	1.75

At August 6, 2015, the Company had 162 holders of record of its common stock. A substantially greater number of holders of the Company’s common stock are “street name” or beneficial holders whose shares are held by banks, brokers and other financial institutions.

The Company has not paid cash dividends on its common stock or other securities. The Company currently anticipates that it will retain its future earnings, if any, for use in the expansion and operation of its business and does not anticipate paying any cash dividends on its common stock in the foreseeable future.

The Company did not repurchase any of its common stock during the fiscal year ended May 31, 2015.

### EQUITY COMPENSATION PLAN INFORMATION

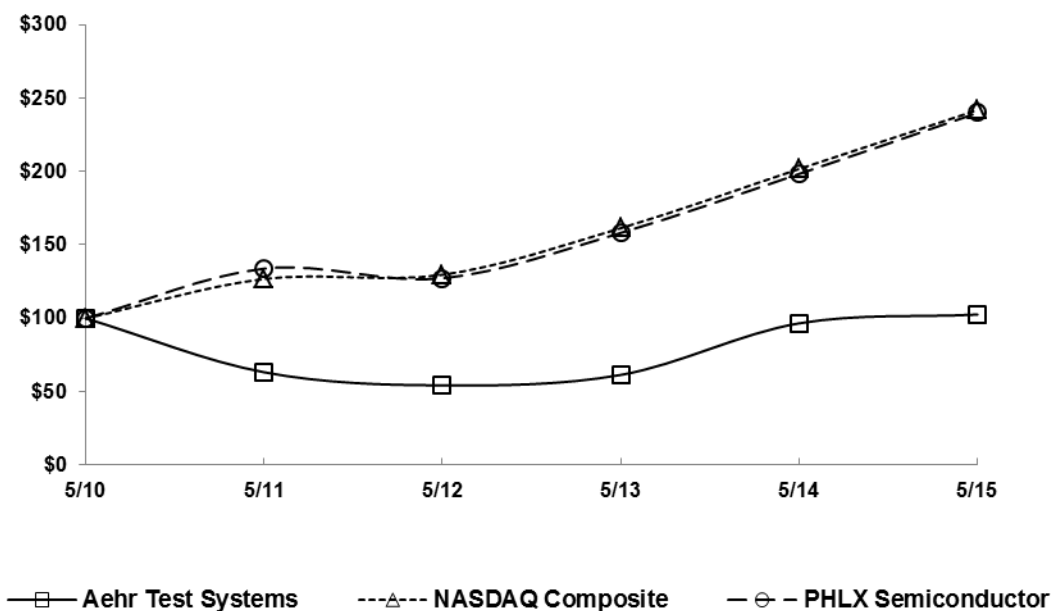
The information required by this item is incorporated by reference to the information under the caption “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” of the Proxy Statement and Part III, Item 12 of this Annual Report on Form 10-K.

### PERFORMANCE MEASUREMENT COMPARISON

The following graph shows a comparison of total shareholder return for holders of the Company's common stock for the last five fiscal years ended May 31, 2015, compared with the NASDAQ Composite Index and the Philadelphia Semiconductor Index. The graph assumes that \$100 was invested in the Company's common stock, in the NASDAQ Composite Index and the Philadelphia Semiconductor Index on May 31, 2010, and that all dividends were reinvested. The Company believes that while total shareholder return can be an important indicator of corporate performance, the stock prices of semiconductor equipment companies like us are subject to a number of market-related factors other than company performance, such as competitive announcements, mergers and acquisitions in the industry, the general state of the economy and the performance of other semiconductor equipment company stocks. Stock prices and shareholder returns over the indicated period should not be considered indicative of future stock prices or shareholder returns.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Aehr Test Systems, the NASDAQ Composite Index  
and the PHLX Semiconductor Index



\*\$100 invested on 5/31/10 in stock or index, including reinvestment of dividends.  
Fiscal year ending May 31.

### Item 6. Selected Consolidated Financial Data

The selected consolidated financial data set forth below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The selected consolidated financial data in this section are not intended to replace the consolidated financial statements and are qualified in their entirety by the consolidated financial statements and related notes thereto included elsewhere in this Annual Report on Form 10-K.

We derived the statements of operations data for the years ended May 31, 2015, 2014 and 2013 and the balance sheet data as of May 31, 2015 and 2014 from our audited consolidated financial statements and related notes, which are included elsewhere in this Annual Report on Form 10-K. We derived the statements of operations data for the years ended May 31, 2012 and 2011 and the balance sheet data as of May 31, 2013, 2012 and 2011 from our audited consolidated financial statements and related notes which are not included in this Annual Report on Form 10-K. We have not declared or distributed any cash dividends.

	Fiscal Year Ended May 31,				
	2015	2014	2013	2012	2011
	(In thousands, except per share data)				
<b>CONSOLIDATED STATEMENTS OF OPERATIONS:</b>					
Net sales . . . . .	\$10,018	\$19,684	\$16,488	\$15,521	\$13,737
Cost of sales . . . . .	6,180	9,462	9,712	9,314	8,225
Gross profit . . . . .	3,838	10,222	6,776	6,207	5,512
Operating expenses:					
Selling, general and administrative . . . . .	6,470	6,323	6,872	6,526	5,964
Research and development . . . . .	4,062	3,402	3,211	4,188	4,567
Gain on bankruptcy claim . . . . .	--	--	--	--	(832)
Total operating expenses . . . . .	10,532	9,725	10,083	10,714	9,699
(Loss) income from operations . . . . .	(6,694)	497	(3,307)	(4,507)	(4,187)
Interest income . . . . .	--	--	--	--	3
Interest expense . . . . .	(130)	(26)	(49)	(4)	--
Gain on sale of long-term investment . . . . .	--	--	--	990	--
Other income (expense), net . . . . .	211	(64)	(33)	117	762
(Loss) income before income tax (expense) benefit . . . . .	(6,613)	407	(3,389)	(3,404)	(3,422)
Income tax (expense) benefit . . . . .	(34)	15	(30)	15	49
Net (loss) income . . . . .	(6,647)	422	(3,419)	(3,389)	(3,373)
Less: Net income (loss) attributable to the noncontrolling interest . . . . .	--	--	--	1	16
Net (loss) income attributable to Achr Test Systems common shareholders . . . . .	<u><u>\$ (6,647)</u></u>	<u><u>\$ 422</u></u>	<u><u>\$ (3,419)</u></u>	<u><u>\$ (3,390)</u></u>	<u><u>\$ (3,389)</u></u>
Net (loss) income per share:					
Basic . . . . .	\$(0.55)	\$0.04	\$(0.36)	\$(0.38)	\$(0.39)
Diluted . . . . .	\$(0.55)	\$0.04	\$(0.36)	\$(0.38)	\$(0.39)
Shares used in per share calculations					
Basic . . . . .	12,047	10,877	9,549	9,016	8,776
Diluted . . . . .	12,047	11,889	9,549	9,016	8,776
			May 31,		
	2015	2014	2013	2012	2011
<b>CONSOLIDATED BALANCE SHEETS:</b>					
Cash and cash equivalents . . . . .	\$5,527	\$1,809	\$2,324	\$2,073	\$4,020
Working capital . . . . .	7,776	6,556	4,900	6,120	8,031
Total assets . . . . .	14,868	12,225	10,975	11,613	12,083
Long-term obligations, less current portion . . . . .	3,799	79	280	351	442
Total shareholders' equity . . . . .	4,550	7,029	4,994	6,454	9,101

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the financial condition and results of operations of the Company should be read in conjunction with our "Selected Consolidated Financial Data" and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

### 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 ABTS Advanced Burn-in and Test System, the FOX full wafer contact parallel test and burn-in system, WaferPak contactors, the DiePak carrier and test fixtures.

The Company's net sales consist primarily of sales of systems, WaferPak contactors, test fixtures, die carriers, upgrades and spare parts and revenues from service contracts and engineering development charges. The Company's selling arrangements may include contractual customer acceptance provisions, which are mostly deemed perfunctory or inconsequential, and installation of the product occurs after shipment and transfer of title.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated 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, 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.

The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

### REVENUE RECOGNITION

The Company recognizes revenue upon the shipment of products or the performance of services when: (1) persuasive evidence of the arrangement exists; (2) services have been rendered; (3) the price is fixed or determinable; and (4) collectibility is reasonably assured. When a sales agreement involves multiple deliverables, such as extended support provisions, training to be supplied after delivery of the systems, and test programs specific to customers' routine applications, the multiple deliverables are evaluated to determine the unit of accounting. Judgment is required to properly identify the accounting units of multiple element transactions and the manner in which revenue is allocated among the accounting units. Judgments made, or changes to judgments made, may significantly affect the timing or amount of revenue recognition.

Revenue related to the multiple elements are allocated to each unit of accounting using the relative selling price hierarchy. Consistent with accounting guidance, the selling price is based upon vendor specific objective evidence (VSOE). If VSOE is not available, third party evidence (TPE) is used to establish the selling price. In the absence of VSOE or TPE, estimated selling price is used. The Company has adopted this guidance effective with the first quarter of fiscal 2012. Prior to fiscal 2012, revenue for arrangements containing multiple deliverables was allocated based upon estimated fair values. The adoption of the new revenue recognition accounting standards did not have a material impact on our consolidated financial statements.

During the first quarter of fiscal 2013, the Company entered into an agreement with a customer to develop a next generation FOX system. The project identifies multiple milestones with values assigned to each. The consideration earned upon achieving the milestone is required to meet the following conditions prior to recognition: (i) the value is commensurate with the vendor's performance to meet the milestone, (ii) it relates solely to past performance, (iii) and it is reasonable relative to all of the deliverables and payment terms within the arrangement. Revenue is recognized for the milestone upon acceptance by the customer.

Sales tax collected from customers is not included in net sales but rather recorded as a liability due to the respective taxing authorities. Provisions for the estimated future cost of warranty and installation are recorded at the time the products are shipped.

Royalty-based revenue related to licensing income from performance test boards and burn-in boards is recognized upon the earlier of the receipt by the Company of the licensee's report related to its usage of the licensed intellectual property or upon payment by the licensee.

The Company's terms of sales with distributors are generally Free on Board, or FOB, shipping point with payment due within 60 days. All products go through in-house testing and verification of specifications before shipment. Apart from warranty reserves, credits issued have not been material as a percentage of net sales. The Company's distributors do not generally carry inventories of the Company's products. Instead, the distributors place orders with the Company at or about the time they receive orders from their customers. The Company's shipment terms to our distributors do not provide for credits or rights of return. Because the Company's distributors do not generally carry inventories of our products, they do not have rights to price protection or to return products. At the time the Company ships products to the distributors, the price is fixed. Subsequent to the issuance of the invoice, there are no discounts or special terms. The Company does not give the buyer the right to return the product or to receive future price concessions. The Company's arrangements do not include vendor consideration.

#### PRODUCT DEVELOPMENT COSTS AND CAPITALIZED SOFTWARE

The Company capitalizes its systems software development costs incurred after a system achieves technological feasibility and before first commercial shipment. Such costs typically represent a small portion of total research and development costs. No system software development costs were capitalized or amortized in fiscal 2015, 2014, or 2013.

#### ALLOWANCE FOR DOUBTFUL ACCOUNTS

The Company maintains an allowance for doubtful accounts to reserve for potentially uncollectible trade receivables. The Company also reviews its trade receivables by aging category to identify specific customers with known disputes or collection issues. The Company exercises judgment when determining the adequacy of these reserves as the Company evaluates historical bad debt trends, general economic conditions in the United States and internationally and changes in customer financial conditions. Uncollectible receivables are recorded as bad debt expense when all efforts to collect have been exhausted and recoveries are recognized when they are received.

#### WARRANTY OBLIGATIONS

The Company provides and records the estimated cost of product warranties at the time revenues are recognized on products 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. The Company's estimate of warranty reserve is based on management's assessment of future warranty obligations and on historical warranty obligations. 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, which could affect how the Company accounts for expenses.

#### INVENTORY OBSOLESCENCE

In each of the last three fiscal years, the Company has written down its inventory for estimated obsolescence or unmarketable inventory by an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If future market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

#### IMPAIRMENT OF GOODWILL

Goodwill represents the excess of the purchase price over the fair value of tangible and identifiable intangible net assets acquired in the Company's acquisition of its Japanese subsidiary. During fiscal 2009, the Company tested the goodwill for impairment, determined it was impaired, and fully reserved the goodwill amount of \$274,000. Both gross goodwill and accumulated impairment were each \$274,000 at May 31, 2015, 2014 and 2013.



## INVESTMENT IMPAIRMENT

The Company records an investment impairment charge when it believes an investment has experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of underlying investments could result in losses or an inability to recover the carrying value of the investments that may not be reflected in an investment's current carrying value, thereby possibly requiring an impairment charge in the future.

## INCOME TAXES

Income taxes have been provided using the liability method whereby deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and net operating loss and tax credit carryforwards measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse or the carryforwards are utilized. Valuation allowances are established when it is determined that it is more likely than not that such assets will not be realized.

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.

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 1996 – 2014 remain subject to examination by the appropriate governmental agencies due to tax loss carryovers from those years.

## STOCK-BASED COMPENSATION EXPENSE

Stock-based compensation expense consists of expenses for stock options and employee stock purchase plan, or ESPP, purchase rights. Stock-based compensation cost is measured at each grant date, based on the fair value of the award using the Black-Scholes option valuation 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-based compensation is accounted for as an equity instrument.

The fair value of each option grant and the right to purchase shares under the Company's stock purchase plan are estimated on the date of grant using the Black-Scholes option valuation model with assumptions concerning expected term, stock price volatility, expected dividend yield, risk-free interest rate and the expected life of the award. See Note 1 to our consolidated financial statements for additional information relating to stock-based compensation. See Notes 12 and 13 to our consolidated financial statements for detailed information regarding the stock option plan and the ESPP.

## RESULTS OF OPERATIONS

The following table sets forth statements of operations data as a percentage of net sales for the periods indicated.

	Year Ended May 31,		
	2015	2014	2013
Net sales . . . . .	100.0%	100.0%	100.0%
Cost of sales . . . . .	61.7	48.1	58.9
Gross profit . . . . .	38.3	51.9	41.1
Operating expenses:			
Selling, general and administrative . . . . .	64.6	32.1	41.7
Research and development . . . . .	40.5	17.3	19.5
Total operating expenses. . . . .	105.1	49.4	61.2
(Loss) income from operations . . . . .	(66.8)	2.5	(20.1)
Interest expense . . . . .	(1.3)	(0.1)	(0.3)
Other income (expense), net. . . . .	2.1	(0.3)	(0.2)
(Loss) income before income tax (expense) benefit . . . . .	(66.0)	2.1	(20.6)
Income tax (expense) benefit . . . . .	(0.4)	--	(0.1)
Net (loss) income . . . . .	(66.4)	2.1	(20.7)
Less: Net income attributable to the noncontrolling interest. . . . .	--	--	--
Net (loss) income attributable to Aehr Test Systems common shareholders. . . . .	<u>(66.4)%</u>	<u>2.1%</u>	<u>(20.7)%</u>

## FISCAL YEAR ENDED MAY 31, 2015 COMPARED TO FISCAL YEAR ENDED MAY 31, 2014

**NET SALES.** Net sales consist primarily of sales of systems, test fixtures, die carriers, upgrades and spare parts as well as revenues from service contracts. Net sales decreased to \$10.0 million for the fiscal year ended May 31, 2015 from \$19.7 million for the fiscal year ended May 31, 2014, a decrease of 49.1%. The decrease in net sales in fiscal 2015 was primarily due to customer order and shipment push outs, customers absorbing capacity taken in earlier quarters, and the delay in the release of our new FOX-1P system. The decreases included both net sales of the Company's wafer-level products and Test During Burn-in (TDBI) products. Net sales of the wafer-level products for fiscal 2015 were \$3.1 million, and decreased approximately \$5.2 million from fiscal 2014. Net sales of the TDBI products for fiscal 2015 were \$6.6 million, and decreased approximately \$4.6 million from fiscal 2014.

**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 \$3.8 million for the fiscal year ended May 31, 2015 from \$10.2 million for the fiscal year ended May 31, 2014, a decrease of 62.5% primarily due to a decrease in net sales. Gross profit margin for the fiscal year ended May 31, 2015 was 38.3%, compared with 51.9% for the fiscal year ended May 31, 2014. The decrease in gross profit margin of 13.6% was primarily due to increased direct material costs as a percentage of sales resulting in a 8.1% gross profit margin reduction and manufacturing inefficiencies resulting in a 5.2% gross profit margin reduction.

**SELLING, GENERAL AND ADMINISTRATIVE.** Selling, general and administrative, or SG&A, expenses consist primarily of salaries and related costs of employees, customer support costs, commission expenses to independent sales representatives, product promotion, other professional services and bad debt expenses. SG&A expenses were \$6.5 million for the fiscal year ended May 31, 2015, compared with \$6.3 million for the fiscal year ended May 31, 2014, an increase of 2.3%. The increase in SG&A expenses was primarily due to an increase in employment related expenses.

**RESEARCH AND DEVELOPMENT.** Research and development, or 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 increased to \$4.1 million for the fiscal year ended May 31, 2015 from \$3.4 million for the fiscal year ended May 31, 2014, an increase of 19.4%. Lower R&D expenses in the fiscal year ended May 31, 2014 were primarily due to the transfer of R&D expenditures, related to non-recurring engineering milestones, into cost of goods sold and prepaid expenses.

**INTEREST EXPENSE.** Interest expense increased to \$130,000 for the fiscal year ended May 31, 2015 from \$26,000 for the fiscal year ended May 31, 2014. The increase in interest expense for the fiscal year ended May 31, 2015 was primarily due to expenses related to the convertible debt financing which closed in April 2015.

**OTHER INCOME (EXPENSE), NET.** Other income, net was \$211,000 for the fiscal year ended May 31, 2015, compared with other expense, net of \$64,000 for the fiscal year ended May 31, 2014. The other income in fiscal 2015 and the other expense in fiscal 2014 were primarily due to gains or losses, respectively, realized in connection with the fluctuation in the value of the dollar compared to foreign currencies during the referenced periods.

**INCOME TAX (EXPENSE) BENEFIT.** Income tax expense was \$34,000 for the fiscal year ended May 31, 2015, compared with income tax benefit of \$15,000 for the fiscal year ended May 31, 2014. The income tax benefit for the fiscal year ended May 31, 2014 was primarily due to the reversal of tax liabilities previously established under Financial Accounting Standards Board Interpretation No. 48, or FIN-48, which were no longer required.

#### FISCAL YEAR ENDED MAY 31, 2014 COMPARED TO FISCAL YEAR ENDED MAY 31, 2013

**NET SALES.** Net sales consist primarily of sales of systems, test fixtures, die carriers, upgrades and spare parts as well as revenues from service contracts. Net sales increased to \$19.7 million for the fiscal year ended May 31, 2014 from \$16.5 million for the fiscal year ended May 31, 2013, an increase of 19.4%. The increase in net sales in fiscal 2014 was primarily due to an increase in net sales of the Company's wafer-level products. Net sales of the wafer-level products for fiscal 2014 were \$8.3 million, and increased approximately \$3.2 million from fiscal 2013.

**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 increased to \$10.2 million for the fiscal year ended May 31, 2014 from \$6.8 million for the fiscal year ended May 31, 2013, an increase of 50.9% primarily due to an increase in net sales. Gross profit margin for the fiscal year ended May 31, 2014 was 51.9%, compared with 41.1% for the fiscal year ended May 31, 2013. The increase in gross profit margin was primarily due to decreased direct material costs resulting from the sales of certain systems which included previously written-down material.

**SELLING, GENERAL AND ADMINISTRATIVE.** Selling, general and administrative, or SG&A, expenses consist primarily of salaries and related costs of employees, customer support costs, commission expenses to independent sales representatives, product promotion, other professional services and bad debt expenses. SG&A expenses were \$6.3 million for the fiscal year ended May 31, 2014, compared with \$6.9 million for the fiscal year ended May 31, 2013, a decrease of 8.0%. The decrease in SG&A expenses was primarily due to decreases of \$0.3 million in sales commissions to outside sales representatives and \$0.2 million in pre-sales support expenses.

**RESEARCH AND DEVELOPMENT.** Research and development, or 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 increased to \$3.4 million for the fiscal year ended May 31, 2014 from \$3.2 million for the fiscal year ended May 31, 2013, an increase of 5.9%. The increase in R&D expenses was primarily due to increases of \$0.3 million of project expenses and \$0.2 million of outside services. These were partially offset by an increase of \$0.4 million of R&D expenditures, related to non-recurring engineering milestones, transferred into cost of goods sold and prepaid expenses.

**INTEREST EXPENSE.** Interest expense decreased to \$26,000 for the fiscal year ended May 31, 2014 from \$49,000 for the fiscal year ended May 31, 2013 as a result of lower average borrowings on the line of credit.

**OTHER INCOME (EXPENSE), NET.** Other expense, net increased to \$64,000 for the fiscal year ended May 31, 2014 from \$33,000 for the fiscal year ended May 31, 2013. The change in other expense was due to foreign exchange losses resulting from the fluctuation in the value of the dollar compared to foreign currencies.

**INCOME TAX (EXPENSE) BENEFIT.** Income tax benefit was \$15,000 for the fiscal year ended May 31, 2014, compared with income tax expense of \$30,000 for the fiscal year ended May 31, 2013. The income tax benefit for the fiscal year ended May 31, 2014 was primarily due to the reversal of tax liabilities previously established under FIN-48, which were no longer required.

## LIQUIDITY AND CAPITAL RESOURCES

We consider cash and cash equivalents as liquid and available for use. As of May 31, 2015, the Company had \$5.5 million in cash and cash equivalents, compared to \$1.8 million as of May 31, 2014.

Net cash used in operating activities was \$2.3 million and \$0.6 million for the fiscal years ended May 31, 2015 and 2014, respectively. For the fiscal year ended May 31, 2015, net cash used in operating activities was primarily the result of the net loss of \$6.6 million, as adjusted to exclude the effect of non-cash charges including stock-based compensation expense of \$1.0 million, and an increase in inventories of \$1.0 million, partially offset by an increase in customer deposits and deferred revenue of \$3.7 million and a decrease in accounts receivable of \$1.8 million. The increase in inventories was primarily due to inventory purchases to support future shipments. The increase in customer deposits and deferred revenue was primarily due to the receipt of additional down payments from certain customers. The decrease in accounts receivable was primarily due to a decrease in sales. For the fiscal year ended May 31, 2014, net cash used in operating activities was primarily the result of net income of \$0.4 million, as adjusted to exclude the effect of non-cash charges including stock-based compensation expense of \$0.8 million, a decrease in customer deposits and deferred revenue of \$1.0 million and an increase in inventories of \$0.7 million. The decrease in customer deposits and deferred revenue was primarily due to the shipments against customer orders with down payments. The increase in inventories was primarily due to inventory purchases to support future shipments.

Net cash used in investing activities was \$0.1 million for the fiscal year ended May 31, 2015 as compared to net cash used in investing activities of \$0.3 million for the fiscal year ended May 31, 2014. Net cash used in investing activities during the fiscal years ended May 31, 2015 and 2014 was primarily due to the purchase of property and equipment.

Financing activities provided net cash of \$6.4 million for the fiscal year ended May 31, 2015 as compared to \$0.4 million for the fiscal year ended May 31, 2014. Net cash provided by financing activities during the fiscal year ended May 31, 2015 was primarily due to net proceeds of \$3.8 million from the issuance of convertible notes, and the net proceeds of \$2.6 million from the sale of our common stock in a private placement transaction with certain directors and officers of the Company and other accredited investors that closed on November 26, 2014. Refer to Note 9 and Note 11 of Notes to Consolidated Financial Statements, "LINE OF CREDIT" and "LONG-TERM DEBT", for further discussion of the credit facility agreement and convertible notes. Net cash provided by financing activities during the fiscal year ended May 31, 2014 was primarily due to \$0.7 million in proceeds from issuance of common stock and exercise of stock options, partially offset by net repayments under the line of credit of \$0.3 million.

As of May 31, 2015, the Company had working capital of \$7.8 million. Working capital consists of cash and cash equivalents, accounts receivable, inventories and prepaid expenses and other current assets, less current liabilities.

As of May 31, 2014, the Company had \$1.8 million in cash and cash equivalents, compared to \$2.3 million as of May 31, 2013.

As of May 31, 2014, the Company had working capital of \$6.6 million.

For the fiscal year ended May 31, 2013, net cash used in operating activities was primarily the result of the net loss of \$3.4 million, as adjusted to exclude the effect of non-cash charges including stock-based compensation expense of \$0.6 million and depreciation and amortization of \$0.3 million, an increase in customer deposits and deferred revenue of \$1.5 million and a decrease in inventories of \$0.7 million. The increase in customer deposits and deferred revenue was primarily due to 30% down payments from certain customers. The decrease in inventories was primarily due to \$0.4 million in inventory usage as well as one-time charges of \$0.3 million related to write-downs of older product inventory.

Net cash used in investing activities was \$0.1 million for the fiscal year ended May 31, 2013 was primarily due to the purchase of property and equipment.

Financing activities provided cash of \$1.1 million for the fiscal year ended May 31, 2013, due to \$1.1 million in common stock sold in the Company's private placement.

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 was renewed in November, 2014 and expires in June, 2018. 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. If consummated, any such transactions 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, as well as funds available through the working capital credit facility will be adequate to meet its working capital and capital equipment requirements through fiscal 2016. Refer to Note 9 of Notes to Consolidated Financial Statements, "LINE OF CREDIT", for further discussion of the new credit facility agreement with QVT Fund LP and Quintessence Fund L.P. After fiscal 2016, 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 FINANCING

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

#### OVERVIEW OF CONTRACTUAL OBLIGATIONS

The following table provides a summary of such arrangements, or contractual obligations.

	Payments Due by Period (in thousands)				
	Total	Less than 1 year	1-3 years	3-5 years	5 years
Operating Leases. . . . .	\$1,459	\$ 486	\$ 934	\$39	\$--
Long-term Debt (1). . . . .	4,110	--	4,110	--	--
Interest on Long-term Debt (2). . . . .	688	278	410	--	--
Purchases (3) . . . . .	2,879	2,879	--	--	--
Total . . . . .	<u>\$9,136</u>	<u>\$3,643</u>	<u>\$5,454</u>	<u>\$39</u>	<u>\$--</u>

(1) Long-term Debt on the balance sheet is net of unamortized debt issuance costs of \$319,000.

(2) Based on 9% interest rate. See Note 11 "LONG-TERM DEBT."

(3) Shown above are the Company's binding purchase obligations. The large majority of the Company's purchase orders are cancelable by either party, which if canceled may result in a negotiation with the vendor to determine if there shall be any restocking or cancellation fees payable to the vendor.

In the normal course of business to facilitate sales of its products, the Company indemnifies other parties, including customers, with respect to certain matters. The Company has agreed to hold the other party harmless against losses arising from a breach of representations or covenants, or from intellectual property infringement or other claims. These agreements may limit the time period within which an indemnification claim can be made and the amount of the claim. In addition, the Company has entered into indemnification agreements with its officers and directors, and the Company's bylaws contain similar indemnification obligations to the Company's agents.

It is not possible to determine the maximum potential amount under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, payments made by the Company under these agreements have not had a material impact on the Company's operating results, financial position or cash flows.

#### RECENT ACCOUNTING PRONOUNCEMENTS:

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, a new standard on revenue recognition. The new standard will supersede existing revenue recognition guidance and apply to all entities that enter into contracts to provide goods or services to customers. The guidance also addresses the measurement and recognition of gains and losses on the sale of certain non-financial assets, such as real estate, and property and equipment. The new standard will become effective for us beginning with the first quarter of fiscal 2019 and can be adopted either retrospectively to each reporting period presented or as a cumulative effect adjustment as of the date of adoption. The Company is currently evaluating the impact of adopting this new guidance on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Going Concern. This standard requires management to evaluate the conditions or events that raise substantial doubt about the entity's ability to continue as a

going concern and whether or not it is probable that the entity will be unable to meet its obligations as they become due within one year after the date the financial statements are issued. The new standard will apply to all entities and will be effective for us in the fiscal year 2017, with early adoption permitted. The adoption of this update is not expected to have a material effect on the Company's consolidated financial statements or disclosures.

In April 2015, the FASB issued ASU No. 2015-03, Interest – Imputation of Interest. This standard requires management to simplify the presentation of debt issuance costs by presenting the costs related to obtaining a debt liability as a direct deduction from that debt liability. The debt issuance costs, or discount, is amortized over the life of the debt liability. The new standard is effective for us in fiscal 2017, with early adoption permitted. The Company has adopted this update for the fiscal year ended May 31, 2015. Refer to Note 11 of Notes to Consolidated Financial Statements, “LONG-TERM DEBT” for further discussion of the new credit facility with QVT Fund LP and Quintessence Fund L.P.

In July 2015, the FASB issued ASU No. 2015-11, Inventory. This standard requires management to measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This new standard will be effective for us in the fiscal year 2018, with early adoption permitted. The Company is currently evaluating the impact of adopting this new guidance on our consolidated financial statements.

#### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

The Company had no holdings of derivative financial or commodity instruments at May 31, 2015.

The Company is exposed to financial market risks, including changes in interest rates and foreign currency exchange rates. The Company only invests its short-term excess cash 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 Euros and Japanese 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 foreign currency-U.S. Dollar exchange rates during the lengthy period from purchase order to ultimate payment. This exchange rate risk is partially offset to the extent that the Company's subsidiaries incur expenses payable in their local currency. To date, the Company has not invested in instruments designed to hedge currency risks. In addition, the Company's subsidiaries typically carry debt or other obligations due to the Company that may be denominated in either their local currency or U.S. Dollars. Since the Company's subsidiaries' financial statements are based in their local currency and the Company's condensed consolidated financial statements are based in U.S. Dollars, the Company's subsidiaries and the Company recognize foreign exchange gains or losses in any period in which the value of the local currency rises or falls in relation to the U.S. Dollar. A 10% decrease in the value of the subsidiaries' local currency 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. There have been no material changes in our risk exposure since the end of the last fiscal year, nor are any material changes to our risk exposure anticipated.

**Item 8. Financial Statements and Supplementary Data**

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**REPORT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of  
Aehr Test Systems

We have audited the accompanying consolidated balance sheets of Aehr Test Systems and subsidiaries (the “Company”) as of May 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive (loss) income, shareholders’ equity and cash flows for each of the years in the three-year period ended May 31, 2015. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor have we been engaged to perform, an audit of the Company’s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Aehr Test Systems and subsidiaries as of May 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended May 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

/s/ Burr Pilger Mayer, Inc.

E. Palo Alto, California  
August 28, 2015



**AEHR TEST SYSTEMS AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(IN THOUSANDS, EXCEPT PER SHARE DATA)**

	May 31,	
	2015	2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents . . . . .	\$ 5,527	\$ 1,809
Accounts receivable, net . . . . .	1,383	3,390
Inventories . . . . .	7,123	6,148
Prepaid expenses and other . . . . .	262	326
Total current assets . . . . .	14,295	11,673
Property and equipment, net . . . . .	478	474
Other assets . . . . .	95	78
Total assets . . . . .	\$14,868	\$12,225
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Line of credit . . . . .	\$ --	\$ 777
Accounts payable . . . . .	724	1,892
Accrued expenses . . . . .	1,045	1,390
Customer deposits and deferred revenue . . . . .	4,750	1,058
Total current liabilities . . . . .	6,519	5,117
Long-term debt, net of debt issuance costs . . . . .	3,791	--
Income taxes payable . . . . .	8	71
Deferred rent, net of current portion . . . . .	--	8
Total liabilities . . . . .	10,318	5,196
Commitments and contingencies (Note 17)		
Aehr Test Systems shareholders' equity:		
Preferred stock, \$0.01 par value:		
Authorized: 10,000 shares;		
Issued and outstanding: none . . . . .		
	--	--
Common stock, \$0.01 par value:		
Authorized: 75,000 shares;		
Issued and outstanding: 12,857 shares and 11,203		
shares at May 31, 2015 and 2014, respectively . . . . .	129	112
Additional paid-in capital . . . . .	56,547	52,142
Accumulated other comprehensive income . . . . .	2,231	2,488
Accumulated deficit . . . . .	(54,339)	(47,692)
Total Aehr Test Systems shareholders' equity . . . . .	4,568	7,050
Noncontrolling interest . . . . .	(18)	(21)
Total shareholders' equity . . . . .	4,550	7,029
Total liabilities and shareholders' equity . . . . .	\$14,868	\$12,225

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

**AEHR TEST SYSTEMS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(IN THOUSANDS, EXCEPT PER SHARE DATA)**

	Year Ended May 31,		
	2015	2014	2013
Net sales . . . . .	\$10,018	\$19,684	\$16,488
Cost of sales . . . . .	6,180	9,462	9,712
Gross profit . . . . .	<u>3,838</u>	<u>10,222</u>	<u>6,776</u>
Operating expenses:			
Selling, general and administrative . . . . .	6,470	6,323	6,872
Research and development . . . . .	<u>4,062</u>	<u>3,402</u>	<u>3,211</u>
Total operating expenses . . . . .	<u>10,532</u>	<u>9,725</u>	<u>10,083</u>
(Loss) income from operations . . . . .	(6,694)	497	(3,307)
Interest expense . . . . .	(130)	(26)	(49)
Other income (expense), net . . . . .	<u>211</u>	<u>(64)</u>	<u>(33)</u>
(Loss) income before income tax (expense) benefit . . . . .	(6,613)	407	(3,389)
Income tax (expense) benefit . . . . .	<u>(34)</u>	<u>15</u>	<u>(30)</u>
Net (loss) income . . . . .	(6,647)	422	(3,419)
Less: Net income attributable to the noncontrolling interest . . . . .	--	--	--
Net (loss) income attributable to Aehr Test Systems common shareholders . . . . .	<u><u>\$(6,647)</u></u>	<u><u>\$ 422</u></u>	<u><u>\$(3,419)</u></u>
Net (loss) income per share – basic and diluted . . . . .	\$(0.55)	\$0.04	\$(0.36)
Shares used in per share calculation – basic . . . . .	12,047	10,877	9,549
Shares used in per share calculation – diluted . . . . .	12,047	11,889	9,549

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

**AEHR TEST SYSTEMS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**  
**(IN THOUSANDS)**

	Year Ended May 31,		
	2015	2014	2013
Net (loss) income . . . . .	\$(6,647)	\$ 422	\$(3,419)
Other comprehensive (loss) income, net of tax:			
Foreign currency translation (loss) income . . . . .	(254)	45	(14)
Total comprehensive (loss) income . . . . .	(6,901)	467	(3,433)
Less: Comprehensive income (loss) attributable to noncontrolling interest . . . . .	3	(1)	2
Comprehensive (loss) income, attributable to Aehr Test Systems. . . . .	<u>\$(6,904)</u>	<u>\$ 468</u>	<u>\$(3,435)</u>

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

**AEHR TEST SYSTEMS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**(IN THOUSANDS)**

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Aehr Test Systems Shareholders' Equity	Noncontrolling Interest	Total Shareholders' Equity
	Shares	Amount						
	Balances, May 31, 2012	9,135						
Issuance of common stock under private placement . . . . .	1,158	12	1,126	--	--	1,138	--	1,138
Issuance of common stock under employee plans . . . . .	306	3	231	--	--	234	--	234
Stock-based compensation . . . . .	--	--	601	--	--	601	--	601
Net loss . . . . .	--	--	--	--	(3,419)	(3,419)	--	(3,419)
Foreign currency translation adjustment . . . . .	--	--	--	(16)	--	(16)	2	(14)
Balances, May 31, 2013	10,599	106	50,580	2,442	(48,114)	5,014	(20)	4,994
Issuance of common stock under employee plans . . . . .	604	6	709	--	--	715	--	715
Stock-based compensation . . . . .	--	--	853	--	--	853	--	853
Net income . . . . .	--	--	--	--	422	422	--	422
Foreign currency translation adjustment . . . . .	--	--	--	46	--	46	(1)	45
Balances, May 31, 2014	11,203	112	52,142	2,488	(47,692)	7,050	(21)	7,029
Issuance of common stock under private placement . . . . .	1,065	11	2,563	--	--	2,574	--	2,574
Issuance of common stock under employee plans . . . . .	589	6	849	--	--	855	--	855
Stock-based compensation . . . . .	--	--	993	--	--	993	--	993
Net loss . . . . .	--	--	--	--	(6,647)	(6,647)	--	(6,647)
Foreign currency translation adjustment . . . . .	--	--	--	(257)	--	(257)	3	(254)
Balances, May 31, 2015	12,857	\$129	\$56,547	\$2,231	\$(54,339)	\$4,568	\$(18)	\$4,550

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

**AEHR TEST SYSTEMS AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(IN THOUSANDS)**

	Year Ended May 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net (loss) income . . . . .	\$(6,647)	\$ 422	\$(3,419)
Adjustments to reconcile net (loss) income to net cash used in operating activities:			
Stock-based compensation expense . . . . .	997	829	601
(Recovery of) provision for doubtful accounts. . . . .	(30)	15	--
Gain on disposal of asset. . . . .	--	(41)	--
Amortization of debt issuance costs . . . . .	31	--	--
Depreciation and amortization. . . . .	135	141	322
Changes in operating assets and liabilities:			
Accounts receivable . . . . .	1,774	(720)	(206)
Inventories . . . . .	(1,008)	(740)	702
Prepaid expenses and other. . . . .	34	(51)	(7)
Accounts payable. . . . .	(850)	707	243
Accrued expenses . . . . .	(371)	(25)	58
Customer deposits and deferred revenue. . . . .	3,702	(984)	1,477
Income taxes payable. . . . .	(15)	(65)	(5)
Deferred rent. . . . .	(8)	(95)	(76)
Net cash used in operating activities. . . . .	<u>(2,256)</u>	<u>(607)</u>	<u>(310)</u>
Cash flows from investing activities:			
Purchases of property and equipment. . . . .	(118)	(339)	(127)
Proceeds from sales of property and equipment. . . . .	--	50	--
Net cash used in investing activities . . . . .	<u>(118)</u>	<u>(289)</u>	<u>(127)</u>
Cash flows from financing activities:			
Line of credit repayments, net. . . . .	(777)	(324)	(307)
Proceed from issuance of long-term debt, net. . . . .	3,760	--	--
Proceeds from issuance of common stock under private placement, net of issuance cost . . . . .	2,574	--	1,138
Proceeds from issuance of common stock under employee plans. . . . .	855	715	234
Net cash provided by financing activities . . . . .	<u>6,412</u>	<u>391</u>	<u>1,065</u>
Effect of exchange rates on cash and cash equivalents. . . . .	(320)	(10)	(377)
Net increase (decrease) in cash and cash equivalents. . . . .	3,718	(515)	251
Cash and cash equivalents, beginning of year. . . . .	<u>1,809</u>	<u>2,324</u>	<u>2,073</u>
Cash and cash equivalents, end of year. . . . .	<u><u>\$ 5,527</u></u>	<u><u>\$ 1,809</u></u>	<u><u>\$ 2,324</u></u>
Supplemental cash flow information:			
Cash paid during the year for:			
Income taxes. . . . .	\$26	\$44	\$64
Interest . . . . .	\$130	\$27	\$49
Non-cash transactions:			
Net change in capitalized stock-based compensation. . . . .	\$(4)	\$24	\$--

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

**AEHR TEST SYSTEMS AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**BUSINESS:**

Aehr Test Systems (the “Company”) was incorporated in California in May 1977 and primarily designs, engineers and manufactures test and burn-in equipment used in the semiconductor industry. The Company’s principal products are the Advanced Burn-In and Test System, or ABTS, the FOX full wafer contact parallel test and burn-in systems, the MAX burn-in system, WaferPak full wafer contactor, the DiePak carrier and test fixtures.

**LIQUIDITY:**

Since inception, the Company has incurred substantial cumulative losses and negative cash flows from operations. In recent years, the Company has recognized significantly lower sales levels compared to the net sales of the years immediately preceding fiscal 2009, as a result of a major customer filing bankruptcy and a slowdown in the semiconductor manufacturing industry. In response to the low levels of net sales, the Company took significant steps to minimize expense levels and to increase the likelihood that it will have sufficient cash to support operations during the slow business periods. Those steps included reductions in headcount, reduced compensation for officers and other salaried employees, Company-wide shutdowns and lower fees paid to the Board of Directors, among other spending cuts. The Company will continue to explore methods to reduce its costs as necessary.

In March 2013, the Company sold 1,158,000 shares of its common stock in a private placement transaction with certain Directors and Officers of the Company and other accredited investors. The purchase price per share of the common stock sold in the private placement was \$1.00, resulting in gross proceeds to the Company of \$1,158,000, before offering expenses. The net proceeds after offering expenses were \$1,138,000.

In November 2014, the Company sold 1,065,000 shares of its common stock in a private placement transaction with certain Directors and Officers of the Company and other accredited investors. The purchase price per share of the common stock sold in the private placement was \$2.431, resulting in gross proceeds to the Company of \$2,589,000, before offering expenses. The net proceeds after offering expenses were \$2,574,000.

In August 2011, the Company entered into a working capital credit facility agreement allowing the Company to borrow up to \$1.5 million based upon qualified U.S. based and foreign customer receivables, and export-related inventory. In May 2012, the credit agreement was amended to increase the borrowing limit to \$2.0 million. In September 2012, the credit agreement was amended to increase the borrowing limit to \$2.5 million. On April 10, 2015, the Company terminated the working capital credit facility and entered into a Convertible Notes Purchase (the “Convertible Notes”) and Credit Facility (the “Credit Facility”) Agreement with QVT Fund LP and Quintessence Fund L.P. The Company received \$3.8 million in net proceeds from the issuance of the convertible notes. Refer to Note 9, “LINE OF CREDIT” and Note 11, “LONG-TERM DEBT”, for further discussion of the Credit Facility and Convertible Notes agreement.

During fiscal 2015, 2014 and 2013, the Company experienced negative cash flow from operating activities. The Company anticipates that the existing cash balance together with cash flows from operations, as well as funds available through the Credit Facility will be adequate to meet its working capital and capital equipment requirements through fiscal 2016. After fiscal 2016, 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.

**CONSOLIDATION AND EQUITY INVESTMENTS:**

The consolidated financial statements include the accounts of the Company and both its wholly-owned and majority-owned foreign subsidiaries. Intercompany accounts and transactions have been eliminated. Equity investments in which the Company holds an equity interest less than 20 percent and over which the Company does not have significant influence are accounted for using the cost method. Dividends received from investees accounted for using the cost method are included in other income on the Consolidated Statements of Operations.

**FOREIGN CURRENCY TRANSLATION AND TRANSACTIONS:**

Assets and liabilities of the Company’s foreign subsidiaries and a branch office are translated into U.S. Dollars from their functional currencies of Japanese Yen, Euros and New Taiwan Dollars using the exchange rate in effect at the

balance sheet date. Additionally, their net sales and expenses are translated using exchange rates approximating average rates prevailing during the fiscal year. Translation adjustments that arise from translating their financial statements from their local currencies to U.S. Dollars are accumulated and reflected as a separate component of shareholders' equity.

Transaction gains and losses that arise from exchange rate changes denominated in currencies other than the local currency are included in the Consolidated Statements of Operations as incurred. See Note 14 for the detail of foreign exchange transaction gains and losses for all periods presented.

#### USE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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. Actual results could differ from those estimates. Significant estimates in the Company's consolidated financial statements include allowance for doubtful accounts, valuation of inventory at the lower of cost or market, and warranty reserves.

#### CASH EQUIVALENTS AND INVESTMENTS:

Cash equivalents consist of money market instruments purchased with an original maturity of three months or less. These investments are reported at fair value.

#### FAIR VALUE OF FINANCIAL INSTRUMENTS AND MEASUREMENT:

The Company's financial instruments are measured at fair value consistent with authoritative guidance. This authoritative guidance defines fair value, establishes a framework for using fair value to measure assets and liabilities, and disclosures required related to fair value measurements.

The guidance establishes a fair value hierarchy 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 financial assets and liabilities measured at fair value on a recurring basis as of May 31, 2015 (in thousands):

	Balance as of May 31, 2015	Level 1	Level 2	Level 3
Money market funds . . . .	\$ 4,650	\$ 4,650	\$ --	\$ --
Certificate of deposit . . . .	50	--	50	--
Assets . . . . .	<u>\$ 4,700</u>	<u>\$ 4,650</u>	<u>\$ 50</u>	<u>\$ --</u>
Liabilities . . . . .	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>

The following table summarizes the Company's financial assets and liabilities measured at fair value on a recurring basis as of May 31, 2014 (in thousands):

	Balance as of May 31, 2014	Level 1	Level 2	Level 3
Money market funds . . . .	\$ 477	\$ 477	\$ --	\$ --
Certificate of deposit . . . .	50	--	50	--
Assets . . . . .	<u>\$ 527</u>	<u>\$ 477</u>	<u>\$ 50</u>	<u>\$ --</u>
Liabilities . . . . .	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ --</u>

There were no transfers between Level 1 and Level 2 fair value measurements during the fiscal year ended May 31, 2015 and 2014.

Financial instruments include cash, cash equivalents, receivables, accounts payable and certain other accrued liabilities. The fair value of cash, cash equivalents, receivables, accounts payable and certain other accrued liabilities are valued at their carrying value, which approximates fair value due to their short maturities. The carrying value of the debt approximates the fair value.

The Company has at times invested in debt and equity of private companies, and may do so again in the future, as part of its business strategy.

#### ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS:

Accounts receivable are derived from the sale of products throughout the world to semiconductor manufacturers, semiconductor contract assemblers, electronics manufacturers and burn-in and test service companies. Accounts receivable are recorded at the invoiced amount and are not interest bearing. The Company maintains an allowance for doubtful accounts to reserve for potentially uncollectible trade receivables. The Company also reviews its trade receivables by aging category to identify specific customers with known disputes or collection issues. The Company exercises judgment when determining the adequacy of these reserves as the Company evaluates historical bad debt trends, general economic conditions in the United States and internationally, and changes in customer financial conditions. Uncollectible receivables are recorded as bad debt expense when all efforts to collect have been exhausted and recoveries are recognized when they are received. No significant adjustments to the allowance for doubtful accounts were recorded during the years ended May 31, 2015, 2014 or 2013.

#### CONCENTRATION OF CREDIT RISK:

The Company sells its products primarily to semiconductor manufacturers in North America, Asia, and Europe. As of May 31, 2015, approximately 70%, 3% and 27% of gross accounts receivable were from customers located in Asia, Europe and North America, respectively. As of May 31, 2014, approximately 36%, 35% and 29% of gross accounts receivable were from customers located in Asia, Europe and North America, respectively. Two customers accounted for 41% and 32% of gross accounts receivable at May 31, 2015. Four customers accounted for 35%, 24%, 18% and 17% of gross accounts receivable at May 31, 2014. Two customers accounted for 45% and 11% of net sales in fiscal 2015. Three customers accounted for 40%, 30% and 12% of net sales in fiscal 2014. The Company performs ongoing credit evaluations of its customers and generally does not require collateral. The Company uses letter of credit terms for some of its international customers.

The Company's cash and cash equivalents are generally deposited with major financial institutions in the United States, Japan, Germany and Taiwan. The Company invests its excess cash in money market funds. The money market funds bear the risk associated with each fund. The money market funds have variable interest rates. The Company has not experienced any material losses on its money market funds or short-term cash deposits.

#### CONCENTRATION OF SUPPLY RISK:

The Company relies on subcontractors to manufacture many of the components and subassemblies used in its products. Quality or performance failures of the Company's products or changes in its manufacturers' financial or business condition could disrupt the Company's ability to supply quality products to its customers and thereby have a material and adverse effect on its business and operating results. Some of the components and technologies used in the Company's products are purchased and licensed from a single source or a limited number of sources. The loss of any of these suppliers may cause the Company to incur additional transition costs, result in delays in the manufacturing and delivery of its products, or cause it to carry excess or obsolete inventory and could cause it to redesign its products.



## INVENTORIES:

Inventories include material, labor and overhead, and are stated at the lower of cost (first-in, first-out method) or market. Provisions for excess, obsolete and unusable inventories are made after management's evaluation of future demand and market conditions. The Company adjusts inventory balances to approximate the lower of its manufacturing costs or market value. If actual future demand or market conditions become less favorable than those projected by management, additional inventory write-downs may be required, and would be reflected in cost of product revenue in the period the revision is made.

## PROPERTY AND EQUIPMENT:

Property and equipment are stated at cost less accumulated depreciation and amortization. Major improvements are capitalized, while repairs and maintenance are expensed as incurred. Leasehold improvements are amortized over the lesser of their estimated useful lives or the term of the related lease. Furniture and fixtures, machinery and equipment, and test equipment are depreciated on a straight-line basis over their estimated useful lives. The ranges of estimated useful lives are generally as follows:

Furniture and fixtures . . . . . 2 to 6 years

Machinery and equipment. . . . . 3 to 6 years

Test equipment. . . . . 4 to 6 years

## REVENUE RECOGNITION:

The Company recognizes revenue upon the shipment of products or the performance of services when: (1) persuasive evidence of the arrangement exists; (2) services have been rendered; (3) the price is fixed or determinable; and (4) collectibility is reasonably assured. When a sales agreement involves multiple deliverables, such as extended support provisions, training to be supplied after delivery of the systems, and test programs specific to customers' routine applications, the multiple deliverables are evaluated to determine the unit of accounting. Judgment is required to properly identify the accounting units of multiple element transactions and the manner in which revenue is allocated among the accounting units. Judgments made, or changes to judgments made, may significantly affect the timing or amount of revenue recognition.

Revenue related to the multiple elements are allocated to each unit of accounting using the relative selling price hierarchy. Consistent with accounting guidance, the selling price is based upon vendor specific objective evidence (VSOE). If VSOE is not available, third party evidence (TPE) is used to establish the selling price. In the absence of VSOE or TPE, estimated selling price is used. The Company has adopted this guidance effective with the first quarter of fiscal 2012. Prior to fiscal 2012, revenue for arrangements containing multiple deliverables was allocated based upon estimated fair values. The adoption of the new revenue recognition accounting standards did not have a material impact on our consolidated financial statements.

During the first quarter of fiscal 2013, the Company entered into an agreement with a customer to develop a next generation system. The project identifies multiple milestones with values assigned to each. The consideration earned upon achieving the milestone is required to meet the following conditions prior to recognition: (i) the value is commensurate with the vendor's performance to meet the milestone, (ii) it relates solely to past performance, (iii) and it is reasonable relative to all of the deliverables and payment terms within the arrangement. Revenue is recognized for the milestone upon acceptance by the customer.

Sales tax collected from customers is not included in net sales but rather recorded as a liability due to the respective taxing authorities. Provisions for the estimated future cost of warranty and installation are recorded at the time the products are shipped.

Royalty-based revenue related to licensing income from performance test boards and burn-in boards is recognized upon the earlier of the receipt by the Company of the licensee's report related to its usage of the licensed intellectual property or upon payment by the licensee.

The Company's terms of sales with distributors are generally FOB shipping point with payment due within 60 days. All products go through in-house testing and verification of specifications before shipment. Apart from warranty reserves, credits issued have not been material as a percentage of net sales. The Company's distributors do not generally carry inventories of the Company's products. Instead, the distributors place orders with the Company at or about the time they receive orders from their customers. The Company's shipment terms to our distributors do not provide for credits or rights of return. Because the Company's distributors do not generally carry inventories of our products, they

do not have rights to price protection or to return products. At the time the Company ships products to the distributors, the price is fixed. Subsequent to the issuance of the invoice, there are no discounts or special terms. The Company does not give the buyer the right to return the product or to receive future price concessions. The Company's arrangements do not include vendor consideration.

#### PRODUCT DEVELOPMENT COSTS AND CAPITALIZED SOFTWARE:

Costs incurred in the research and development of new products or systems are charged to operations as incurred. Costs incurred in the development of software programs for the Company's products are charged to operations as incurred until technological feasibility of the software has been established. Generally, technological feasibility is established when the software module performs its primary functions described in its original specifications, contains features required for it to be usable in a production environment, is completely documented and the related hardware portion of the product is complete. After technological feasibility is established, any additional costs are capitalized. Capitalization of software costs ceases when the software is substantially complete and is ready for its intended use. Capitalized costs are amortized over the estimated life of the related software product using the greater of the units of sales or straight-line methods over ten years. No system software development costs were capitalized or amortized in fiscal 2015, 2014 and 2013.

#### IMPAIRMENT OF LONG-LIVED ASSETS:

In the event that facts and circumstances indicate that the carrying value of assets may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset would be compared to the asset's carrying value to determine if a write-down is required.

#### ADVERTISING COSTS:

The Company expenses all advertising costs as incurred and the amounts were not material for all periods presented.

#### SHIPPING AND HANDLING OF PRODUCTS:

Amounts billed to customers for shipping and handling of products are included in net sales. Costs incurred related to shipping and handling of products are included in cost of sales.

#### INCOME TAXES:

Income taxes have been provided using the liability method whereby deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and net operating loss and tax credit carryforwards measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse or the carryforwards are utilized. Valuation allowances are established when it is determined that it is more likely than not that such assets will not be realized.

A full valuation allowance was established against all deferred tax assets, as management determined that it is more likely than not that deferred tax assets will not be realized, as of May 31, 2015 and 2014.

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.

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 1996 – 2014 remain subject to examination by the appropriate governmental agencies due to tax loss carryovers from those years.

#### STOCK-BASED COMPENSATION:

Stock-based compensation expense consists of expenses for stock options and employee stock purchase plan, or ESPP, purchase rights. Stock-based compensation cost is measured at each grant date, based on the fair value of the award using the Black-Scholes option valuation 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-based compensation is accounted for as an equity instrument.

The following table summarizes compensation costs related to the Company's stock-based compensation for the years ended May 31, 2015, 2014 and 2013 (in thousands, except per share data):

	Year Ended May 31,		
	2015	2014	2013
Stock-based compensation in the form of employee stock options and ESPP purchase rights, included in:			
Cost of sales. . . . .	\$ 70	\$ 43	\$ 36
Selling, general and administrative. . . . .	726	643	446
Research and development . . . . .	201	167	119
Net effect on net (loss) income. . . . .	<u>\$997</u>	<u>\$853</u>	<u>\$601</u>
Effect on net (loss) income per share:			
Basic. . . . .	\$0.08	\$0.08	\$0.06
Diluted. . . . .	\$0.08	\$0.07	\$0.06

During fiscal 2015, 2014 and fiscal 2013, the Company recorded stock-based compensation related to stock options of \$857,000, \$723,000 and \$551,000, respectively.

As of May 31, 2015, the total compensation cost related to unvested stock-based awards under the Company's 1996 Stock Option Plan and 2006 Equity Incentive Plan, but not yet recognized, was \$1,873,000 which is net of estimated forfeitures of \$5,000. This cost will be amortized on a straight-line basis over a weighted average period of approximately 2.9 years.

During fiscal 2015, 2014 and fiscal 2013, the Company recorded stock-based compensation related to its ESPP of \$140,000, \$130,000 and \$50,000, respectively.

As of May 31, 2015 and 2014, stock-based compensation costs of \$20,000 and \$24,000, respectively, were capitalized as part of inventory. There were no stock-based compensation costs capitalized as part of inventory as of May 31, 2013.

As of May 31, 2015, the total compensation cost related to purchase rights under the ESPP but not yet recognized was \$135,000. This cost will be amortized on a straight-line basis over a weighted average period of approximately 1.3 years.

#### Valuation Assumptions

**Valuation and Amortization Method.** The Company estimates the fair value of stock options granted using the Black-Scholes option valuation method and a single option award approach. The fair value under the single option approach is amortized on a straight-line basis over the requisite service periods 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 its 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 expected 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 does not anticipate paying any cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero in the Black-Scholes option valuation method.

**Risk-Free Interest Rate.** The Company bases the risk-free interest rate used in the Black-Scholes option valuation method 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 shares in fiscal 2015, 2014 and 2013 were estimated using the following weighted average assumptions in the Black-Scholes option valuation method:

	Year Ended May 31,		
	2015	2014	2013
Option plan shares			
Expected term (in years) . . . . .	4	4	5
Volatility . . . . .	0.90	0.95	0.91
Expected dividend . . . . .	\$0.00	\$0.00	\$0.00
Risk-free interest rates. . . . .	1.20%	1.39%	0.72%
Weighted-average grant date fair value. . . . .	\$1.52	\$1.09	\$0.78

The fair value of our ESPP purchase rights for the fiscal 2015, 2014 and 2013 was estimated using the following weighted-average assumptions:

	Year End May 31,		
	2015	2014	2013
Employee stock purchase plan shares			
Expected term (in years) . . . . .	0.5 – 2.0	0.5 – 2.0	0.5 – 2.0
Volatility. . . . .	0.55 – 0.83	0.86 – 1.00	0.45 – 1.05
Expected dividend. . . . .	\$0.00	\$0.00	\$0.00
Risk-free interest rates. . . . .	0.04%–0.55%	0.04%–0.44%	0.11%–0.23%
Weighted-average grant date fair value. . . . .	\$1.43	\$1.34	\$0.52

During the fiscal years ended May 31, 2015, 2014 and 2013, ESPP purchase rights of 222,000, 172,000, and 27,000 shares, respectively, were granted. Total ESPP shares issued during the fiscal years ended May 31, 2015, 2014, and 2013 were 87,000, 120,000, and 156,000 shares, respectively. As of May 31, 2015 there were 268,000 ESPP shares available for issuance.

#### EARNINGS PER SHARE (“EPS”):

Basic EPS is determined using the weighted average number of common shares outstanding during the period. Diluted EPS is determined using the weighted average number of common shares and potential common shares (representing the dilutive effect of stock options, and employee stock purchase plan shares) outstanding during the period using the treasury stock method.

The following table presents the computation of basic and diluted net (loss) income per share attributable to Aehr Test Systems common shareholders (in thousands, except per share data):

	Year Ended May 31,		
	2015	2014	2013
Numerator: Net (loss) income. . . . .	<u><u>\$ (6,647)</u></u>	<u><u>\$ 422</u></u>	<u><u>\$ (3,419)</u></u>
Denominator for basic net (loss) income per share:			
Weighted-average shares outstanding . . . . .	<u>12,047</u>	<u>10,877</u>	<u>9,549</u>
Shares used in basic net (loss) income per share calculation. . .	12,047	10,877	9,549
Effect of dilutive securities. . . . .	<u>--</u>	<u>1,012</u>	<u>--</u>
Denominator for diluted net (loss) income per share . . . . .	<u>12,047</u>	<u>11,889</u>	<u>9,549</u>
Basic net (loss) income per share . . . . .	<u><u>\$ (0.55)</u></u>	<u><u>\$ 0.04</u></u>	<u><u>\$ (0.36)</u></u>
Diluted net (loss) income per share . . . . .	<u><u>\$ (0.55)</u></u>	<u><u>\$ 0.04</u></u>	<u><u>\$ (0.36)</u></u>

For the purpose of computing diluted earnings per share, weighted average potential common shares do not include stock options with an exercise price greater than the average fair value of the Company's common stock for the period, as the effect would be anti-dilutive. In the fiscal year's ended May 31, 2015 and 2013, potential common shares have not been included in the calculation of diluted net loss per share as the effect would be anti-dilutive. As such, the numerator and the denominator used in computing both basic and diluted net loss per share for these periods are the same. Stock options to purchase 3,686,000, 301,000 and 2,956,000 shares of common stock were outstanding on May 31, 2015, 2014

and 2013, respectively, but were not included in the computation of diluted net (loss) income per share, because the inclusion of such shares would be anti-dilutive. ESPP rights to purchase 175,000, 131,000 and 178,000 ESPP shares were outstanding on May 31, 2015, 2014 and 2013, respectively, but were not included in the computation of diluted net (loss) income per share, because the inclusion of such shares would be anti-dilutive.

#### COMPREHENSIVE INCOME (LOSS):

Comprehensive income (loss) generally represents all changes in shareholders' equity except those resulting from investments or contributions by shareholders. Unrealized gains and losses on foreign currency translation adjustments are included in the Company's components of comprehensive income (loss), which are excluded from net income (loss). Comprehensive income (loss) is included in the statement of shareholders' equity and comprehensive loss.

#### RECLASSIFICATION

Certain reclassifications have been made to the consolidated financial statements to conform to the current period presentation. These reclassifications did not result in any change in previously reported net loss, total assets or shareholders' equity.

#### RECENT ACCOUNTING PRONOUNCEMENTS:

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, a new standard on revenue recognition. The new standard will supersede existing revenue recognition guidance and apply to all entities that enter into contracts to provide goods or services to customers. The guidance also addresses the measurement and recognition of gains and losses on the sale of certain non-financial assets, such as real estate, and property and equipment. The new standard will become effective for us beginning with the first quarter of fiscal 2019 and can be adopted either retrospectively to each reporting period presented or as a cumulative effect adjustment as of the date of adoption. The Company is currently evaluating the impact of adopting this new guidance on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Going Concern. This standard requires management to evaluate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern and whether or not it is probable that the entity will be unable to meet its obligations as they become due within one year after the date the financial statements are issued. The new standard will apply to all entities and will be effective for us in the fiscal year 2017, with early adoption permitted. The adoption of this update is not expected to have a material effect on the Company's consolidated financial statements or disclosures.

In April 2015, the FASB issued ASU No. 2015-03, Interest – Imputation of Interest. This standard requires management to simplify the presentation of debt issuance costs by presenting the costs related to obtaining a debt liability as a direct deduction from that debt liability. The debt issuance costs, or discount, is amortized over the life of the debt liability. The new standard is effective for us in fiscal 2017, with early adoption permitted. The Company has adopted this update for the fiscal year ended May 31, 2015. Refer to Note 11 of Notes to Consolidated Financial Statements, "LONG-TERM DEBT" for further discussion of the new credit facility with QVT Fund LP and Quintessence Fund L.P.

In July 2015, the FASB issued ASU No. 2015-11, Inventory. This standard requires management to measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This new standard will be effective for us in the fiscal year 2018, with early adoption permitted. The Company is currently evaluating the impact of adopting this new guidance on our consolidated financial statements.

## 2. ACCOUNTS RECEIVABLE:

Accounts receivable comprise (in thousands):

	May 31,	
	2015	2014
Accounts receivable. . . . .	\$1,404	\$3,441
Less: Allowance for doubtful accounts . . . . .	(21)	(51)
	<u>\$1,383</u>	<u>\$3,390</u>

	Balance at beginning of year	Additions charged to costs and expenses	Deductions*	Balance at end of year
Allowance for doubtful accounts receivable:				
May 31, 2015	\$ 51	\$ --	\$ (30)	\$ 21
May 31, 2014	\$ 39	\$15	\$ (3)	\$ 51

\* Deductions include write-offs of uncollectible accounts and collections of amounts previously reserved.

### 3. INVENTORIES:

Inventories comprise (in thousands):

	May 31,	
	2015	2014
Raw materials and sub-assemblies. . . . .	\$4,018	\$3,348
Work in process. . . . .	2,584	2,585
Finished goods. . . . .	521	215
	<u>\$7,123</u>	<u>\$6,148</u>

### 4. PROPERTY AND EQUIPMENT, NET:

Property and equipment, net comprise (in thousands):

	May 31,	
	2015	2014
Leasehold improvements. . . . .	\$1,093	\$1,093
Furniture and fixtures . . . . .	1,062	1,094
Machinery and equipment. . . . .	3,802	3,801
Test equipment. . . . .	2,967	3,041
	8,924	9,029
Less: Accumulated depreciation and amortization. . . . .	(8,446)	(8,555)
	<u>\$ 478</u>	<u>\$ 474</u>

Depreciation expense was \$135,000, \$141,000 and \$322,000 for fiscal 2015, 2014, and 2013, respectively.

### 5. PRODUCT WARRANTIES:

The Company provides for the estimated cost of product warranties at the time revenues are recognized on the products 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 is one year for systems and ninety days for parts and service.

Following is a summary of changes in the Company's liability for product warranties during the fiscal years ended May 31, 2015 and 2014 (in thousands):

	May 31,	
	2015	2014
Balance at the beginning of the year . . . . .	\$ 223	\$ 222
Accruals for warranties issued during the year . . . . .	150	297
Settlement made during the year (in cash or in kind) . .	(236)	(296)
Balance at the end of the year . . . . .	<u>\$ 137</u>	<u>\$ 223</u>

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

#### 6. ACCRUED EXPENSES:

Accrued expenses comprise (in thousands):

	May 31,	
	2015	2014
Payroll related. . . . .	\$ 503	\$ 596
Professional services. . . . .	142	147
Warranty. . . . .	137	223
Taxes payable. . . . .	101	68
Commissions and bonuses. . . . .	94	174
Deferred rent. . . . .	8	95
Accrued customer obligations . . . . .	--	35
Other. . . . .	60	52
	<u>\$1,045</u>	<u>\$1,390</u>

#### 7. INCOME TAXES:

Domestic and foreign components of loss before income tax benefit (expense) are as follows (in thousands):

	Year Ended May 31,		
	2015	2014	2013
Domestic. . . . .	\$ (6,871)	\$ 438	\$(3,392)
Foreign . . . . .	258	(31)	3
	<u>\$ (6,613)</u>	<u>\$ 407</u>	<u>\$(3,389)</u>

The income tax benefit (expense) consists of the following (in thousands):

	Year Ended May 31,		
	2015	2014	2013
Federal income taxes:			
Current . . . . .	\$ --	\$ --	\$ --
Deferred . . . . .	--	--	--
State income taxes:			
Current . . . . .	(19)	(30)	(21)
Deferred . . . . .	--	--	--
Foreign income taxes:			
Current . . . . .	(15)	45	(9)
Deferred . . . . .	--	--	--
	<u>\$ (34)</u>	<u>\$ 15</u>	<u>\$(30)</u>

The Company's effective tax rate differs from the U.S. federal statutory tax rate, as follows:

	Year Ended May 31,		
	2015	2014	2013
U.S. federal statutory tax rate. . . . .	34.0 %	34.0 %	34.0 %
State taxes, net of federal tax effect. . . . .	(0.2)	4.7	(0.4)
Foreign rate differential. . . . .	1.4	(11.9)	0.2
Stock-based compensation . . . . .	(2.2)	34.5	(4.4)
Research and development credit . . . . .	1.1	(20.5)	3.0
Change in valuation allowance. . . . .	(34.4)	(45.8)	(33.0)
Other. . . . .	(0.2)	1.3	(0.3)
Effective tax rate. . . . .	<u>(0.5)%</u>	<u>(3.7)%</u>	<u>(0.9)%</u>

The components of the net deferred tax assets are as follows (in thousands):

	Year Ended May 31,	
	2015	2014
Net operating losses. . . . .	\$15,063	\$12,368
Credit carryforwards. . . . .	3,946	4,192
Inventory reserves . . . . .	1,429	1,822
Reserves and accruals. . . . .	2,809	2,899
Other. . . . .	960	703
	<u>24,207</u>	<u>21,984</u>
Less: Valuation allowance . . . . .	<u>(24,207)</u>	<u>(21,984)</u>
Net deferred tax assets. . . . .	<u>\$ --</u>	<u>\$ --</u>

The valuation allowance increased by \$2,223,000 during fiscal 2015, decreased by \$206,000 during fiscal 2014, and increased by \$1,080,000 during fiscal 2013. As of May 31, 2015 and 2014, the Company concluded that it is more likely than not that the deferred tax assets will not be realized and therefore provided a full valuation allowance against the deferred tax assets. The Company will continue to evaluate the need for a valuation allowance against its deferred tax assets on a quarterly basis.

At May 31, 2015, the Company had federal and state net operating loss carryforwards of \$40,100,000 and \$33,529,000, respectively. The federal and state net operating loss carryforwards will begin to expire in 2024 and 2015, respectively. At May 31, 2015, the Company also had federal and state research and development tax credit carryforwards of \$1,554,000 and \$4,672,000, respectively. The federal credit carryforward will begin to expire in 2019, and the California credit will carryforward indefinitely. These carryforwards may be subject to certain limitations on annual utilization in case of a change in ownership, as defined by tax law. The Company also has alternative minimum tax credit carryforwards of \$91,000 for federal tax purposes and \$34,000 for state purposes. The credits may be used to offset regular tax and do not expire.

The Company has made no provision for U.S. income taxes on undistributed earnings of certain foreign subsidiaries because it is the Company's intention to permanently reinvest such earnings in its foreign subsidiaries. If such earnings were distributed, the Company would be subject to additional U.S. income tax expense. Determination of the amount of unrecognized deferred income tax liability related to these earnings is not practicable.

Foreign net operating loss carryforwards of \$769,000 are available to reduce future foreign taxable income. The foreign net operating losses will begin to expire in 2018.



The Company maintains liabilities for uncertain tax positions. These liabilities involve considerable judgment and estimation and are continuously monitored by management based on the best information available. The aggregate changes in the balance of gross unrecognized tax benefits are as follows (in thousands):

Beginning balance as of May 31, 2012. . . . .	\$1,022
Decreases related to prior year tax positions. . . . .	--
Decreases related to lapse of statute of limitations . . .	<u>(15)</u>
Balance at May 31, 2013 . . . . .	\$1,007
Decreases related to prior year tax positions. . . . .	--
Decreases related to lapse of statute of limitations . . .	<u>(34)</u>
Balance at May 31, 2014 . . . . .	\$ 973
Decreases related to prior year tax positions. . . . .	--
Decreases related to lapse of statute of limitations . . .	<u>(54)</u>
Balance at May 31, 2015 . . . . .	<u><u>\$ 919</u></u>

If the ending balance of \$919,000 of unrecognized tax benefits at May 31, 2015 were recognized, \$8,000 would affect the effective income tax rate. In accordance with the Company's accounting policy, it recognizes accrued interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company had accrued interest and penalties of \$2,000 at May 31, 2015.

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 1996 – 2014 remain subject to examination by the appropriate governmental agencies due to tax loss carryovers from those years.

## 8. CUSTOMER DEPOSITS AND DEFERRED REVENUE:

Customer deposits and deferred revenue (in thousands):

	May 31,	
	2015	2014
Customer deposits. . . . .	<u>\$3,685</u>	<u>\$871</u>
Deferred revenue . . . . .	<u>1,065</u>	<u>187</u>
	<u><u>\$4,750</u></u>	<u><u>\$1,058</u></u>

## 9. LINE OF CREDIT:

On August 25, 2011, the Company entered into a working capital credit facility agreement allowing the Company to borrow up to \$1.5 million based upon qualified accounts receivable, and export-related inventory. On May 29, 2012, the credit agreement was amended to increase the borrowing limit to \$2.0 million. On September 11, 2012, the Company entered into the second amendment to the Loan and Security Agreement to increase the borrowing limit under the credit facility from \$2.0 million to \$2.5 million. On August 21, 2013, the Company entered into the Third Amendment to Loan and Security Agreement to extend the term of the agreement to August 22, 2014. Under the terms of the amendment to the line of credit, the lender will also have a security interest in the Company's intellectual property. On August 22, 2014, the Company entered into the Fourth Amendment to Loan and Security Agreement to extend the term of the agreement to August 21, 2015. The line of credit is collateralized by all of the Company's assets. Each account receivable financed by the lender will bear an annual interest rate or finance charge equal to the greater of the lender's prime rate less 0.5%, or 3.50%, if the Company meets certain borrowing base requirements. If the Company does not meet the borrowing base requirements, each account receivable financed by the lender will bear an annual interest rate or finance charge equal to the greater of the lender's prime rate plus 0.75%, or 4.75%. The applicable interest is calculated based on the full amount of the account receivable and export-related inventory provided as collateral for the actual amounts borrowed. Depending on the composition of the collateral items, whether or not the Company meets certain borrowing base requirements and the relative cash position of the Company, the equivalent annual interest rate applied to the actual loan balances may vary from 3.89% to 8.94%, assuming that the bank's prime rate is 4.00% or less. The average loan balance in fiscal 2015 was \$492,000. At May 31, 2014, the Company had drawn \$777,000 against the credit facility. The working capital credit facility agreement was terminated on April 10, 2015 upon execution of the Convertible Notes Purchase (the "Convertible Notes") and Credit Facility (the "Credit Facility") Agreement with QVT

Fund LP and Quintessence Fund L.P. (the “Purchase Agreement”). See Note 11, “LONG-TERM DEBT,” for a description of the Purchase Agreement.

The Credit Facility entered into on April 10, 2015 allows the Company to borrow an aggregate principal amount of up to \$2.0 million. Advances under the Credit Facility will bear interest at an annual rate of 5%. Each advance under the Credit Facility and any accrued and unpaid interest thereon must be repaid within 90 days from the date on which such advance is made. Unless paid in full at maturity, amounts owing under the credit facility may be converted by the holder into Convertible Notes. Advances under the Credit Facility may be prepaid without any prepayment premium or penalty. The Credit Facility is secured by substantially all of the assets of the Company. At May 31, 2015, the Company has not drawn any amount against the Credit Facility.

## 10. SALES OF EQUITY SECURITIES:

During the second quarter of fiscal 2015, the Company sold 1,065,029 shares of its common stock in a private placement transaction with certain directors and officers of the Company and other accredited investors. The private placement resulted in net proceeds to the Company of \$2,574,000 and closed on November 26, 2014.

## 11. LONG-TERM DEBT:

On April 10, 2015, Aehr Test Systems (the “Company”) entered into a Convertible Notes Purchase and Credit Facility Agreement (the “Purchase Agreement”) with QVT Fund LP and Quintessence Fund L.P., (the “Purchasers”) providing for the Company’s sale to the Purchasers of \$4,110,000 in aggregate principal amount of 9.0% Convertible Secured Notes due April 2017 (the “Convertible Notes”). See Note 9, “LINE OF CREDIT,” for a description of the Purchase Agreement. Debt issuance costs of \$350,000 were offset against the loan balance and are amortized over the life of the loan. During fiscal 2015, \$31,000 of amortization costs was recognized as interest expense. Unamortized debt issuance costs of \$319,000 were offset against the loan balance at May 31, 2015.

Long-term debt, net of debt issuance costs (in thousands):

	May 31,	
	2015	2014
Principal . . . . .	\$4,110	\$--
Unamortized debt issuance costs . . . . .	(319)	--
	\$3,791	\$--

The Convertible Notes bear interest at an annual rate of 9.0% and will mature on April 10, 2017 unless repurchased or converted prior to that date. Interest is payable quarterly on March 1, June 1, September 1 and December 1 of each year. The \$350,000 in debt issuance costs, amortized over the life of the loan, represent an effective interest rate of 4.3%. The Company may not redeem the Convertible Notes prior to maturity.

The initial conversion price for the Convertible Notes is \$2.65 per share of the Company’s common stock and is subject to adjustment upon the occurrence of certain specified events (as adjusted, the “Conversion Price”). Holders may convert all or any part of the principal amount of their Convertible Notes in integral multiples of \$10,000 at any time prior to the maturity date. Upon conversion, the Company will deliver shares of its common stock to the holder of Convertible Notes electing such conversion.

The Company’s obligations under the Convertible Notes are secured by substantially all of the assets of the Company.

## 12. CAPITAL STOCK:

### STOCK OPTIONS:

In October 1996, the Company’s Board of Directors approved the 1996 Stock Option Plan (the “Stock Plan”), which provided for granting of incentive and non-qualified stock options to our employees and directors. The Stock Plan provides that qualified options be granted at an exercise price equal to the fair market value at the date of grant, as determined by the Board of Directors (85% of fair market value in the case of non-statutory options and purchase rights and 110% of fair market value in certain circumstances). Options generally expire within five years from date of grant. Most options become exercisable in increments over a four-year period from the date of grant.

In October 2006, the Company’s 2006 Equity Incentive Plan and 2006 Employee Stock Purchase Plan (“2006 Plans”) were approved by the shareholders. A total of 4,650,000 shares of common stock have been reserved for issuance under the Company’s 2006 Equity Incentive Plan. Options granted under the 2006 Equity Incentive Plan are generally for periods not to exceed ten years (five years if the option is granted to a 10% stockholder) and are granted at the fair market value of the stock at the date of grant as determined by the Board of Directors. The 2006 Plans respectively

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 have otherwise expired in 2007. The Amended and Restated 1996 Stock Option Plan will continue to govern awards previously granted under that plan.

As of May 31, 2015, out of the 4,531,000 shares authorized for grant under the 1996 Stock Option Plan and 2006 Equity Incentive Plan, approximately 3,686,000 shares were outstanding.

The following table summarizes the Company's stock option transactions during fiscal 2015, 2014 and 2013 (in thousands, except per share data):

	Available Shares	Outstanding Options		
		Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Balances, May 31, 2012. . . . .	839	2,957	\$2.40	\$587
Additional shares reserved. . . . .	1,223	--		
Options granted. . . . .	(670)	670	\$1.13	
Options terminated. . . . .	569	(569)	\$4.37	
Plan shares expired. . . . .	(224)	--		
Options exercised. . . . .	--	(102)	\$0.67	
Balances, May 31, 2013. . . . .	1,737	2,956	\$1.79	\$964
Options granted. . . . .	(908)	908	\$1.64	
Options terminated. . . . .	420	(420)	\$5.51	
Plan shares expired. . . . .	(104)	--		
Options exercised. . . . .	--	(442)	\$1.17	
Balances, May 31, 2014. . . . .	1,145	3,002	\$1.31	\$2,913
Additional shares reserved. . . . .	860	--		
Options granted. . . . .	(1,253)	1,253	\$2.38	
Options terminated. . . . .	93	(93)	\$2.30	
Options exercised. . . . .	--	(476)	\$1.33	
Balances, May 31, 2015. . . . .	<u>845</u>	<u>3,686</u>	\$1.66	\$2,946
Options exercisable and expected to be exercisable at May 31, 2015		<u>3,612</u>	\$1.66	\$2,887

The options outstanding and exercisable at May 31, 2015 were in the following exercise price ranges (in thousands, except per share data):

Range of Exercise Prices	Options Outstanding at May 31, 2015			Options Exercisable at May 31, 2015			
	Number Outstanding Shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable Shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value
\$0.59-\$0.97	680	3.85	\$0.70	612	3.87	\$0.71	
\$1.09-\$1.40	1,293	3.97	\$1.28	874	3.64	\$1.28	
\$1.73-\$2.06	411	3.71	\$1.90	345	3.37	\$1.92	
\$2.15-\$2.71	1,302	6.10	\$2.45	358	5.01	\$2.54	
\$0.59-\$2.71	<u>3,686</u>	4.67	\$1.66	<u>2,189</u>	3.89	\$1.43	\$2,198

The total intrinsic values of options exercised were \$540,000, \$520,000 and \$43,000 during fiscal 2015, 2014 and 2013, respectively. The weighted average contractual life of the options exercisable and expected to be exercisable at May 31, 2015 was 4.67 years.

Options to purchase 2,189,000, 1,892,000 and 1,948,000 shares were exercisable at May 31, 2015, 2014 and 2013, respectively. These exercisable options had weighted average exercise prices of \$1.43, \$1.22 and \$2.12 as of May 31, 2015, 2014 and 2013, respectively.

### **13. EMPLOYEE BENEFIT PLANS:**

#### **EMPLOYEE STOCK OWNERSHIP PLAN:**

The Company has a non-contributory, trustee employee stock option plan for full-time employees who have completed three consecutive months of service and for part-time employees who have completed one year of service and have attained an age of 21. The Company can contribute either shares of the Company's stock or cash to the plan. The contribution is determined annually by the Company and cannot exceed 15% of the annual aggregate salaries of those employees eligible for participation in the plan. On May 31, 2007, the Company converted the Aehr Test Systems Employee Stock Bonus Plan into the Aehr Test Systems Employee Stock Ownership Plan (the "Plan"). The stock bonus plan was converted to an employee stock ownership plan ("ESOP") to enable the Plan to better comply with changes in the law regarding Company stock. Individuals' account balances vest at a rate of 20% per year commencing upon completion of two years of service. Non-vested balances, which are forfeited following termination of employment, are allocated to the remaining employees in the Plan. Under the Plan provisions, each employee who reaches age fifty-five (55) and has been a participant in the Plan for ten years will be offered an election each year to direct the transfer of up to 25% of his/her ESOP account to the employee self-directed account in the Savings and Retirement Plan. For anyone who met the above prerequisites, the first election to diversify holdings was offered after May 31, 2008. In the sixth year, employees will be able to diversify up to 50% of their ESOP accounts. Contributions of \$60,000 per year were authorized for the plan during fiscal 2015, 2014 and 2013. The contribution amounts are recorded as compensation expense, in the period authorized and included in accrued liabilities, in the period authorized. Contributions of 26,548 shares were made to the ESOP during fiscal 2015 for fiscal 2014. Contributions of 41,666 shares were made to the ESOP during fiscal 2014 for fiscal 2013. Contributions of 47,244 shares were made to the ESOP during fiscal 2013 for fiscal 2012. The contribution for fiscal 2015 will be made in fiscal 2016. Shares held in the ESOP are included in the EPS calculation.

#### **401(K) PLAN:**

The Company maintains a defined contribution savings plan (the "401(k) Plan") to provide retirement income to all qualified employees of the Company. The 401(k) Plan is intended to be qualified under Section 401(k) of the Internal Revenue Code of 1986, as amended. The 401(k) Plan is funded by voluntary pre-tax contributions from employees. Contributions are invested, as directed by the participant, in investment funds available under the 401(k) Plan. The Company is not required to make, and did not make, any contributions to the 401(k) Plan during fiscal 2015, 2014 and 2013.

#### **EMPLOYEE STOCK PURCHASE PLAN:**

In October 2006, the Company's shareholders approved the 2006 Employee Stock Purchase Plan, or 2006 Purchase Plan. The 2006 Purchase Plan replaced the 1997 Employee Stock Purchase Plan which would have otherwise expired in 2007. A total of 1,150,000 shares of the Company's common stock were reserved for issuance under the 2006 Purchase Plan. The 2006 Purchase Plan has consecutive, overlapping, twenty-four month offering periods. Each twenty-four month offering period includes four six month purchase periods. The offering periods generally begin on the first trading day on or after April 1 and October 1 each year. The first exercise date under the 2006 Purchase Plan was April 1, 2007. All employees who work a minimum of 20 hours per week and are customarily employed by the Company (or an affiliate thereof) for at least five months per calendar year are eligible to participate. Under the 2006 Purchase Plan, shares are purchased through employee payroll deductions at exercise prices equal to 85% of the lesser of the fair market value of the Company's common stock at either the first day of an offering period or the last day of the purchase period. If a participant's rights to purchase stock under all employee stock purchase plans of the Company accrue at a rate which exceeds \$25,000 worth of stock for a calendar year, such participant may not be granted an option to purchase stock under the 2006 Purchase Plan. The maximum number of shares a participant may purchase during a single purchase period is 3,000 shares. For the years ended May 31, 2015, 2014 and 2013, approximately 87,000, 120,000 and 156,000 shares of common stock, respectively, were issued under the plans. To date, 882,000 shares have been issued under the 2006 Purchase Plan.

#### 14. OTHER INCOME (EXPENSE), NET:

Other income (expense), net comprises the following (in thousands):

	Year Ended May 31,		
	2015	2014	2013
Foreign exchange gain (loss) . . . . .	\$194	\$(47)	\$(36)
Other, net. . . . .	17	(17)	3
	<u>\$211</u>	<u>\$(64)</u>	<u>\$(33)</u>

#### 15. 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. Net sales are based upon ship-to location (in thousands).

	United States	Asia	Europe	Total
2015:				
Net sales. . . . .	\$3,648	\$4,943	\$ 1,427	\$10,018
Property and equipment, net . . . . .	432	34	12	478
2014:				
Net sales. . . . .	\$8,708	\$7,453	\$ 3,523	\$19,684
Property and equipment, net . . . . .	415	42	17	474
2013:				
Net sales. . . . .	\$7,379	\$8,184	\$925	\$16,488
Property and equipment, net . . . . .	249	52	--	301

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

#### 16. RELATED PARTY TRANSACTIONS:

Mario M. Rosati, one of the Company's directors, is also a member of Wilson Sonsini Goodrich & Rosati, Professional Corporation, which has served as the Company's outside corporate counsel and has received compensation at normal commercial rates for these services. At May 31, 2015, the Company had \$141,000 payable to Wilson Sonsini Goodrich & Rosati.

#### 17. COMMITMENTS AND CONTINGENCIES:

##### COMMITMENTS

The Company leases most of its manufacturing and office space under operating leases. The Company entered into non-cancelable operating lease agreements for its United States manufacturing and office facilities and maintains equipment under non-cancelable operating leases in Germany. The Company's principal administrative and production facilities are located in Fremont, California, in a 51,289 square foot building. The Company's lease was renewed in November, 2014 and expires in June 2018. The Company has an option to extend the lease for an additional three year period at rates to be determined. The Company's facility in Japan is located in a 418 square foot office in Tokyo under a cancellable lease which expires in June 2016. The Company also maintains a 1,585 square foot warehouse in Yamanashi under a lease which expires in November 2015. The Company leases a sales and support office in Utting, Germany. The lease, which began February 1, 1992 and expires on January 31, 2016, contains an automatic twelve months renewal, at rates to be determined, if no notice is given prior to six months from expiry. Under the lease agreements, the Company is responsible for payments of utilities, taxes and insurance.

Minimum annual rentals payments under non-cancellable operating leases in each of the next five fiscal years and thereafter are as follows (in thousands):

Years Ending May 31,	
2016.....	\$ 486
2017.....	465
2018.....	469
2019.....	39
2020.....	--
Thereafter.....	--
Total	<u><u>\$1,459</u></u>

Rental expense for the years ended May 31, 2015, 2014 and 2013 was \$554,000, \$562,000 and \$657,000, respectively.

At May 31, 2015 and 2014, the Company had a \$50,000 certificate of deposit held by a financial institution representing a security deposit for its United States manufacturing and office space lease. This amount is included in "Other Assets" on the consolidated balance sheets.

#### PURCHASE OBLIGATIONS

The Company has purchase obligations to certain suppliers. In some cases the products the Company purchases are unique and have provisions against cancellation of the order. At May 31, 2015, the Company had \$2,879,000 of purchase obligations which are due within the following 12 months. This amount does not include contractual obligations recorded on the consolidated balance sheets as liabilities.

#### CONTINGENCIES

The Company is, from time to time, involved in legal proceedings arising in the ordinary course of business. While there can be no assurances as to the ultimate outcome of any litigation involving the Company, management does not believe any pending legal proceedings will result in judgment or settlement that will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

In the normal course of business to facilitate sales of its products, the Company indemnifies other parties, including customers, with respect to certain matters. The Company has agreed to hold the other party harmless against losses arising from a breach of representations or covenants, or from intellectual property infringement or other claims. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim. In addition, the Company has entered into indemnification agreements with its officers and directors, and the Company's bylaws contain similar indemnification obligations to the Company's agents.

It is not possible to determine the maximum potential amount under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, payments made by the Company under these agreements have not had a material impact on the Company's operating results, financial position or cash flows.

#### 18. SELECTED QUARTERLY CONSOLIDATED FINANCIAL DATA (UNAUDITED)

The following tables (presented in thousands, except per share data) sets forth selected unaudited condensed consolidated statements of operations data for each of the four quarters of the fiscal years ended May 31, 2015 and 2014. The unaudited quarterly information has been prepared on the same basis as the annual information presented elsewhere herein and, in the Company's opinion, includes all adjustments (consisting only of normal recurring entries) necessary for a fair statement of the information for the quarters presented. The operating results for any quarter are not necessarily indicative of results for any future period and should be read in conjunction with the audited consolidated financial statements of the Company's and the notes thereto included elsewhere herein.

	Three Months Ended			
	Aug. 31, 2014	Nov. 30, 2014	Feb. 28, 2015	May 31, 2015
Net sales . . . . .	\$3,558	\$ 2,615	\$ 2,027	\$ 1,818
Gross profit . . . . .	\$1,610	\$ 694	\$ 852	\$ 682
Net loss . . . . .	\$ (907)	\$(2,114)	\$(1,726)	\$(1,900)
Net loss per share basic and diluted. . . . .	\$ (0.08)	\$ (0.18)	\$ (0.14)	\$ (0.15)

	Three Months Ended			
	Aug. 31, 2013	Nov. 30, 2013	Feb. 28, 2014	May 31, 2014
Net sales . . . . .	\$3,752	\$ 4,950	\$ 5,612	\$ 5,370
Gross profit . . . . .	\$1,944	\$ 2,494	\$ 2,870	\$ 2,914
Net (loss) income . . . . .	\$ (166)	\$ 137	\$ 212	\$ 239
Net (loss) income per share basic and diluted. . . . .	\$ (0.02)	\$ 0.01	\$ 0.02	\$ 0.02

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**(a) Evaluation of disclosure controls and procedures.**

Our management evaluated, with the participation of our Chief Executive Officer and 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 Annual Report on Form 10-K. 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 Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

**(b) Management’s report on internal control over financial reporting.**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the framework in “*Internal Control – Integrated Framework*” (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, management has concluded that the Company’s internal control over financial reporting was effective as of May 31, 2015. This annual report does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this Annual Report.

**(c) Changes in internal controls over financial reporting.**

There were no changes in our internal controls over financial reporting that occurred during the period covered by this Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**Item 9B. Other Information**

None.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this item is incorporated by reference to the sections entitled “Board Matters and Corporate Governance”, “Proposal 1 -- Election of Directors” and “Compensation of Executive Officers” of the Proxy Statement.

#### **Item 11. Executive Compensation**

The information required by this item is incorporated by reference to the sections entitled “Director Compensation” and “Compensation of Executive Officers” of the Proxy Statement.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is incorporated by reference to the section entitled “Security Ownership of Certain Beneficial Owners, Directors and Management” of the Proxy Statement.

#### **Item 13. Certain Relationships and Related Transactions**

The information required by this item is incorporated by reference to the section entitled “Certain Relationships and Related Transactions” of the Proxy Statement.

#### **Item 14. Principal Accountant Fees and Services**

The information required by this item is incorporated by reference to the section entitled “Independent Registered Public Accounting Firm’s Fees” of the Proxy Statement.



## PART IV

### Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Report:

1. Financial Statements

See Index under Item 8.

2. Financial Statement Schedule

See Index under Item 8.

3. Exhibits

See Item 15(b) below.

(b) Exhibits

The following exhibits are filed as part of or incorporated by reference into this Report:

Exhibit No.	Description
3.1(1)	Restated Articles of Incorporation of Registrant.
3.2(2)	Amended and Restated Bylaws of Registrant.
4.1(3)	Form of Common Stock certificate.
4.2(4)	Convertible Note Purchase and Credit Facility Agreement, dated April 10, 2015, by and among Aehr Test Systems, QVT Fund LP and Quintessence Fund L.P.
4.3	Form of 9.0% Convertible Secured Note due 2017 (included in Exhibit 4.2)
4.4	Form of 5.0% Secured Revolving Credit Note (included in Exhibit 4.2)
4.5(5)	Registration Rights Agreement, dated April 10, 2015, by and among Aehr Test Systems, QVT Fund LP and Quintessence Fund L.P.
10.1(6)	2006 Equity Incentive Plan.*
10.2(7)	2006 Employee Stock Purchase Plan.*
10.3(8)	Form of Indemnification Agreement entered into between Registrant and its directors and executive officers.*
10.5(9)	Form of Change of Control Agreement.*
10.6(10)	Lease dated August 3, 1999 for facilities located at Building C, 400 Kato Terrace, Fremont, California.
10.6.1(11)	First Amendment dated May 06, 2008 for facilities located at 400 Kato Terrace, Fremont, California.
10.6.2(12)	Second Amendment dated November 7, 2014 for facilities located at 400 Kato Terrace, Fremont, California.
10.7(13)	Loan and Security Agreement dated August 25, 2011 by and between Aehr Test Systems and Silicon Valley Bank.
10.7.1(14)	First Amendment to Loan and Security Agreement dated May 29, 2012 by and between Aehr Test Systems and Silicon Valley Bank.
10.7.2(15)	Second Amendment to Loan and Security Agreement dated September 11, 2012 by and between Aehr Test Systems and Silicon Valley Bank.
10.7.3(16)	Third Amendment to Loan and Security Agreement dated August 21, 2013, by and between Aehr Test Systems and Silicon Valley Bank.
10.7.4(17)	Fourth Amendment to Loan and Security Agreement dated August 22, 2014 by and between Aehr Test Systems and Silicon Valley Bank.
10.8(18)	Export-Import Bank Loan and Security Agreement dated August 25, 2011 by and between Aehr Test Systems and Silicon Valley Bank.
10.8.1(19)	First Amendment to Export-Import Bank Loan and Security Agreement dated May 29, 2012 by and between Aehr Test Systems and Silicon Valley Bank.
10.8.2(20)	Second Amendment to Export-Import Bank Loan and Security Agreement dated September 11, 2012 by and between Aehr Test Systems and Silicon Valley Bank.
10.8.3(21)	Third Amendment to Export-Import Bank Loan and Security Agreement dated August 21, 2013 by and between Aehr Test Systems and Silicon Valley Bank.
10.8.4(22)	Fourth Amendment to Export-Import Bank Loan and Security Agreement dated August 22, 2014 by and between Aehr Test Systems and Silicon Valley Bank.
10.9(23)	Export-Import Bank of the United States Working Capital Guarantee Program Borrower Agreement dated August 25, 2011 made by Aehr Test Systems in favor of the Export Import Bank of the United States and Silicon Valley Bank.
10.10(24)	Offer Letter dated January 3, 2012, between the Company and Gayn Erickson.*
10.11(25)	Offer Letter dated March 5, 2013, between the Company and Rhea Posedel.*
10.12(26)	Change of Control Severance Agreement dated January 3, 2012, between the Company and Gayn Erickson.*

10.13(27)	Amended and Restated Change of Control Severance Agreement dated March 5, 2013, between the Company and Rhea J. Posedel.*
10.14(28)	Common Stock Purchase Agreement by and among the Company and the Investors (defined therein), dated as of March 15, 2013.
10.15(29)	Common Stock Purchase Agreement by and among the Company and the Investors (defined therein), dated as of November 24, 2014.
10.16(30)	Security Agreement, dated April 10, 2015, by and among Aehr Test Systems, QVT Fund LP and Quintessence Fund L.P.
21.1	Subsidiaries of the Company.
23.1	Consent of Burr Pilger Mayer, Inc. - Independent Registered Public Accounting Firm (filed herewith).
24.1	Power of Attorney (incorporated by reference to the signature page of this Annual Report on Form 10-K).
31.1	Certification Statement of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification Statement of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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(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 Exhibit No. 3.1 previously filed with the Company's Current Report on Form 8-K filed January 9, 2012 (File No. 000-22893).

(3) Incorporated by reference to the same-numbered exhibit previously filed with Amendment No.1 to the Company's Registration Statement on Form S-1 filed July 17, 1997 (File No. 333-28987).

(4) Incorporated by reference to Exhibit 4.1 previously filed with the Company's Current Report on Form 8-K filed April 14, 2015 (File No. 000-22893).

(5) Incorporated by reference to Exhibit 4.4 previously filed with the Company's Current Report on Form 8-K filed April 14, 2015 (File No. 000-22893).

(6) Incorporated by reference to Exhibit 4.1 previously filed with the Company's Registration Statement on Form S-8 filed October 27, 2006 (File No. 333-138249).

(7) Incorporated by reference to Exhibit 4.2 previously filed with the Company's Registration Statement on Form S-8 filed October 27, 2006 (File No. 333-138249).

(8) Incorporated by reference to Exhibit 10.4 previously filed with Amendment No.1 to the Company's Registration Statement on Form S-1 filed July 17, 1997 (File No. 333-28987).

(9) Incorporated by reference to Exhibit 10.14 previously filed with the Company's Form 10-K for the year ended May 31, 2001 filed August 29, 2001 (File No. 000-22893).

(10) Incorporated by reference to Exhibit 10.12 exhibit previously filed with the Company's Form 10-K for the year ended May 31, 1999 filed August 30, 1999 (File No. 000-22893).

- (11) Incorporated by reference to Exhibit 10.15 previously filed with the Company's Current Report on Form 8-K filed May 9, 2008 (File No. 000-22893).
- (12) Incorporated by reference to Exhibit 10.1 previously filed with the Company's Current Report on Form 8-K filed November 12, 2014 (File No. 000-22893).
- (13) Incorporated by reference to Exhibit 10.20 previously filed with the Company's Current Report on Form 8-K filed August 30, 2011 (File No. 000-22893).
- (14) Incorporated by reference to Exhibit 10.1 previously filed with the Company's Current Report on Form 8-K filed June 4, 2012 (File No. 000-22893).
- (15) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed September 14, 2012 (File No. 000-22893).
- (16) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed August 26, 2013 (File No. 000-22893).
- (17) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed August 26, 2014 (File No. 000-22893).
- (18) Incorporated by reference to Exhibit 10.21 previously filed with the Company's Current Report on Form 8-K filed August 30, 2011 (File No. 000-22893).
- (19) Incorporated by reference to Exhibit 10.2 previously filed with the Company's Current Report on Form 8-K filed June 4, 2012 (File No. 000-22893).
- (20) Incorporated by reference to Exhibit No. 10.2 previously filed with the Company's Current Report on Form 8-K filed September 14, 2012 (File No. 000-22893).
- (21) Incorporated by reference to Exhibit No. 10.2 previously filed with the Company's Current Report on Form 8-K filed August 26, 2013 (File No. 000-22893).
- (22) Incorporated by reference to Exhibit No. 10.2 previously filed with the Company's Current Report on Form 8-K filed August 26, 2014 (File No. 000-22893).
- (23) Incorporated by reference to Exhibit 10.22 previously filed with the Company's Current Report on Form 8-K filed August 30, 2011 (File No. 000-22893).
- (24) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed January 9, 2012 (File No. 000-22893).
- (25) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed March 8, 2013 (File No. 000-22893).
- (26) Incorporated by reference to Exhibit No. 10.3 previously filed with the Company's Current Report on Form 8-K filed January 9, 2012 (File No. 000-22893).
- (27) Incorporated by reference to Exhibit No. 10.2 previously filed with the Company's Current Report on Form 8-K filed March 8, 2013 (File No. 000-22893).
- (28) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed March 20, 2013 (File No. 000-22893).
- (29) Incorporated by reference to Exhibit No. 10.1 previously filed with the Company's Current Report on Form 8-K filed November 26, 2014 (File No. 000-22893).
- (30) Incorporated by reference to Exhibit 10.1 previously filed with the Company's Current Report on Form 8-K filed April 14, 2015 (File No. 000-22893).

\* Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 28, 2015

### AEHR TEST SYSTEMS

By: /s/ GAYN ERICKSON

-----  
Gayn Erickson  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gayn Erickson and Gary L. Larson, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
----- /s/ GAYN ERICKSON ----- Gayn Erickson	President, Chief Executive Officer, and Director (Principal Executive Officer)	August 28, 2015 -----
----- /s/ GARY L. LARSON ----- Gary L. Larson	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	August 28, 2015 -----
----- /s/ RHEA J. POSEDEL ----- Rhea J. Posedel	Chairman	August 28, 2015 -----
----- /s/ ROBERT R. ANDERSON ----- Robert R. Anderson	Director	August 28, 2015 -----
----- /s/ WILLIAM W. R. ELDER ----- William W. R. Elder	Director	August 28, 2015 -----
----- /s/ MARIO M. ROSATI ----- Mario M. Rosati	Director	August 28, 2015 -----
----- /s/ JOHN M. SCHNEIDER ----- John M. Schneider	Director	August 28, 2015 -----
----- /s/ HOWARD T. SLAYEN ----- Howard T. Slayen	Director	August 28, 2015 -----

**SUBSIDIARIES OF AEHR TEST SYSTEMS**

1. Aehr Test Systems Japan K.K., incorporated in Japan
2. Aehr Test Systems GmbH, incorporated in Germany

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-204008) and Registration Statements on Form S-8 (No. 333-200442, 333-184865, 333-177954, 333-163100, 333-155389, 333-138249, 333-119636, 333-52592 and 333-40577) of Aehr Test Systems of our report dated August 28, 2015 relating to the consolidated financial statements, which appears in this Form 10-K.

/s/ Burr Pilger Mayer, Inc.

E. Palo Alto, California  
August 28, 2015

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302(a) OF THE  
SARBANES-OXLEY ACT**

I, Gayn Erickson, certify that:

1. I have reviewed this annual report on Form 10-K of Aehr Test Systems;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 28, 2015

/s/ GAYN ERICKSON

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Gayn Erickson  
President and Chief Executive Officer



**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302(a) OF THE  
SARBANES-OXLEY ACT**

I, Gary L. Larson, certify that:

1. I have reviewed this annual report on Form 10-K of Aehr Test Systems;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 28, 2015

/s/ GARY L. LARSON

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

**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**

I, Gayn Erickson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Aehr Test Systems on Form 10-K for the period ending May 31, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Aehr Test Systems.

Date: August 28, 2015

By: /s/ GAYN ERICKSON

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Gayn Erickson  
President and Chief Executive Officer

I, Gary L. Larson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Aehr Test Systems on Form 10-K for the period ending May 31, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition and results of operations of Aehr Test Systems.

Date: August 28, 2015

By: /s/ GARY L. LARSON

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

## CORPORATE INFORMATION

### ***DIRECTORS***

**Rhea J. Posedel**  
Chairman

**Gayn Erickson**  
President  
Chief Executive Officer

**Robert R. Anderson** <sup>(1)</sup> <sup>(2)</sup>  
Private investor

**William W.R. Elder** <sup>(2)</sup> <sup>(3)</sup>  
President and CEO,  
Maskless Lithography Inc.

**Mario M. Rosati**  
Member  
Wilson Sonsini Goodrich & Rosati,  
Professional Corporation

**John M. Schneider** <sup>(1)</sup> <sup>(3)</sup>  
Private investor

**Howard T. Slayen** <sup>(1)</sup>  
Retired Partner  
PricewaterhouseCoopers

<sup>(1)</sup> *Member of the Audit Committee*

<sup>(2)</sup> *Member of the Compensation Committee*

<sup>(3)</sup> *Member of the Corporate Governance and  
Nominating Committee*

### ***OFFICERS***

**Gayn Erickson**  
President  
Chief Executive Officer

**Kenneth B. Spink**  
Vice President of Finance  
Chief Financial Officer

**Mark D. Allison**  
Vice President of Worldwide Sales

**Carl N. Buck**  
Vice President of Marketing

**David Fucci**  
Vice President of Operations

**David S. Hendrickson**  
Vice President of Engineering

**Kunio Sano**  
President  
Aehr Test Systems Japan

### ***CORPORATE HEADQUARTERS***

400 Kato Terrace  
Fremont, CA 94539  
Telephone: 510.623.9400  
Fax: 510.623.9450  
Website: www.aehr.com

### ***SUBSIDIARIES***

#### **Aehr Test Systems Japan**

Hashikan Bldg., 1-14  
Azuma-Cho  
Hachioji  
Tokyo, Japan 192-0082  
Telephone: 81.42.642.3530  
Fax: 81.42.642.3531  
Email: atsj@aehr.com

#### **Aehr Test Systems GmbH**

Industriestrasse 9  
D-86919 Utting  
Germany  
Telephone: 49.8806.2021  
Fax: 49.8806.2024  
Email: atsg@aehr.com

Aehr Test Systems' corporate  
headquarters has been certified to the  
International Standards Organization  
(ISO) 9001 standard since 1997.

### ***SHAREHOLDER INFORMATION***

#### **Legal Counsel**

Wilson Sonsini Goodrich & Rosati,  
Professional Corporation  
Palo Alto, CA

#### **Independent Registered Public Accounting Firm**

Burr Pilger Mayer, Inc.  
E. Palo Alto, CA

#### **Transfer Agent and Registrar**

Computershare Trust Company, N.A.  
P. O. Box 43070  
Providence, RI 02940-3070  
Toll free: 800.962.4284  
Telephone: 303.262.0600  
Fax: 303.262.0700

#### **Investor Relations**

Aehr Test Systems  
400 Kato Terrace  
Fremont, CA 94539  
Telephone: 510.623.9400  
Fax: 510.623.9450  
Website: www.aehr.com

#### **Annual Meeting**

The annual meeting of shareholders  
will be held at 4:00 p.m. on  
October 20, 2015 at the Company's  
Corporate Headquarters.





**CORPORATE HEADQUARTERS**

400 KATO TERRACE

FREMONT, CA 94539

TELEPHONE: 510.623.9400

FAX: 510.623.9450

WEB: [WWW.AEHR.COM](http://WWW.AEHR.COM)