

As filed with the Securities and Exchange Commission on December 15, 1995,  
 Registration No. 33-\_\_\_\_\_.

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-8  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMTECH CORPORATION  
 (Exact name of registrant as specified in its charter)

Texas  
 (State or other jurisdiction  
 of incorporation or organization)

75-2216818  
 (I.R.S. Employer  
 Identification No.)

17304 Preston Road, E-100  
 Dallas, Texas 75252

Steve M. York  
 17304 Preston Road, E-100  
 Dallas, Texas 75252  
 (214) 733-6600

(Address, including zip code,  
 of principal executive offices)

(Name, address, including zip code,  
 and telephone number, including  
 area code, of agent for service)

AMTECH CORPORATION 1995 LONG-TERM INCENTIVE PLAN

(FULL TITLE OF THE PLAN)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE (2)
COMMON STOCK, \$.01 PAR VALUE	500,000 SHARES	\$5.22	\$2,608,718.75	\$899.56

- (1) 500,000 Shares issuable upon exercise of options or pursuant to the grant of restricted stock, performance shares, stock unit awards, or other stock-based compensation under the Amtech Corporation 1995 Long-Term Incentive Plan (the "Plan"), as of December 13, 1995, and any additional shares of Common Stock that may be issuable pursuant to the antidilution provisions of the Plan are being registered.
- (2) Estimated solely for the purpose of calculating the registration fee. The registration fee has been calculated in accordance with Rule 457(h) under the Securities Act of 1933 based, (a) in the case of 124,500 shares registered with respect to shares that remain available for award under the 1995 Plan (or are reserved for issuance in connection with the exercise of Retention Incentive Options) on the date of filing this Registration Statement, upon the average of the high and low prices of the Common Stock as quoted by the NASDAQ National Market System on December 13, 1995, which was \$5.1875; and (b) in the case of 375,500 shares registered with respect to options outstanding under the 1995 Plan with an aggregate exercise price of \$1,962,875, upon the price at which the options may be

exercised, which averages \$5.23 per share.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

(a) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which contains audited financial statements of the Registrant for the Registrant's latest fiscal year end.

(b) All reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the annual report referred to in (a) above.

(c) A description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on September 25, 1989, including any amendment or reports filed for the purpose of updating such description.

All reports or other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Hughes & Luce, L.L.P., Dallas, Texas has given an opinion as to the validity of the Common Stock being offered hereby. As of December 11, 1995, members of Hughes & Luce, L.L.P. owned a total of approximately 205,000 shares of the Registrant's Common Stock.

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ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

As permitted by the Texas Business Corporation Act, the Registrant's Articles of Incorporation provide that directors of the Registrant shall not be personally liable to the Registrant or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the Registrant or its shareholders, (ii) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (iii) any transaction from which the director derived any improper personal benefit, (iv) any act or omission where the liability of the director is expressly provided by statute, or (v) any act related to an unlawful stock repurchase or payment of a dividend. In addition, the Registrant's Articles of Incorporation and Bylaws include certain provisions permitted by the Texas Business Corporation Act whereby directors, officers, employees, and agents of the Registrant generally are to be indemnified against certain liabilities to the fullest extent authorized by the Texas Business Corporation Act.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The Exhibits to this Registration Statement are listed in the Index to Exhibits on page II-7 of this Registration Statement, which Index is incorporated herein by reference.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any Prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

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provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's Annual Report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas on December 14, 1995.

AMTECH CORPORATION

By: /s/ G. RUSSELL MORTENSON  
 -----  
 G. Russell Mortenson  
 President and Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby appoints G. Russell Mortenson and Steve M. York, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution, for and in the name, place and stead of the undersigned, in any and all capacities to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby or the transactions contemplated herein.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ G. RUSSELL MORTENSON ----- (G. Russell Mortenson)	President and Chief Executive Officer and Director (Principal Executive Officer)	December 14, 1995
/s/ STEVE M. YORK ----- (Steve M. York)	Senior Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	December 14, 1995
_____ (Gary J. Fernandes)	Director	December __, 1995
/s/ ROBERT M. GINTEL ----- (Robert M. Gintel)	Director	December 14, 1995
/s/ ELMER W. JOHNSON ----- (Elmer W. Johnson)	Director	December 14, 1995



[HUGHES & LUCE, L.L.P. LETTERHEAD APPEARS HERE]

December 13, 1995

Amtech Corporation  
17304 Preston Road  
Suite E-100  
Dallas, Texas 75252

Ladies and Gentlemen:

We have acted as special counsel to Amtech Corporation, a Texas corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 500,000 shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), issuable pursuant to grants of restricted stock, performance shares, stock unit awards, or other stock-based compensation ("Incentive Grants") or upon exercise of options ("Options") granted under the Amtech Corporation 1995 Long-Term Incentive Plan (the "Plan"), referenced in the Registration Statement of the Company on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission.

In rendering this opinion, we have examined and relied upon executed originals, counterparts or copies of such documents, records and certificates (including certificates of public officials and officers of the Company) as we considered necessary or appropriate for enabling us to express the opinions set forth herein. In all such examinations, we have assumed the authenticity and completeness of all documents submitted to us as originals and the conformity to originals and completeness of all documents submitted to us as photostatic, conformed, notarized or certified copies.

Based on the foregoing, we are of the opinion that such shares of Common Stock issuable pursuant to Incentive Grants or upon exercise of options granted under the Plan have been duly authorized and, if and when issued and paid for in full in accordance with their terms and the Plan, will be validly issued, fully paid and nonassessable.

This opinion may be filed as an exhibit to the Registration Statement. We also consent to the reference to this firm as having passed on the validity of such shares of Common Stock under Item 5 of Part II of the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder. We also call to your attention the fact that members of this firm own a total of approximately 205,000 shares of Common Stock.

Very truly yours,

/s/ Hughes & Luce, L.L.P.

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 dated December 15, 1995) pertaining to the Amtech Corporation 1995 Long-Term Incentive Plan of our report dated February 15, 1995, with respect to the consolidated financial statements of Amtech Corporation incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

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Ernst & Young LLP

Dallas, Texas  
December 15, 1995