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

Form 10-Q

(Mark One)

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

For the three month period ended September 30, 2001

or

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

Commission File Number: 0-26824

TEGAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

68-0370244

(I.R.S. Employer Identification No.)

2201 South McDowell Blvd.

Petaluma, California 94954

(Address of Principal Executive Offices)

Telephone Number (707) 763-5600

(Registrant's Telephone Number, Including Area Code)

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 reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

As of September 30, 2001, there were 12,619,087 shares of the registrant's Common Stock outstanding.

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PART I — FINANCIAL INFORMATION

Item 1. *Condensed Consolidated Financial Statements*

TEGAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)
(In thousands, except per share data)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2001	2000	2001	2000
Revenue	\$ 4,379	\$12,779	\$12,269	\$20,247
Cost of sales	2,895	7,563	8,503	11,938
Gross profit	1,484	5,216	3,766	8,309
Operating expenses:				
Research and development	1,660	2,313	3,424	4,781
Sales and marketing	1,107	1,326	2,378	2,545
General and administrative	1,091	1,844	2,714	3,766
Total operating expenses	3,858	5,483	8,516	11,092
Operating loss	(2,374)	(267)	(4,750)	(2,783)
Other income (expense), net	(94)	31	(213)	104
Net loss before cumulative effect of change in accounting principle	(2,468)	(236)	(4,963)	(2,679)
Cumulative effect of change in accounting principle, net of tax of \$0	0	0	0	(372)
Net loss	\$ (2,468)	\$ (236)	\$ (4,963)	\$ (3,051)
Net loss per share before cumulative effect of change in accounting principle	\$ (.20)	\$ (.02)	\$ (.39)	\$ (.21)
Cumulative effect of change in accounting principle	0	0	0	(.03)
Net loss per share, basic and diluted	\$ (.20)	\$ (.02)	\$ (.39)	\$ (.24)
Shares used in per share computation:				
Basic	12,619	12,489	12,596	12,471
Diluted	12,619	12,489	12,596	12,471

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

	September 30, 2001	March 31, 2001
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 9,447	\$ 12,649
Receivables, net	6,305	7,967
Inventories	17,210	17,759
Prepaid expenses and other current assets	3,457	1,775
	<u>36,419</u>	<u>40,150</u>
Total current assets	36,419	40,150
Property and equipment, net	1,812	1,772
Other assets, net	326	330
	<u>38,557</u>	<u>42,252</u>
Total assets	\$ 38,557	\$ 42,252
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Payable under lines of credit	\$ 3,140	\$ 3,840
Accounts payable	2,151	4,139
Accrued expenses and other current liabilities	9,428	5,620
	<u>14,719</u>	<u>13,599</u>
Total current liabilities	14,719	13,599
Long-term portion of capital lease obligation	0	44
	<u>14,719</u>	<u>13,643</u>
Total liabilities	14,719	13,643
Stockholders' equity:		
Common stock	126	126
Additional paid-in capital	65,151	65,087
Accumulated other comprehensive income	478	350
Accumulated deficit	(41,917)	(36,954)
	<u>23,838</u>	<u>28,609</u>
Total stockholders' equity	23,838	28,609
	<u>\$ 38,557</u>	<u>\$ 42,252</u>

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)
(In thousands)

	Six Months Ended September 30,	
	2001	2000
Cash flows from operating activities:		
Net loss	\$ (4,963)	\$ (3,051)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization	456	314
Allowance for doubtful accounts and sales return allowances	46	(229)
Changes in operating assets and liabilities:		
Receivables	1,845	(3,138)
Inventories	627	(1,034)
Prepaid expenses and other assets	(1,916)	(590)
Accrued liabilities	(1,734)	617
Deferred revenue	3,814	923
Net cash used in operating activities	(1,825)	(6,188)
Cash flows used in investing activities — purchases of property and equipment	(496)	(108)
Cash flows from financing activities:		
Proceeds from issuance of common stock	64	118
Borrowings under lines of credit	18,500	21,308
Repayment of borrowings under lines of credit	(19,200)	(16,180)
Repayment of capital lease financing	(44)	(147)
Net cash provided by (used in) financing activities	(680)	5,099
Effect of exchange rates on cash and cash equivalents	(201)	(79)
Net decrease in cash and cash equivalents	(3,202)	(1,276)
Cash and cash equivalents at beginning of period	12,649	12,627
Cash and cash equivalents at end of period	\$ 9,447	\$ 11,351

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(All amounts in thousands, except share data)

1. Basis of Presentation:

In the opinion of management, the unaudited condensed consolidated interim financial statements have been prepared on the same basis as the March 31, 2001 audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the information set forth herein. The statements have been prepared in accordance with the regulations of the Securities and Exchange Commission ("SEC"), but omit certain information and footnote disclosures necessary to present the statements in accordance with generally accepted accounting principles. These interim financial statements should be read in conjunction with the financial statements and footnotes included in the annual report on Form 10-K of Tegal Corporation (the "Company") for the fiscal year ended March 31, 2001. The results of operations for the three and six months ended September 30, 2001 are not necessarily indicative of results to be expected for the entire year.

The results for the six months ended September 30, 2001 have been adjusted to reflect the adoption of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101").

The semiconductor equipment industry and the Company's business have experienced a sharp decline in orders and revenues. As a result, the Company's existing cash balances and anticipated cash flows from operations may not satisfy financing requirements for the next twelve months if the downturn continues. The Company is seeking to raise additional financing which, if available, may result in additional dilution to the Company's stockholders.

2. Inventories:

Inventories consisted of:

	September 30, 2001	March 31, 2000
Raw materials	\$ 5,318	\$ 4,810
Work in progress	2,947	4,369
Finished goods and spares	8,945	8,580
	<u>\$ 17,210</u>	<u>\$17,759</u>

3. Net Loss Per Common Share:

Basic Earnings Per Share (EPS) is calculated by dividing net profit (loss) for the period by the weighted average common shares outstanding for that period. Diluted EPS takes into account the number of additional common shares that would have been outstanding if the dilutive potential common shares ("common stock equivalents") had been issued.

Common stock equivalents for the three months ended September 30, 2001 and September 30, 2000, and the six months ended September 30, 2001 and September 30, 2000 were 128,509 and 897,373 and 157,487 and 837,165, respectively, and have been excluded from shares used in calculating diluted loss per share because their effect would be antidilutive.

4. Income Tax Expense:

The Company did not record a provision for federal or state income taxes for the three and six month periods ended September 30, 2001 and 2000, respectively, because a net loss before taxes was recorded for

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

those periods. The Company did not recognize a benefit for these net losses because any benefit derived would require offsetting current losses against future profitability, the timing and magnitude of which are uncertain.

5. New Accounting Pronouncements:

In June 1998, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 establishes a new model for accounting for derivatives and hedging activities and supersedes and amends a number of existing accounting standards. SFAS 133 requires that all derivatives be recognized in the balance sheet at their fair market value, with the corresponding derivative gains or losses either reported in the statement of operations or as a deferred item in other comprehensive income (loss) depending on the type of hedge relationship that exists with respect to such derivatives. The Company adopted SFAS 133 during the quarter ended June 30, 2001, and such adoption did not have a material effect on its consolidated financial statements.

In July 2001, the FASB issued SFAS 141, "Business Combinations" and SFAS 142, "Goodwill and Other Intangible Assets." SFAS 141 requires business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting, and clarifies the criteria for recording intangible assets separate from goodwill. SFAS 142 requires the use of a nonamortization approach to account for purchased goodwill and certain intangibles. Under a nonamortization approach, goodwill and certain intangibles are not amortized, but instead are reviewed annually for impairment and written down via a charge to results of operations in any periods in which the recorded value of goodwill and certain intangibles is more than its fair value. The Company does not expect that the adoption of these accounting standards will have a significant impact on its financial position, results of operations or cash flows.

In October 2001, the FASB issued SFAS No. 144 ("SFAS 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets". SFAS 144 supersedes SFAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" and applies to all long-lived assets (including discontinued operations) and consequently amends Accounting Principles Board Opinion No. 30 (APB 30), "Reporting Results of Operations Reporting the Effects of Disposal of a Segment of a Business".

SFAS 144 develops one accounting model (based on the model in SFAS 121) for long-lived assets that are to be disposed of by sale, as well as addresses the principal implementation issues. SFAS 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. That requirement eliminates APB 30's requirement that discontinued operations be measured at net realizable value or that entities include under "discontinued operations" in the financial statements amounts for operating losses that have not yet occurred. Additionally, SFAS 144 expands the scope of discontinued operations to include all components of an entity with operations that (1) can be distinguished from the rest of the entity and (2) will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001. The Company is in the process of evaluating the potential impact the adoption of SFAS 144 will have on its consolidated financial position or results of operations.

6. Lines of Credit:

At September 30, 2001, the Company had borrowed approximately \$2.8 million under its domestic line of credit, which is secured by substantially all of the Company's assets and which is further limited by the amount of accounts receivable and inventories on the balance sheet. The facility has a maximum borrowing capacity of \$10.0 million, is available until April 30, 2003, and bears interest at prime plus 1.5 percent, or 8.0 percent, as of September 30, 2001. Among other provisions, this credit facility requires the maintenance of certain financial covenants. As of September 30, 2001, the Company was not in compliance with one particular financial covenant. The lender has waived such noncompliance as of September 30, 2001 and has

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

since modified the covenants. The Company is now in compliance with the new covenants as of September 30, 2001. In addition to the domestic facility, as of September 30, 2001, the Company's Japanese subsidiary had borrowed 24 million Yen (approximately \$-0.2 million at exchange rates prevailing on September 30, 2001) under its two Japanese bank lines of credit totaling 450 million Yen (approximately \$3.8 million at exchange rates prevailing on September 30, 2001), which are secured by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375 percent as of September 30, 2001) plus 0.25 percent and 0.625 percent, respectively.

7. Comprehensive Loss:

The components of comprehensive loss for the three and six month periods ended September 30, 2001 and 2000 are as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2001	2000	2001	2000
Net loss	\$2,468	\$236	\$4,963	\$3,051
Foreign currency translation adjustment	145	38	128	(45)
	<u>\$2,613</u>	<u>\$274</u>	<u>\$5,091</u>	<u>\$3,006</u>

8. Restructuring:

During the three month period ended September 30, 2001, the Company recorded a charge of approximately \$600,000 related to staff reductions of 55 employees, of which approximately \$86,000 was recorded in cost of sales, \$231,000 in research and development, \$263,000 in sales and marketing, and \$20,000 in general and administrative expenses. All amounts have been paid to the terminated employees as of September 30, 2001.

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Information herein contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate," or "continue" or the negative thereof or other variations thereon or comparable terminology or which constitute projected financial information. The forward-looking statements relate to the near-term semiconductor capital equipment industry outlook, demand for our products, our quarterly revenue and earnings prospects for the near-term future and other matters contained herein. Such statements are based on current expectations and beliefs and involve a number of uncertainties and risks that could cause the actual results to differ materially from those projected. Such uncertainties and risks include, but are not limited to, the cyclical nature of the semiconductor industry, impediments to customer acceptance, fluctuations in quarterly operating results, competitive pricing pressures, the introduction of competitor products having technological and/or pricing advantages, product volume and mix and other risks detailed from time to time in our SEC reports. For further information, refer to the business description and risk factors sections included in our Form 10-K for the fiscal year ended March 31, 2001 and the risk factors section included in this Form 10-Q (Part II, Item 5) as filed with the SEC.

Results of Operations

Tegal designs, manufactures, markets and services plasma etch systems used in the fabrication of integrated circuits, read-write heads for the disk drive industry, printer heads, telecommunications equipment and small flat panel displays.

The following table sets forth certain financial items as a percentage of revenue for the three and six month periods ended September 30, 2001 and 2000:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2001	2000	2001	2000
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of sales	66.1	59.2	69.3	59.0
Gross profit	33.9	40.8	30.7	41.0
Operating expenses:				
Research and development	37.9	18.1	27.9	23.6
Sales and marketing	25.3	10.4	19.4	12.6
General and administrative	24.9	14.4	22.1	18.6
Total operating expenses	88.1	42.9	69.4	54.8
Operating loss	(54.2)	(2.1)	(38.7)	(13.7)
Other income (expense), net	(2.2)	0.2	(1.7)	0.5
Net loss before cumulative effect of change in accounting principle	(56.4)	(1.9)	(40.4)	(13.2)
Cumulative effect of change in accounting principle net of tax of \$0.	0	0	0	(1.8)
Net loss	(56.4)%	(1.9)%	(40.4)%	(15.1)%

Revenue. Revenue for the three and six months ended September 30, 2001 was \$4.4 million and \$12.3 million, respectively, a decrease of \$8.4 million and \$8.0 million, respectively, over the comparable periods in 2000. The decrease for the three months ended September 30, 2001 was principally due to the sale

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

of 16 fewer 900 series systems and the sale of one less 6500 series system sold compared to the same period in the prior year. The decrease for the six months ended September 30, 2001 was principally due to the sale of 30 fewer 900 series systems sold offset, in part, by one additional 6500 series system compared to the same period in the prior year.

Revenue from spare parts and service sales for the three and six month periods ended September 30, 2001 was \$2.2 million and \$4.9 million, respectively, down from \$4.4 million and \$7.9 million for the three and six month periods ended September 30, 2000, which we believe is a result of customers' decreased utilization of Tegal's etch systems during the current industry downturn.

International sales as a percentage of the Company's revenue were approximately 83.7% and 46.9% and 60.7% and 55.1% for the three and six months ended September 30, 2001 and 2000, respectively. We believe that international sales will continue to represent a significant portion of its revenue.

Gross profit. Gross profit as a percentage of revenue (gross margin) was 33.9% and 40.8% for the three months and 30.7% and 41.0% for the six months ended September 30, 2001 and 2000, respectively. The decrease in gross margin for the three and six months ended September 30, 2001 compared to the same periods in the prior year was principally attributable to lower volumes offset in part by reduced manufacturing expenses.

Research and development. Research and development expenses consist primarily of salaries, prototype material and other costs associated with our ongoing systems and process technology development, applications and field process support efforts. Research and development expenses were \$1.7 million and \$2.3 million for the three months and \$3.4 million and \$4.8 million for the six months ended September 30, 2001 and 2000, respectively, representing 37.9% and 18.1% of revenue for the three months of revenue and 27.9% and 23.6% of revenue for the six months ended September 30, 2001 and 2000. The decrease in research and development spending is due to the completion and implementation of specific projects.

Sales and marketing. Sales and marketing expenses consist primarily of salaries, commissions, trade show promotion and travel and living expenses associated with those functions. Sales and marketing expenses were \$1.1 million and \$1.3 million for the three months and \$2.4 million and \$2.5 million for the six months ended September 30, 2001 and 2000, respectively, representing 25.3% and 10.4% of revenue for the three months and 19.4% and 12.6% of revenue for the six months ended September 30, 2001 and 2000.

General and administrative. General and administrative expenses consist primarily of compensation for general management, accounting and finance, human resources, information systems and investor relations functions and for legal, consulting and accounting fees of the Company. General and administrative expenses were \$1.1 million and \$1.8 million for the three months and \$2.7 and \$3.8 million for the six months ended September 30, 2001 and 2000, respectively, representing 24.9% and 14.4% of revenue for the three months and 22.1% and 18.6% of revenue for the six months ended September 30, 2001 and 2000, respectively. The decrease in general and administrative spending for the three and six month periods ended September 30, 2001, compared to the same periods in the prior year, was primarily attributable to reduced expenses in connection with our patent litigation.

Other income (expense), net. Other income (expense), net consists primarily of interest expense on the domestic line of credit offset in part by interest income on outstanding cash balances, and gains and losses on foreign exchange.

Cumulative effect of change in accounting principle. During the fourth quarter of fiscal 2001, we implemented the provisions of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," retroactive to the beginning of the fiscal year. The cumulative effect of the change in accounting principle on prior years of \$372,000 and was reported in the fiscal quarter ended June 30, 2000.

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Liquidity and Capital Resources

For the six month periods ended September 30, 2001 and 2000, we financed our operations through the use of outstanding cash balances and borrowings against our promissory note borrowing facilities in Japan, as well as our domestic line of credit.

Net cash used in operations was \$1.8 million during the six months ended September 30, 2001, due principally to a net loss of \$5.0 million after adjusting for depreciation and a decrease in accounts receivable and inventory and an increase in deferred revenue offset, in part, by an increase in prepaid expenses a decrease in accrued liabilities. Net cash used in operations was \$6.2 million during the six months ended September 30, 2000, due principally to a net loss of \$2.7 million after adjusting for depreciation and an increase in inventory, accounts receivable and prepaid expenses, offset in part by an increase in accrued liabilities and deferred revenue.

Net capital expenditures totaled approximately \$0.5 million for the six months ended September 30, 2001 and \$0.1 million for the six months ended September 30, 2000. Capital expenditures in both periods were incurred principally for leasehold improvements and to acquire design tools, analytical equipment and computers.

Net cash used in financing activities totaled \$0.7 million for the six months ended September 30, 2001. The decrease for the six months ended September 30, 2001 was due principally to decreased borrowing on the domestic line of credit. Net cash provided by financing activities totaled \$5.1 million for the six months ended September 30, 2000, due principally to increased borrowing against our domestic line of credit.

As of September 30, 2001, we had approximately \$9.4 million of cash and cash equivalents. In addition to cash and cash equivalents, our other principal sources of liquidity consist of the unused portions of several bank-borrowing facilities. At September 30, 2001, we had borrowed approximately \$2.8 million under our domestic line of credit, which is secured by substantially all of our assets and which is further limited by the amount of accounts receivable and inventories on our balance sheet. Given our accounts receivable and inventory balances as of September 30, 2001, we had fully utilized our available borrowings under that credit line as of that date. The facility has a maximum borrowing capacity of \$10.0 million, is available until April 30, 2003 and bears interest at prime plus 1.5 percent or 8.0 percent as of September 30, 2001. Among other provisions, this credit facility requires the maintenance of certain financial covenants. As of September 30, 2001, we were not in compliance with one particular financial covenant. The lender has waived such noncompliance as of September 30, 2001 and has since modified the covenants. We are now in compliance with the new covenants. In addition to the domestic facility, as of September 30, 2001, our Japanese subsidiary had borrowed 24 million Yen (approximately \$-0.2 million at exchange rates prevailing on September 30, 2001) under its two Japanese bank lines of credit totaling 450 million Yen (approximately \$3.8 million at exchange rates prevailing on September 30, 2001), which are secured by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375 percent as of September 30, 2001) plus 0.25 percent and 0.625 percent, respectively.

In response to the rapid and significant industry slow-down, we have initiated substantial cost containment programs and a corporate-wide restructuring to preserve our cash position. Our projected annual cost savings from these initiatives are estimated at approximately \$8.0 million, offset in part by severance package payouts of approximately \$0.6 million in the fiscal quarter ended September 30, 2001. However, despite these cost reduction efforts, if the downturn continues, our existing capital resources may not be sufficient to meet our operating needs for the next twelve months. We are also seeking to raise additional financing. This financing, if available, may result in additional dilution to our stockholders. For more information on our capital resources, see "Risk Factors" in Part II, Item 5.

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Our investment portfolio of securities is principally comprised of money market funds. These funds are subject to interest rate risk and may fall in value if market interest rates increase. We attempt to limit this exposure by investing primarily in short-term securities having a maturity of three months or less.

We have foreign subsidiaries which operate and sell our products in various global markets. As a result, our cash flow and earnings are exposed to fluctuations in interest and foreign currency exchange rates. We attempt to limit these exposures through the use of various hedge instruments, primarily forward exchange contracts and currency option contracts (with maturities of less than three months) to manage our exposure associated with firm obligations and net asset and liability positions denominated in non-functional currencies. There have been no material changes regarding market risk since the disclosures made in our Form 10-K for the fiscal year ended March 31, 2001.

PART II — OTHER INFORMATION

Item 1. *Legal Proceedings*

On March 17, 1998, the Company filed suit in the United States District Court in the Eastern District of Virginia against Tokyo Electron Limited and several of its U.S. subsidiaries (collectively, “TEL”) alleging that TEL’s 65DI and 85DI IEM etch equipment infringe certain of its patents. The suit was tried to the court in May 1999, and on August 31, 1999, the court found both patents-in-suit valid, and found that TEL had willfully infringed Tegal’s ’223 dual-frequency triode etcher patent. The court enjoined TEL from further sales or service of its IEM etchers. In addition, the court ordered TEL to pay attorney’s fees and court costs to Tegal. TEL has filed an appeal of the court’s ruling. The Federal Circuit affirmed the District Court’s findings of infringement and the interpretations of the ’223 patent on which those findings were made, but reversed certain findings relating to Tokyo Electron America (“TEA”) defense of anticipation. As a result, the Federal Circuit vacated the judgment and the injunction and remanded the case for further consideration of TEA’s anticipation defense. In a separate action against TEL concerning a later generation of IEM equipment, the District Court granted summary judgment on noninfringement for TEL on August 7, 2000 and entered judgment for TEL on September 11, 2000. That case is currently on appeal to the Federal Circuit Court of Appeals. The Company cannot assure you of the outcome of either of the TEL litigation or of the effect of any such outcome on our business.

On September 1, 1999, the Company filed a patent infringement action against Lam Research Corporation (“Lam”), asserting infringement of the ’223 patent and a second, related patent. That suit was also filed in the Eastern District of Virginia, Richmond Division. In it the Company seeks injunctive relief barring Lam from manufacturing, selling and supporting products that incorporate the Company’s patented technology. The Company is further seeking enhanced damages for willful infringement of its patents. The specific accused products are Lam’s Exalan and 4520x1 lines of etchers. Lam filed a motion to dismiss this action for lack of jurisdiction, or in the alternative to transfer the action to the Northern District of California. The motion to transfer was granted. Discovery is currently ongoing in the action in the Northern District of California. We cannot assure you of the outcome of this lawsuit or of the effect of any such outcome on our business.

As is typical in the semiconductor industry, we have received notices from time to time from third parties alleging infringement claims. In July 1991, we were advised by General Signal Corporation (“GSC”) that we may need a license under certain U.S. patents owned by GSC relating to “cluster tool” equipment. Our 6500 series systems are generally configured with multiple process chambers and, therefore, may be deemed “cluster tool” equipment. A number of companies which were contacted by GSC with regard to licensing these patents formed an ad-hoc committee to investigate the validity of the GSC patents. As a result of such investigation, in November 1992 the committee members, including Tegal, jointly notified GSC that they believe the subject patents are invalid and that, accordingly, no license is necessary. In the fall of 1994, GSC filed suit against Applied Materials, a non-member of the ad-hoc investigative committee, alleging infringement of such patents. We believe that GSC’s dispute with Applied Materials has subsequently been settled. To date, GSC has taken no action against us in connection with the licensing of these patents. We further believe that GSC filed for bankruptcy protection and has since been dissolved. Nevertheless, we can not assure you that GSC or its successors will not take any such action in the future or, if any such action is taken, what the outcome of such action may be.

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

At the Company's Annual Stockholders' Meeting held on September 25, 2001, the following individuals were re-elected to the Board of Directors:

	Votes for	Votes Withheld
Michael L. Parodi	10,766,917	1,334,478
Jeffrey M. Krauss	11,095,660	1,005,735
Thomas R. Mika	11,096,976	1,004,419
Edward A. Dohring	11,095,908	1,005,487

The proposal to adopt an amendment to the Company's stock option plan for outside directors to (a) permit outside directors to elect to receive their director's fee in the form of stock options instead of cash compensation and (b) facilitate changes to the plan by allowing the board of directors to make certain amendments permitted by law was approved by the stockholders as follows:

Votes For	10,636,657
Votes Against	1,443,340
Abstentions	21,398
Broker Non-Votes	0

Item 5. Risk Factors

The semiconductor industry is cyclical and may experience periodic downturns which may negatively affect customer demand for our products and result in losses such as those experienced in the past.

Our business depends upon the capital expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor industry is highly cyclical and historically has experienced periodic downturns, which often have had a material adverse effect on the semiconductor industry's demand for semiconductor capital equipment, including etch systems manufactured by us. In response to the current significant industry slow-down, we have initiated a substantial cost containment program and a corporate-wide restructuring to preserve our cash. However, the need for continued investment in research and development, possible capital equipment requirements, and extensive ongoing customer service and support requirements worldwide will continue to limit our ability to reduce expenses in response to the current downturn.

Our competitors have greater financial resources and greater name recognition than we do and therefore may compete more successfully in the critical etch industry than we can.

We believe that to be competitive, we will require significant financial resources in order to offer a broad range of systems, to maintain customer service and support centers worldwide and to invest in research and development. Many of our existing and potential competitors, including, among others, Applied Materials, Inc., Lam Research Corporation and Tokyo Electron Limited, have substantially greater financial resources, more extensive engineering, manufacturing, marketing and customer service and support capabilities, larger installed bases of current generation etch and other production equipment and broader process equipment offerings, as well as greater name recognition than we do. We cannot assure you that we will be able to compete successfully against these companies in the United States of America or worldwide.

Our future capital needs may exceed our ability to raise capital.

The development, manufacture and marketing of etch systems are highly capital intensive. In order to be competitive, we must continue to make significant expenditures for, among other things, capital equipment and the manufacture of evaluation and demonstration unit inventory for our 6500 series etch systems. Additionally, our industry is now experiencing a sharp decline in orders and revenues. As a result, our existing cash balances, anticipated cash flow from operations and funds available under our existing lines of credit may not satisfy our financing requirements for the next twelve months. We are seeking additional financing.

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However, there can be no assurance that additional financing, if required, will be available on reasonable terms or at all. To the extent that additional capital is raised through the sale of additional equity or convertible debt securities, the issuance of such securities could result in additional dilution to our stockholders.

We depend on sales of our 6500 series systems in critical etch markets that may not fully adopt our product for production use.

We have designed our 6500 series systems for sub-0.35 micron critical etch applications in emerging films, polysilicon and metal which we believe to be the leading edge of critical etch applications. Revenues from the sale of 6500 series systems have accounted for 21% and 19% of total revenues in fiscal 2001 and 2000, respectively. Our 6500 series systems are currently being used primarily for research and development activities or low volume production. For the 6500 series systems to achieve full market adoption, our customers must utilize these systems for volume production. There can be no assurance that the market for critical etch emerging film, polysilicon or metal etch systems will develop as quickly or to the degree we expect.

If the 6500 series does not achieve significant sales or volume production due to a lack of full customer adoption, our business, financial condition, results of operations and cash flows would be materially adversely affected.

Our potential customers may not adopt our products because of their significant cost or because our potential customers are already using a competitor's tool.

A substantial investment is required to install and integrate capital equipment into a semiconductor production line. Additionally, we believe that once a device manufacturer has selected a particular vendor's capital equipment, that manufacturer generally relies upon that vendor's equipment for that specific production line application and, to the extent possible, subsequent generations of that vendor's systems. Accordingly, it may be extremely difficult to achieve significant sales to a particular customer once another vendor's capital equipment has been selected by that customer unless there are compelling reasons to do so, such as significant performance or cost advantages. Any failure to gain access and achieve sales to new customers will adversely affect the successful commercial adoption of our products and could have a material adverse effect on us.

Our quarterly operating results may continue to fluctuate.

Our revenue and operating results have fluctuated and are likely to continue to fluctuate significantly from quarter to quarter, and there can be no assurance as to future profitability.

Our 900 series etch systems typically sell for prices ranging between \$250,000 and \$600,000, while prices of our 6500 series critical etch systems typically range between \$1.8 million and \$3.0 million. To the extent we are successful in selling our 6500 series systems, the sale of a small number of these systems will probably account for a substantial portion of revenue in future quarters, and a transaction for a single system could have a substantial impact on revenue and gross margin for a given quarter.

The timing of new systems and technology announcements and releases by us and others may also contribute to fluctuations in quarterly operating results, including cases in which new systems or technology offerings cause customers to defer ordering systems from our existing product lines. Our revenue and operating results may also fluctuate due to the timing and mix of systems sold, the volume of service provided and spare parts delivered in a particular quarter and changes in pricing by us, our competitors or suppliers. Additionally, a substantial amount of income may be derived from patent license fees. Such fees are volatile and we cannot predict we will receive similar fees in the future. The impact of these and other factors on our revenue, operating results and cash flows in any future period is, and will continue to be, difficult for us to forecast.

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Because technology changes rapidly, we may not be able to introduce our products in a timely enough fashion.

The semiconductor manufacturing industry is subject to rapid technological change and new system introductions and enhancements. We believe that our future success depends on our ability to continue to enhance our existing systems and their process capabilities, and to develop and manufacture in a timely manner new systems with improved process capabilities. We may incur substantial unanticipated costs to ensure product functionality and reliability early in our products' life cycles. There can be no assurance that we will be successful in the introduction and volume manufacture of new systems or that we will be able to develop and introduce, in a timely manner, new systems or enhancements to our existing systems and processes which satisfy customer needs or achieve market adoption.

Some of our sales cycles are lengthy, exposing us to the risks of inventory obsolescence and fluctuations in operating results.

Sales of our systems depend, in significant part, upon the decision of a prospective customer to add new manufacturing capacity or to expand existing manufacturing capacity, both of which typically involve a significant capital commitment. We often experience delays in finalizing system sales following initial system qualification while the customer evaluates and receives approvals for the purchase of our systems and completes a new or expanded facility. Due to these and other factors, our systems typically have a lengthy sales cycle (often 12 to 18 months in the case of critical etch 6500 systems) during which we may expend substantial funds and management effort. Lengthy sales cycles subject us to a number of significant risks, including inventory obsolescence and fluctuations in operating results over which we have little or no control.

We may not be able to protect our intellectual property or obtain licenses for third parties' intellectual property and therefore we may be exposed to liability for infringement or the risk that our operations may be adversely affected.

Although we attempt to protect our intellectual property rights through patents, copyrights, trade secrets and other measures, we may not be able to protect our technology adequately and competitors may be able to develop similar technology independently. Additionally, patent applications that we may file may not be issued and foreign intellectual property laws may not protect our intellectual property rights. There is also a risk that patents licensed by or issued to us will be challenged, invalidated or circumvented and that the rights granted thereunder will not provide competitive advantages to us. Furthermore, others may independently develop similar systems, duplicate our systems or design around the patents licensed by or issued to us.

Existing litigation and any future litigation could result in substantial cost and diversion of effort by us, which by itself could have a material adverse effect on our financial condition, operating results and cash flows. Further, adverse determinations in such litigation could result in our loss of proprietary rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties or prevent us from manufacturing or selling our systems. In addition, licenses under third parties' intellectual property rights may not be available on reasonable terms, if at all.

Our customers are concentrated and therefore the loss of a significant customer may harm our business.

Our top five customers accounted for 42.0%, 53.1%, and 66.4% of our systems revenues in fiscal 2001, 2000 and 1999, respectively. Two customers accounted for more than 10% of net systems sales in fiscal 2001. Although the composition of the group comprising our largest customers may vary from year to year, the loss of a significant customer or any reduction in orders by any significant customer, including reductions due to market, economic or competitive conditions in the semiconductor manufacturing industry, may have a material adverse effect on our business, financial condition, results of operations and cash flows. Our ability to increase our sales in the future will depend, in part, upon our ability to obtain orders from new customers, as well as the financial condition and success of our existing customers and the general economy, which is largely beyond our ability to control.

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We are exposed to additional risks associated with international sales and operations.

International sales accounted for 61%, 59%, and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively. International sales are subject to certain risks, including the imposition of government controls, fluctuations in the U.S. dollar (which could increase the sales price in local currencies of our systems in foreign markets), changes in export license and other regulatory requirements, tariffs and other market barriers, political and economic instability, potential hostilities, restrictions on the export or import of technology, difficulties in accounts receivable collection, difficulties in managing distributors or representatives, difficulties in staffing and managing international operations and potentially adverse tax consequences. There can be no assurance that any of these factors will not have a material adverse effect on our operations and financial results.

Sales of our systems in certain countries are billed in local currency, and we have two lines of credit denominated in Japanese Yen. We generally attempt to offset a portion of our U.S. dollar denominated balance sheet exposures subject to foreign exchange rate remeasurement by purchasing currency options and forward currency contracts for future delivery. There can be no assurance that our future results of operations and cash flows will not be adversely affected by foreign currency fluctuations. In addition, the laws of certain countries in which our products are sold may not provide our products and intellectual property rights with the same degree of protection as the laws of the United States of America.

Our stockholder rights plan may deter takeover attempts.

Under the terms of our stockholder rights plan, our board of directors is authorized to issue preferred stock without further stockholder approval or to exercise the anti-takeover provisions of our stockholder rights plan in the event of an unsolicited attempt to assume control over Tegal. Should our board of directors exercise such rights, such action could have the effect of delaying, deferring or preventing a change in control of Tegal.

Our stock price is volatile and could result in a material decline in the value of your investment in Tegal.

We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, sales of our common stock into the marketplace, failure to meet or changes in analysts' expectations, general conditions in the semiconductor industry or the worldwide economy, announcements of technological innovations or new products or enhancements by us or our competitors, developments in patents or other intellectual property rights, developments in our relationships with our customers and suppliers, natural disasters and outbreaks of hostilities 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 shares of small capitalization stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. There can be no assurance that the market price of our common stock will not experience significant fluctuations in the future, including fluctuations that are unrelated to our performance.

Potential disruption of our supply of materials required to build our systems could have a negative effect on our operations and damage our customer relationships.

Materials delays have not been significant in recent years. Nevertheless, we procure certain components and sub-assemblies included in our systems from a limited group of suppliers, and occasionally from a single source supplier. For example, we depend on MECS Corporation, a robotic equipment supplier, as the sole source for the robotic arm used in all of our 6500 series systems. We currently have no existing supply contract with MECS Corporation, and we currently purchase all robotic assemblies from MECS Corporation on a purchase order basis. Disruption or termination of certain of these sources, including our robotic sub-assembly source, could have an adverse effect on our operations and damage our relationship with our customers.

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Any failure by us to comply with environmental regulations imposed on us could subject us to future liabilities.

We are subject to a variety of governmental regulations related to the use, storage, handling, discharge or disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing process. We believe that we are currently in compliance in all material respects with these regulations and that we have obtained all necessary environmental permits generally relating to the discharge of hazardous wastes to conduct our business. Nevertheless, our failure to comply with present or future regulations could result in additional or corrective operating costs, suspension of production, alteration of our manufacturing processes or cessation of our operations.

Item 6. Exhibits and Reports on Form 8-K

(a) *Exhibits*

None.

(b) *Reports on Form 8-K*

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TEGAL CORPORATION
(Registrant)

/s/ KATHY PETRINI

Kathy Petrini
Corporate Controller, Treasurer and Secretary

Dated: November 13, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2001

or

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

Commission File Number: 0-26824

TEGAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

68-0370244

(I.R.S. Employer Identification No.)

2201 South McDowell Blvd.

Petaluma, California 94954

(Address of Principal Executive Offices)

Telephone Number (707) 763-5600

(Registrant's Telephone Number, Including Area Code)

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 reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

As of December 31, 2001, there were 14,310,938 shares of our common stock outstanding.

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PART I — FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

TEGAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

	December 31, 2001	March 31, 2001
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,314	\$ 12,649
Receivables, net	4,311	7,967
Inventories	17,320	17,759
Prepaid expenses and other current assets	3,628	1,775
Total current assets	33,573	40,150
Property and equipment, net	1,572	1,772
Other assets	157	330
Total assets	\$ 35,302	\$ 42,252
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Payable under lines of credit	\$ 1,416	\$ 3,840
Accounts payable	1,256	4,139
Product Warranty	1,370	1,713
Accrued expenses and other current liabilities	3,465	3,094
Deferred revenue	4,275	813
Total current liabilities	11,782	13,599
Long-term portion of capital lease obligation	10	44
Total liabilities	11,792	13,643
Stockholders' equity:		
Common stock	143	126
Additional paid-in capital	67,376	65,087
Accumulated other comprehensive income	450	350
Accumulated deficit	(44,459)	(36,954)
Total stockholders' equity	23,510	28,609
	\$ 35,302	\$ 42,252

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share data)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2001	2000	2001	2000
Revenue:				
Product	\$ 1,869	\$11,147	\$13,167	\$29,983
Services	500	576	1,470	1,987
Total revenue	2,369	11,723	14,637	31,970
Cost of sales:				
Cost of product	1,012	6,405	7,744	16,303
Cost of services	391	996	2,161	3,035
Total cost of sales	1,403	7,401	9,905	19,338
Gross profit	966	4,322	4,732	12,632
Operating expenses:				
Research and development	1,270	1,925	4,694	6,706
Sales and marketing	797	1,346	3,175	3,891
General and administrative	1,159	1,702	3,873	5,468
Total operating expenses	3,226	4,973	11,742	16,065
Operating loss	(2,260)	(651)	(7,010)	(3,433)
Other income (expense), net	(282)	8,227	(495)	8,330
Net income (loss) before cumulative effect of change in accounting principle	(2,542)	7,576	(7,505)	4,897
Cumulative effect of change in accounting principle, net of tax of \$0	0	0	0	(372)
Net income (loss)	\$ (2,542)	\$ 7,576	\$ (7,505)	\$ 4,525
Net income (loss) per share before cumulative effect of change in accounting principle, basic				
	\$ (0.20)	\$ 0.61	\$ (0.60)	\$ 0.39
Cumulative effect of change in accounting principle	0	0	0	(.03)
Net income (loss) per share, basic	\$ (0.20)	\$ 0.61	\$ (0.60)	\$ 0.36
Net income (loss) per share before cumulative effect of change in accounting principle, diluted				
	\$ (0.20)	\$ 0.60	\$ (0.60)	\$ 0.38
Cumulative effect of change in accounting principle	0	0	0	(.03)
Net income (loss) per share, diluted	\$ (0.20)	\$ 0.60	\$ (0.60)	\$ 0.35
Shares used in per share computation:				
Basic	12,620	12,494	12,604	12,481
Diluted	12,620	12,669	12,604	12,863

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Nine Months Ended December 31,	
	2001	2000
Cash flows from operating activities:		
Net income (loss)	\$ (7,505)	\$ 4,525
Adjustments to reconcile net income (loss) to cash provided by (used in) operating activities:		
Depreciation and amortization	681	1,035
Allowance for doubtful accounts and sales return allowances	76	(272)
Changes in operating assets and liabilities:		
Receivables	3,840	(3,055)
Inventories	471	(957)
Prepaid expenses and other assets	(1,801)	(594)
Accounts payable	(2,883)	180
Accrued expenses and other liabilities	83	1,097
Deferred revenue	3,462	221
Net cash provided by (used in) operating activities	(3,576)	2,180
Cash flows used in investing activities — purchases of property and equipment	(481)	(705)
Cash flows from financing activities:		
Proceeds from issuance of common stock under employee stock plans	97	184
Net proceeds from issuance of units of common stock and warrants	2,209	—
Borrowings under lines of credit	20,095	32,907
Repayment of borrowings under lines of credit	(22,512)	(29,295)
Repayment of capital lease financing	(52)	(84)
Net cash provided by (used in) financing activities	(163)	3,712
Effect of exchange rates on cash and cash equivalents	(115)	(199)
Net decrease in cash and cash equivalents	(4,335)	4,988
Cash and cash equivalents at beginning of period	12,649	12,627
Cash and cash equivalents at end of period	\$ 8,314	\$ 17,615

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(All amounts in thousands, except share data)

1. Basis of Presentation:

In the opinion of management, the unaudited condensed consolidated interim financial statements have been prepared on the same basis as the March 31, 2001 audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the information set forth herein. The statements have been prepared in accordance with the regulations of the Securities and Exchange Commission (the "SEC"), but omit certain information and footnote disclosures necessary to present the statements in accordance with generally accepted accounting principles. These interim financial statements should be read in conjunction with the consolidated financial statements and footnotes included in the Annual Report on Form 10-K of Tegal Corporation (the "Company") for the fiscal year ended March 31, 2001. The results of operations for the three and nine months ended December 31, 2001 are not necessarily indicative of results to be expected for the entire year.

The results for the nine months ended December 31, 2000 have been adjusted to reflect the adoption of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101").

The semiconductor equipment industry and the Company's business have experienced a sharp decline in orders and revenues. As a result, the Company's existing cash balances and anticipated cash flows from operations may not satisfy financing requirements for the next twelve months if the downturn continues. The Company raised \$2.2 million from the private placement of units of common stock and warrants in December 2001 and may seek to raise additional financing which would result in additional dilution to the Company's stockholders.

2. Inventories:

Inventories consisted of:

	December 31, 2001	March 31, 2001
Raw materials	\$ 5,365	\$ 4,810
Work in progress	2,693	4,369
Finished goods and spares	9,261	8,580
	<u>\$ 17,320</u>	<u>\$17,759</u>

3. Net Loss Per Common Share:

Basic Earnings Per Share (EPS) is calculated by dividing net profit (loss) for the period by the weighted average common shares outstanding for that period. Diluted EPS takes into account the number of additional common shares that would have been outstanding if the dilutive potential common shares ("common stock equivalents") had been issued.

Common stock equivalents for the three and nine months ended December 31, 2001 were 36,214 and 115,716 respectively, and have been excluded from shares used in calculating diluted loss per share because their effect would be antidilutive.

Common stock equivalents for the three and nine months ended December 31, 2000 were 174,102 and 381,497 respectively, and have been included in the calculation of diluted income per share.

4. New Accounting Pronouncements:

In June 1998, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 establishes a new model for accounting for derivatives and hedging activities and supersedes and amends a number of existing accounting standards. SFAS 133 requires that all derivatives be recognized in the balance sheet at their fair market value, with the corresponding derivative gains or losses either reported in the statement of operations or as a deferred item in other comprehensive income (loss) depending on

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the type of hedge relationship that exists with respect to such derivatives. The Company adopted SFAS 133 during the fiscal quarter ended June 30, 2001, and such adoption did not have a material effect on its consolidated financial statements.

In July 2001, the FASB issued SFAS 141, "Business Combinations" and SFAS 142, "Goodwill and Other Intangible Assets." SFAS 141 requires business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting, and clarifies the criteria for recording intangible assets separate from goodwill. SFAS 142 requires the use of a non-amortization approach to account for purchased goodwill and certain intangibles. Under a non-amortization approach, goodwill and certain intangibles are not amortized, but instead are reviewed annually for impairment and written down via a charge to results of operations in any periods in which the recorded value of goodwill and certain intangibles is more than their fair value. SFAS 142 is effective January 1, 2002.

In October 2001, the FASB issued SFAS No. 144 ("SFAS 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets". SFAS 144 supersedes SFAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of" and applies to all long-lived assets (including discontinued operations) and consequently amends Accounting Principles Board Opinion No. 30 ("APB 30"), "Reporting Results of Operations-Reporting the Effects of Disposal of a Segment of a Business." SFAS 144 develops one accounting model (based on the model in SFAS 121) for long-lived assets that are to be disposed of by sale, as well as addresses the principal implementation issues. SFAS 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. That requirement eliminates APB 30's requirement that discontinued operations be measured at net realizable value or that entities include under "discontinued operations amounts for operating losses that have not yet occurred. Additionally, SFAS 144 expands the scope of discontinued operations to include all components of an entity with operations that (1) can be distinguished from the rest of the entity and (2) will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001.

The Company does not expect that the adoption of these accounting standards will have a significant impact on its consolidated financial position, results of operations or cash flows.

5. Lines of Credit:

At December 31, 2001, the Company had approximately \$1.1 million outstanding under its domestic line of credit, which is secured by substantially all of the Company's domestic assets and which is further limited by the amounts of accounts receivable and inventories on the balance sheet. Given our accounts receivable and inventory balances as of December 31, 2001, we had fully utilized or available borrowings under that credit line as of that date. The facility has a maximum borrowing capacity of \$10.0 million, is available until December 31, 2002, and bears interest at prime plus 2.0 percent, or 8.0 percent, as of December 31, 2001. Among other provisions, this credit facility requires the maintenance of certain financial covenants. As of December 31, 2001, the Company was in compliance with all financial covenants. In addition to the domestic facility, as of December 31, 2001, the Company's Japanese subsidiary had approximately \$0.3 million outstanding under its two bank lines of credit which are secured by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375 percent as of December 31, 2001) plus 0.25 percent and 0.625 percent, respectively and have a renewal date of September 30, 2002.

6. Comprehensive Income (Loss):

The components of comprehensive income (loss) for the three and nine month periods ended December 31, 2001 and 2000 are as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2001	2000	2001	2000
Net income (loss)	\$(2,542)	\$7,576	\$(7,505)	\$4,525
Foreign currency translation adjustment	(28)	120	100	76
	<u>\$(2,570)</u>	<u>\$7,696</u>	<u>\$(7,405)</u>	<u>\$4,601</u>

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7. Restructuring:

During the three month period ended September 30, 2001, the Company recorded a change of approximately \$600,000 related to staff reductions of 55 employees, of which approximately \$86,000 was classified as cost of sales, \$231,000 as research and development, \$263,000 as sales and marketing, and \$20,000 as general and administrative expenses. All amounts were paid to the terminated employees as of September 30, 2001.

8. Sale of Units of Common Stock and Warrants:

On December 31, 2001, the Company closed a private placement in which it sold to accredited investors 1,661,005 units, each unit consisting of one share of common stock and one warrant to purchase one-half of a share of common stock, for proceeds of \$2.2 million, net of \$0.1 million in cash stock issuance costs. The Company also granted to the placement agent warrants to purchase 83,050 shares of the Company's common stock. The warrants have an exercise price of \$2.50 per share and expire on December 31, 2006.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Information herein contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate," or "continue" or the negative thereof or other variations thereon or comparable terminology or which constitute projected financial information. The forward-looking statements relate to the near-term semiconductor capital equipment industry outlook, demand for our products, our quarterly revenue and earnings prospects for the near-term future and other matters contained herein. Such statements are based on current expectations and beliefs and involve a number of uncertainties and risks that could cause the actual results to differ materially from those projected. Such uncertainties and risks include, but are not limited to, the cyclical nature of the semiconductor industry, impediments to customer acceptance, fluctuations in quarterly operating results, competitive pricing pressures, the introduction of competitor products having technological and/or pricing advantages, product volume and mix and other risks detailed from time to time in our SEC reports. For further information, refer to the business description and risk factors sections included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2001 and the risk factors section included in this Form 10-Q (Part II, Item 5) as filed with the SEC.

Results of Operations

Tegal designs, manufactures, markets and services plasma etch systems used in the fabrication of integrated circuits, read-write heads for the disk drive industry, printer heads, telecommunications equipment and small flat panel displays.

The following table sets forth certain financial items as a percentage of revenue for the three and nine-month periods ended December 31, 2001 and 2000:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2001	2000	2001	2000
Revenue:				
Product revenue	78.9%	95.1%	90.0%	93.8%
Services revenue	21.1	4.9	10.0	6.2
Total revenue	100.0	100.0	100.0	100.0
Cost of sales:				
Cost of product	42.7	54.6	52.9	51.0
Cost of services	16.5	8.5	14.8	9.5
Total cost of sales	59.2	63.1	67.7	60.5
Gross profit	40.8	36.9	32.3	39.5
Operating expenses:				
Research and development	53.7	16.5	32.0	21.0
Sales and marketing	33.6	11.5	21.7	12.2
General and administrative	48.9	14.5	26.5	17.0
Total operating expenses	136.2	42.5	80.2	50.2
Operating loss	(95.4)	(5.6)	(47.9)	(10.7)
Other income (expense), net	(11.9)	70.2	(3.4)	26.1
Net income (loss) before cumulative effect of change in accounting principle	(107.3)	64.6	(51.3)	15.4
Cumulative effect of change in accounting principle net of tax of \$0	0	0	0	(1.2)
Net income (loss)	(107.3)	64.6	(51.3)	14.2

Product revenue. Revenue for the three and nine months ended December 31, 2001 was \$1.9 million and \$13.2 million, respectively, a decrease of \$9.3 million and \$16.8 million, respectively, over the comparable periods in 2000. The decrease for the three months ended December 31, 2001 was principally due to the sale of 19 fewer 900 series systems and the sale of no 6500 series systems as compared to the sale of two 6500 series systems for the same period in the prior year. The decrease for the nine months ended December 31, 2001 was principally due to the sale of 49 fewer 900 series systems sold and one less 6500 series system compared to the same period in the prior year. As of December 31, 2001 and 2000 our backlog was \$2.6 million and \$2.8 million, respectively. The decline in sales is due to the semiconductor industry downturn.

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Revenue from services, for the three months ended December 31, 2001 and December 31, 2000 were \$0.6 and \$0.5 million, respectively. For the nine months ended December 31, 2001 service related revenue was \$1.5 million, down from \$2.0 million for the nine month period ended December 31, 2000, which is a result of customers' decreased utilization of Tegal's etch systems during the current industry downturn.

International sales as a percentage of the Company's revenue were approximately 47.1% and 66.7% for the three months and 58.5% and 59.2% for the nine months ended December 31, 2001 and 2000, respectively. We believe that international sales will continue to represent a significant portion of our revenue.

Gross profit. Gross profit as a percentage of revenue was 40.8% and 36.9% for the three months ended December 31, 2001 and 2000, respectively. The increase in gross profit reflects the benefit of our cost containment measures taken during the second quarter of this fiscal year. Gross profit as a percentage of revenue was 32.3% and 39.5% for the nine months ended December 31, 2001 and 2000, respectively. The decrease in gross profit for the nine months ended December 31, 2001 compared to the same period in the prior year was principally attributable to lower volumes offset in part by reduced manufacturing expenses.

Research and development. Research and development expenses consist primarily of salaries, prototype material and other costs associated with our ongoing systems and process technology development, applications and field process support efforts. Research and development expenses were \$1.3 million and \$1.9 million for the three months and \$4.7 million and \$6.7 million for the nine months ended December 31, 2001 and 2000, respectively, representing 53.7% and 16.5% of revenue for the three months and 32% and 21% of revenue for the nine months ended December 31, 2001 and 2000, respectively. The decrease in absolute research and development spending is primarily due to the completion and implementation of specific projects.

Sales and marketing. Sales and marketing expenses consist primarily of salaries, commissions, trade show promotion and travel and living expenses associated with those functions. Sales and marketing expenses were \$0.8 million and \$1.3 million for the three months and \$3.2 million and \$3.9 million for the nine months ended December 31, 2001 and 2000, respectively, representing 33.6% and 11.5% of revenue for the three months and 21.7% and 12.2% of revenue for the nine months ended December 31, 2001 and 2000, respectively.

General and administrative. General and administrative expenses consist primarily of compensation for general management, accounting and finance, human resources, information systems and investor relations functions and for legal, consulting and accounting fees of the Company. General and administrative expenses were \$1.2 million and \$1.7 million for the three months and \$3.9 and \$5.5 million for the nine months ended December 31, 2001 and 2000, respectively, representing 48.9% and 14.5% of revenue for the three months and 26.5% and 17% of revenue for the nine months ended December 31, 2001 and 2000, respectively. The decrease in absolute general and administrative spending for the three and nine-month periods ended December 31, 2001, compared to the same periods in the prior year, was primarily attributable to reduced expenses in connection with our patent litigation and cost reduction measures.

Other income (expense), net. For the three and nine months ended December 31, 2001, other income (expense), net consists primarily of interest expense on the lines of credit offset in part by interest income on outstanding cash balances, and gains and losses on foreign exchange. For the three and nine months ended December 31, 2000 other income (expense) consisted primarily of licensing fees received for non exclusive patent rights.

Cumulative effect of change in accounting principle. During the fourth quarter of fiscal 2001, we implemented the provisions of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," retroactive to the beginning of the fiscal year. The cumulative effect of the change in accounting principle on prior years of \$372,000 was reported in the fiscal quarter ended June 30, 2000.

Liquidity and Capital Resources

For the nine-month periods ended December 31, 2001 and 2000, we financed our operations through the use of outstanding cash balances and borrowings against our promissory note borrowing facilities in Japan, as well as our domestic line of credit.

Net cash used in operations was \$3.6 million during the nine months ended December 31, 2001, due principally to a net loss of \$6.8 million after adjusting for depreciation, and a decrease in accounts receivable and inventories and an increase in deferred revenue offset, in part, by an increase in prepaid expenses and other assets and a decrease in accounts payable. Net cash provided by operations

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was \$2.2 million during the nine months ended December 31, 2000, due principally to a net income of \$5.6 million after adjusting for depreciation, offset in part by an increase in inventories, accounts receivable and prepaid expenses and other assets.

Capital expenditures totaled approximately \$0.5 million for the nine months ended December 31, 2001 and \$0.7 million for the nine months ended December 31, 2000. Capital expenditures in both periods were incurred principally for leasehold improvements and to acquire design tools, analytical equipment and computers.

Net cash used in financing activities totaled \$0.2 million for the nine months ended December 31, 2001. The cash used for the nine months ended December 31, 2001 was due principally to the repayment of borrowings on the domestic line of credit, offset by proceeds of \$2.2 million from our private placement of common stock and warrants. Net cash provided by financing activities totaled \$3.7 million for the nine months ended December 31, 2000, due principally to increased borrowing under our domestic line of credit.

As of December 31, 2001, we had approximately \$8.3 million of cash and cash equivalents. In addition to cash and cash equivalents, our other principal sources of liquidity consist of the unused portions of several bank-borrowing facilities. At December 31, 2001, we had approximately \$1.1 million outstanding under our domestic line of credit, which is secured by substantially all of the Company's assets and which is further limited by the amounts of accounts receivable and inventories on the balance sheet. Given our accounts receivable and inventory balances as of December 31, 2001, we had fully utilized our available borrowings under that credit line as of that date. The facility has a maximum borrowing capacity of \$10.0 million, is available until December 31, 2002 and bears interest at prime plus 2.0 percent, or 8.0 percent, as of December 31, 2001. Among other provisions, this credit facility requires the maintenance of certain financial covenants. As of December 31, 2001, the Company was in compliance with all financial covenants. In addition to the domestic facility, as of December 31, 2001, the Company's Japanese subsidiary had approximately \$0.3 million outstanding under its two bank lines of credit which are secured by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375 percent as of December 31, 2001) plus 0.25 percent and 0.625 percent, respectively.

In response to the rapid and significant industry slow-down, we have initiated substantial cost containment programs and a corporate-wide restructuring to preserve our cash position. Our projected annual cost savings from these initiatives are estimated at approximately \$8.0 million, offset in part by severance package payouts of approximately \$0.6 million in the fiscal quarter ended September 30, 2001. We also sold shares of common stock for net proceeds of \$2.2 million in December 2001. However, despite these cost reduction efforts and additional financing, if the downturn continues our existing capital resources may not be sufficient to meet our operating needs for the next twelve months. We may seek to raise additional financing which would result in additional dilution to the Company's stockholders.

For more information on our capital resources, see "Risk Factors" in Part II, Item 5.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Our cash equivalents are principally comprised of money market accounts. These accounts are subject to interest rate risk and may fall in value if market interest rates increase. We attempt to limit this exposure by investing primarily in short-term securities having a maturity of three months or less.

We have foreign subsidiaries which operate and sell our products in various global markets. As a result, our cash flow and earnings are exposed to fluctuations in interest and foreign currency exchange rates. We attempt to limit these exposures through the use of various hedge instruments, primarily forward exchange contracts and currency option contracts (with maturities of less than three months) to manage our exposure associated with firm commitments and net asset and liability positions denominated in non-functional currencies. There have been no material changes regarding market risk since the disclosures made in our Form 10-K for the fiscal year ended March 31, 2001.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

On March 17, 1998, the Company filed suit (the “TEA case”) in the United States District Court in the Eastern District of Virginia against Tokyo Electron America, Inc. and several of its affiliated companies alleging that TEL’s 65DI and 85DI IEM etch equipment infringe certain of its patents. The TEA case was tried to the District Court in May 1999, and on August 31, 1999, the court found both patents-in-suit valid, and found that TEA had willfully infringed Tegal’s ‘223 dual-frequency triode etcher patent. The District Court enjoined TEA from further sales or service of its IEM etchers. In addition, the District Court ordered TEA to pay attorney’s fees and court costs to Tegal. On appeal, the Federal Circuit affirmed the District Court’s findings of infringement and the interpretations of the ‘223 patent on which those findings were made, but reversed certain findings relating to TEA’s defense of anticipation. As a result, the Federal Circuit vacated the judgment and the injunction and remanded the case for further consideration of the anticipation defense. Both TEA and Tegal have filed petitions for certiorari to the United States Supreme Court seeking review of the Federal Circuit’s decision. All further proceedings before the District Court have been stayed until the proceedings in the Supreme Court have concluded. In a separate action against Tokyo Electron Limited (the “TEL case”) concerning a later generation of etchers known as the Advanced IEM or AIEM, the District Court granted summary judgment of noninfringement for TEL on August 7, 2000 and entered judgment for TEL on September 11, 2000. On February 1, 2002, the Federal Circuit affirmed the District Court’s decision on summary judgment that the AIEM does not infringe the ‘223. Tegal is currently reviewing the implications of the Federal Circuit’s decision and weighing options for rehearing or further appeal. At this stage, the Company cannot assure you of the outcome of either of the TEA case or the TEL case or of the effect of any such outcome on our business.

On September 1, 1999, the Company filed a patent infringement action against Lam Research Corporation (the “Lam” case), asserting infringement of the ‘223 patent and a second, related patent known as the ‘618. That suit was also filed in the Eastern District of Virginia, Richmond Division. In it the Company seeks injunctive relief barring Lam from manufacturing, selling and supporting products that incorporate the Company’s patented technology. The Company is further seeking enhanced damages for willful infringement of its patents. The specific accused products are Lam’s Exalan and 4520xl lines of etchers. Lam filed a motion to dismiss this action for lack of jurisdiction, or in the alternative to transfer the action to the Northern District of California. The motion to transfer was granted. The case is currently pending in the Northern District of California. Although discovery is ongoing in the action, the District Court has deferred setting a schedule for the Markman hearing to interpret the patents in issue or the trial pending final appellate decisions in the TEA and TEL cases. The Federal Circuit’s February 1, 2002 ruling may be binding on Tegal in the Lam case to the extent the same issue is presented there, unless the decision is revised or reversed on rehearing or further appeal. At this stage, we cannot assure you of the outcome of the Lam case or of the effect of any such outcome on our business.

Item 2. Changes in Securities and Use of Proceeds

On December 31, 2001, the Company closed a private placement in which it sold to accredited investors 1,661,005 units at a purchase price of \$1.40 per unit. Each unit consisted of one share of common stock and one warrant to purchase one half of a share of common stock, for gross proceeds of \$2.3 million. The warrants have an exercise price of \$2.50 per share and expire December 31, 2006. In connection with the private placement, the Company also issued to our placement agent warrants to purchase 83,050 shares of common stock. The sale and issuance of these securities was exempt from registration under the Securities Act pursuant to Section 4(2) thereof, on the basis that the transaction did not involve a public offering. The Company intends to use the net proceeds from these securities for general corporate purposes.

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

No matters were submitted to a vote of security holders during the three month period ended December 31, 2001.

Item 5. Risk Factors

The semiconductor industry is cyclical and may experience periodic downturns which may negatively affect customer demand for our products and result in losses such as those experienced in the past.

Our business depends upon the capital expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor industry is highly cyclical and historically has experienced periodic downturns, which often have had a material adverse effect on the semiconductor industry’s demand for semiconductor capital

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equipment, including etch systems manufactured by us. In response to the current significant industry slow-down, we have initiated a substantial cost containment program and a corporate-wide restructuring to preserve our cash. However, the need for continued investment in research and development, possible capital equipment requirements, and extensive ongoing customer service and support requirements worldwide will continue to limit our ability to reduce expenses in response to the current downturn.

Our competitors have greater financial resources and greater name recognition than we do and therefore may compete more successfully in the critical etch industry than we can.

We believe that to be competitive, we will require significant financial resources in order to offer a broad range of systems, to maintain customer service and support centers worldwide and to invest in research and development. Many of our existing and potential competitors, including, among others, Applied Materials, Inc., Lam Research Corporation and Tokyo Electron Limited, have substantially greater financial resources, more extensive engineering, manufacturing, marketing and customer service and support capabilities, larger installed bases of current generation etch and other production equipment and broader process equipment offerings, as well as greater name recognition than we do. We cannot assure you that we will be able to compete successfully against these companies in the United States of America or worldwide.

Our future capital needs may exceed our ability to raise capital.

The development, manufacture and marketing of etch systems are highly capital intensive. In order to be competitive, we must continue to make significant expenditures for, among other things, capital equipment and the manufacture of evaluation and demonstration unit inventory for our 6500 series etch systems. Additionally, our industry is now experiencing a sharp decline in orders and revenues. As a result, our existing cash balances, anticipated cash flow from operations and funds available under our existing lines of credit may not satisfy our financing requirements for the next twelve months. In December 2001, we completed a private placement of our common stock and received gross proceeds of \$2.3 million. We are also seeking additional financing. However, there can be no assurance that additional financing, if required, will be available on reasonable terms or at all. To the extent that additional capital is raised through the sale of additional equity or convertible debt securities, the issuance of such securities could result in additional dilution to our stockholders.

We have recently issued a large number of shares of our common stock, and the sale of these shares could cause our stock price to decline.

We have recently issued a large number of shares of our common stock, and the sale of these shares could cause our stock price to decline. In December 2001, we issued an aggregate of approximately 1.66 million shares of our common stock and warrants to purchase approximately 830,000 additional shares on certain terms and conditions to investors in a private placement. In connection with the private placement, we also issued to our placement agent warrants to purchase 83,050 shares of our common stock. We are required to use reasonable efforts to file a registration statement under the Securities Act of 1933 covering the sale of all of the foregoing shares. We expect to file such registration statement in March 2002. If these stockholders sell substantial amounts of our common in the public market following this offering, the market price of our common stock could fall.

We depend on sales of our 6500 series systems in critical etch markets that may not fully adopt our product for production use.

We have designed our 6500 series systems for sub-0.35 micron critical etch applications in emerging films, polysilicon and metal which we believe to be the leading edge of critical etch applications. Revenues from the sale of 6500 series systems have accounted for 21% and 19% of total revenues in fiscal 2001 and 2000, respectively. Our 6500 series systems are currently being used primarily for research and development activities or low volume production. For the 6500 series systems to achieve full market adoption, our customers must utilize these systems for volume production. There can be no assurance that the market for critical etch emerging film, polysilicon or metal etch systems will develop as quickly or to the degree we expect.

If the 6500 series does not achieve significant sales or volume production due to a lack of full customer adoption, our business, financial condition, results of operations and cash flows would be materially adversely affected.

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Our potential customers may not adopt our products because of their significant cost or because our potential customers are already using a competitor's tool.

A substantial investment is required to install and integrate capital equipment into a semiconductor production line. Additionally, we believe that once a device manufacturer has selected a particular vendor's capital equipment, that manufacturer generally relies upon that vendor's equipment for that specific production line application and, to the extent possible, subsequent generations of that vendor's systems. Accordingly, it may be extremely difficult to achieve significant sales to a particular customer once another vendor's capital equipment has been selected by that customer unless there are compelling reasons to do so, such as significant performance or cost advantages. Any failure to gain access and achieve sales to new customers will adversely affect the successful commercial adoption of our products and could have a material adverse effect on us.

Our quarterly operating results may continue to fluctuate.

Our revenue and operating results have fluctuated and are likely to continue to fluctuate significantly from quarter to quarter, and there can be no assurance as to future profitability.

Our 900 series etch systems typically sell for prices ranging between \$250,000 and \$600,000, while prices of our 6500 series critical etch systems typically range between \$1.8 million and \$3.0 million. To the extent we are successful in selling our 6500 series systems, the sale of a small number of these systems will probably account for a substantial portion of revenue in future quarters, and a transaction for a single system could have a substantial impact on revenue and gross margin for a given quarter.

The timing of new systems and technology announcements and releases by us and others may also contribute to fluctuations in quarterly operating results, including cases in which new systems or technology offerings cause customers to defer ordering systems from our existing product lines. Our revenue and operating results may also fluctuate due to the timing and mix of systems sold, the volume of service provided and spare parts delivered in a particular quarter and changes in pricing by us, our competitors or suppliers. Additionally, a substantial amount of income may be derived from patent license fees. Such fees are volatile and we cannot predict we will receive similar fees in the future. The impact of these and other factors on our revenue, operating results and cash flows in any future period is, and will continue to be, difficult for us to forecast.

Because technology changes rapidly, we may not be able to introduce our products in a timely enough fashion.

The semiconductor manufacturing industry is subject to rapid technological change and new system introductions and enhancements. We believe that our future success depends on our ability to continue to enhance our existing systems and their process capabilities, and to develop and manufacture in a timely manner new systems with improved process capabilities. We may incur substantial unanticipated costs to ensure product functionality and reliability early in our products' life cycles. There can be no assurance that we will be successful in the introduction and volume manufacture of new systems or that we will be able to develop and introduce, in a timely manner, new systems or enhancements to our existing systems and processes which satisfy customer needs or achieve market adoption.

Some of our sales cycles are lengthy, exposing us to the risks of inventory obsolescence and fluctuations in operating results.

Sales of our systems depend, in significant part, upon the decision of a prospective customer to add new manufacturing capacity or to expand existing manufacturing capacity, both of which typically involve a significant capital commitment. We often experience delays in finalizing system sales following initial system qualification while the customer evaluates and receives approvals for the purchase of our systems and completes a new or expanded facility. Due to these and other factors, our systems typically have a lengthy sales cycle (often 12 to 18 months in the case of critical etch 6500 systems) during which we may expend substantial funds and management effort. Lengthy sales cycles subject us to a number of significant risks, including inventory obsolescence and fluctuations in operating results over which we have little or no control.

We may not be able to protect our intellectual property or obtain licenses for third parties' intellectual property and therefore we may be exposed to liability for infringement or the risk that our operations may be adversely affected.

Although we attempt to protect our intellectual property rights through patents, copyrights, trade secrets and other measures, we may not be able to protect our technology adequately and competitors may be able to develop similar technology independently. Additionally, patent applications that we may file may not be issued and foreign intellectual property laws may not protect our intellectual property rights. There is also a risk that patents licensed by or issued to us will be challenged, invalidated or circumvented

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and that the rights granted thereunder will not provide competitive advantages to us. Furthermore, others may independently develop similar systems, duplicate our systems or design around the patents licensed by or issued to us.

Existing litigation and any future litigation could result in substantial cost and diversion of effort by us, which by itself could have a material adverse effect on our financial condition, operating results and cash flows. Further, adverse determinations in such litigation could result in our loss of proprietary rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties or prevent us from manufacturing or selling our systems. In addition, licenses under third parties' intellectual property rights may not be available on reasonable terms, if at all.

Our customers are concentrated and therefore the loss of a significant customer may harm our business.

Our top five customers accounted for 42.0%, 53.1% and 66.4% of our systems revenues in fiscal 2001, 2000 and 1999, respectively. Two customers accounted for more than 10% of net systems sales in fiscal 2001. Although the composition of the group comprising our largest customers may vary from year to year, the loss of a significant customer or any reduction in orders by any significant customer, including reductions due to market, economic or competitive conditions in the semiconductor manufacturing industry, may have a material adverse effect on our business, financial condition, results of operations and cash flows. Our ability to increase our sales in the future will depend, in part, upon our ability to obtain orders from new customers, as well as the financial condition and success of our existing customers and the general economy, which is largely beyond our ability to control.

We are exposed to additional risks associated with international sales and operations.

International sales accounted for 61%, 59% and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively. International sales are subject to certain risks, including the imposition of government controls, fluctuations in the U.S. dollar (which could increase the sales price in local currencies of our systems in foreign markets), changes in export license and other regulatory requirements, tariffs and other market barriers, political and economic instability, potential hostilities, restrictions on the export or import of technology, difficulties in accounts receivable collection, difficulties in managing distributors or representatives, difficulties in staffing and managing international operations and potentially adverse tax consequences. There can be no assurance that any of these factors will not have a material adverse effect on our operations and financial results.

Sales of our systems in certain countries are billed in local currency, and we have two lines of credit denominated in Japanese Yen. We generally attempt to offset a portion of our U.S. dollar denominated balance sheet exposures subject to foreign exchange rate remeasurement by purchasing currency options and forward currency contracts for future delivery. There can be no assurance that our future results of operations and cash flows will not be adversely affected by foreign currency fluctuations. In addition, the laws of certain countries in which our products are sold may not provide our products and intellectual property rights with the same degree of protection as the laws of the United States of America.

Our stockholder rights plan may deter takeover attempts.

Under the terms of our stockholder rights plan, our board of directors is authorized to issue preferred stock without further stockholder approval or to exercise the anti-takeover provisions of our stockholder rights plan in the event of an unsolicited attempt to assume control over Tegal. Should our board of directors exercise such rights, such action could have the effect of delaying, deferring or preventing a change in control of Tegal.

Our stock price is volatile and could result in a material decline in the value of your investment in Tegal.

We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, sales of our common stock into the marketplace, failure to meet or changes in analysts' expectations, general conditions in the semiconductor industry or the worldwide economy, announcements of technological innovations or new products or enhancements by us or our competitors, developments in patents or other intellectual property rights, developments in our relationships with our customers and suppliers, natural disasters and outbreaks of hostilities 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 shares of small capitalization stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. There can be no assurance that the market price of our common stock will not experience significant fluctuations in the future, including fluctuations that are unrelated to our performance.

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Potential disruption of our supply of materials required to build our systems could have a negative effect on our operations and damage our customer relationships.

Materials delays have not been significant in recent years. Nevertheless, we procure certain components and sub-assemblies included in our systems from a limited group of suppliers, and occasionally from a single source supplier. For example, we depend on MECS Corporation, a robotic equipment supplier, as the sole source for the robotic arm used in all of our 6500 series systems. We currently have no existing supply contract with MECS Corporation, and we currently purchase all robotic assemblies from MECS Corporation on a purchase order basis. Disruption or termination of certain of these sources, including our robotic sub-assembly source, could have an adverse effect on our operations and damage our relationship with our customers.

Any failure by us to comply with environmental regulations imposed on us could subject us to future liabilities.

We are subject to a variety of governmental regulations related to the use, storage, handling, discharge or disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing process. We believe that we are currently in compliance in all material respects with these regulations and that we have obtained all necessary environmental permits generally relating to the discharge of hazardous wastes to conduct our business. Nevertheless, our failure to comply with present or future regulations could result in additional or corrective operating costs, suspension of production, alteration of our manufacturing processes or cessation of our operations.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

- (i) Form of Unit Purchase Agreement dated December 31, 2001.
- (ii) Form of Warrant
- (iii) Third Amended and Restated 1998 Equity Participation Plan
- (iv) Third Amended and Restated Stock Option Plan for Outside Directors

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TEGAL CORPORATION
(Registrant)

/s/ KATHY PETRINI

Kathy Petrini
Corporate Controller, Treasurer and Secretary

Dated: February 13, 2002

EXHIBIT INDEX

Exhibit No.	Description
(i)	Form of Unit Purchase Agreement dated December 31, 2001.
(ii)	Form of Warrant
(iii)	Third Amended and Restated 1998 Equity Participation Plan
(iv)	Third Amended and Restated Stock Option Plan for Outside Directors

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-2

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TEGAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	68-0370244 (I.R.S. Employer Identification Number)
--	--

2201 South McDowell Boulevard
Petaluma, California 94954
(707) 763-5600

(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

Michael L. Parodi
Chairman of the Board, President and Chief Executive Officer
Tegal Corporation
2201 South McDowell Boulevard
Petaluma, California 95954
(707) 763-5600
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copies of all communications, including all communications sent to the agent
for service, should be sent to:

Christopher L. Kaufman, Esq.
Taitt Sato, Esq.
Latham & Watkins
135 Commonwealth Drive
Menlo Park, California 94025
(650) 328-4600
Fax: (650) 463-2600

Approximate date of commencement of proposed sale to the public:
From time to time, at the discretion of the selling stockholders
after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, check the following box.

If the registrant elects to deliver its latest annual report to security
holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(i)
of this form, check the following box.

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and let the Securities Act registration Statement of the earlier effective registration statement form the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

<TABLE>

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Title Of Shares To Be Registered	Proposed Maximum Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Price	Aggregate Offering Registration Fee	Amount Of
----------------------------------	--	---	------------------------	-------------------------------------	-----------

<S>	<C>	<C>	<C>	<C>	
Common Stock, \$0.01 par value	2,574,557(2)	\$1.19	\$3,063,722.83	\$281.86	

</TABLE>

- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) based on the average (\$ 1.19) of the high (\$1.27) and low (\$1.10) price of our common stock on the Nasdaq National Market on February 27, 2002.
- (2) Includes 913,552 shares of common stock that may be issued upon the exercise of warrants held by the selling stockholders.

We hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until we file a further amendment which specifically states that this registration statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement becomes effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE.

THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION DATED MARCH 6, 2002.

TEGAL CORPORATION

2,574,557 Shares of Common Stock

This prospectus relates to the public offering of an aggregate of 2,574,557 shares of common stock which may be sold from time to time by the selling stockholders of Tegal named in this prospectus. Of these shares, 913,552 are issuable upon the exercise of warrants held by the selling stockholders.

The shares of common stock are being registered to permit the selling stockholders to sell the shares from time to time in the public market. The stockholders may sell the shares through ordinary brokerage transactions, directly to market makers of our shares or through any other means described in the section entitled "Plan of Distribution" beginning on page 18. We cannot assure you that the selling stockholders will sell all or any portion of the shares offered in this prospectus.

The holders of our common stock listed in this prospectus under the section entitled "Selling Stockholders" are offering up to a total of 2,574,557 shares of our common stock. We will not receive any proceeds from the sale of

common stock by the selling stockholders. All of the net proceeds from the sale of our common stock will go to the selling stockholders. We will receive the proceeds from the exercise of warrants entitling the selling stockholders to purchase 913,552 shares from us at an exercise price of \$2.50 per share. Of the 2,574,557 shares offered for sale under this prospectus, 913,552 shares are reserved for issuance by us in the event of the exercise of warrants held by the selling stockholders and will become eligible for sale by the selling stockholders under this prospectus only as these warrants are exercised, if at all. If all warrants held by the selling stockholders are exercised, we will receive \$2,283,880 in proceeds. We have paid the expenses of preparing this prospectus and the related registration expenses.

Our common stock trades on the Nasdaq National Market under the ticker symbol "TGAL." The last reported sales price of our common stock on the Nasdaq National Market on March 5, 2002 was \$1.37 per share.

INVESTING IN OUR COMMON STOCK INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS" ON PAGE 10 FOR A DISCUSSION OF CERTAIN IMPORTANT FACTS THAT YOU SHOULD CONSIDER BEFORE YOU INVEST IN ANY OF THE COMMON STOCK BEING OFFERED UNDER THIS PROSPECTUS.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these shares or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is March __, 2002.

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ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement on Form S-2 filed

by us with the Securities and Exchange Commission (the "SEC") to register 2,574,557 shares of our common stock. This prospectus does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC.

Accordingly, you should refer to the registration statement and its exhibits for further information about us and our common stock. Copies of the registration statement and its exhibits are on file with the SEC. Statements contained in this prospectus concerning the documents we have filed with the SEC are not intended to be comprehensive, and in each instance we refer you to the copy of the actual document filed as an exhibit to the registration statement or otherwise filed with the SEC. The terms "Tegal," "Registrant," "we," "us," and "our" in this prospectus refer to Tegal Corporation and its subsidiaries.

PROSPECTUS SUMMARY

TEGAL CORPORATION

We design, manufacture, market and service plasma etch systems used in the fabrication of integrated circuits ("ICs") and related devices in voice and data telecommunications, thin film head, small flat panel and printer head applications. Etching constitutes one of the principal IC and related device production process steps and must be performed numerous times in the production of such devices.

We were formed in December 1989 to acquire the operations of the former Tegal Corporation, a division of Motorola, Inc. Our predecessor company was founded in 1972 and acquired by Motorola in 1978. We completed our initial public offering in October 1995.

Our executive offices are located at 2201 South McDowell Boulevard, Petaluma, California 94954, and our telephone number is (707) 763-5600.

COMMON STOCK OFFERED

The holders of our common stock listed in this prospectus under the section entitled "Selling Stockholders" are offering up to a total of 2,574,557 shares of our common stock. We will not receive any proceeds from the sale of common stock by the selling stockholders. All of the net proceeds from the sale of our common stock will go to the selling stockholders. We will receive the proceeds from the exercise of warrants entitling the selling stockholders to purchase 913,552 shares from us at an exercise price of \$2.50 per share. Of the 2,574,557 shares offered for sale under this prospectus, 913,552 shares are reserved for issuance by us in the event of the exercise of warrants held by the selling stockholders and will become eligible for sale by the selling stockholders under this prospectus only as these warrants are exercised, if at all. If all warrants held by the selling stockholders are exercised, we will receive \$2,283,880 in proceeds. We have paid the expenses of preparing this prospectus and the related registration expenses.

As of March 6, 2002, there are approximately 14,310,938 shares of our common stock outstanding. If all the warrants held by the selling stockholders are exercised, there will be 913,552 additional shares of our common stock outstanding, in which case there will be approximately 15,224,490 total shares of our common stock outstanding.

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BUSINESS

SEMICONDUCTOR INDUSTRY BACKGROUND

Growth of Semiconductor and Semiconductor Equipment Industries

The semiconductor industry has experienced significant growth over the last 20 years. This growth has resulted from the increasing demand for ICs from traditional IC markets, such as personal computers, telecommunications, consumer electronics, automotive electronics and office equipment, as well as developing markets, such as wireless communications, multimedia and portable and network computing. As a result of this increased demand, semiconductor device manufacturers have periodically expended significant amounts of capital to build new semiconductor fabrication facilities ("fabs") and to expand existing fabs. In spite of the continuing growth in demand for semiconductors, the industry periodically experiences cycles of excess supply and excess capacity as

additions to capacity are brought online in large increments which exceed the short-term growth in demand for ICs. The industry experienced such fluctuations from 1996 through mid 1999, and is currently experiencing a slowdown of capacity buys. Industry experts believe that the current slow down will be substantial, but limited in duration.

Growth in the semiconductor industry has been driven, in large part, by advances in semiconductor performance at a decreasing cost per function. Increasingly advanced semiconductor processing technologies allow semiconductor manufacturers to produce ICs with smaller features, thereby increasing processing speed and expanding device functionality and memory capacity. As ICs have become more complex, however, both the number and price of state of the art process tools required to manufacture ICs have increased significantly. As a result, the cost of semiconductor manufacturing equipment has become an increasingly large part of the total cost of producing advanced ICs. Today, a typical 200 millimeter wafer fab may cost as much as \$1.4 to \$1.6 billion, with semiconductor manufacturing equipment costs representing the majority of total fab costs.

Semiconductor Production Processes

To create an IC, semiconductor wafers are subjected to a large number of complex process steps. The three primary steps in manufacturing ICs are (1) deposition, in which a layer of insulating or conducting material is deposited on the wafer surface, (2) photolithography, in which the circuit pattern is projected onto a light sensitive material (the photoresist), and (3) etch, in which the unmasked parts of the deposited material on the wafer are selectively removed to form the IC circuit pattern.

Each step of the manufacturing process for ICs requires specialized manufacturing equipment. Today, plasma etch systems are used for the great majority of etching processes. During a plasma etch process (also known as "dry etch"), a semiconductor wafer is exposed to a plasma composed of a reactive gas, such as chlorine, which etches away selected portions of the layer underlying the patterned photoresist layer.

Segmentation of the Etch Market

The dry etch market is generally segmented into the following market segments, defined according to the class of film being etched: polysilicon, oxide (dielectric) and metal. New films are continually being developed in each of these three market segments.

Certain dry etch technologies or processes are better suited for etching different types of materials (films) and, as a result, the dry etch market may be segmented according to the type of film being etched.

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In addition, as ICs become increasingly complex, certain etch steps required to manufacture a state of the art IC demand leading edge (or "critical") etch performance. For example, to produce a 64-megabit DRAM device, semiconductor manufacturers are required to etch certain device features at dimensions as small as 0.18 micron. Nonetheless, even in the most advanced ICs, production steps can be performed with less demanding (or "non-critical") etch performance. As a result, we believe the etch market has also begun to segment according to the required level of etch performance -- critical or non-critical.

Today, the semiconductor industry is faced with the need to develop and adopt an unprecedented number of new films as conventional materials are running out of the physical properties needed to support continuing shrinks in die size and to provide improved performance. Certain of these films present unique etch production problems. For example, the use of certain new films, such as platinum, iridium and Lead Zirconium Titanate (PZT), currently being used in the development of non-volatile, ferroelectric random access memory (FRAM) devices, is presenting new challenges to semiconductor manufacturers. While these new films contribute to improved IC performance and reduced die size, their unique properties make them particularly difficult to etch and, therefore, require more advanced etch process technologies. Similarly, customers seek to achieve zero corrosion of metal etched wafers within 48 to 72 hours after completion of the etch process, regardless of the line geometries involved. The reaction byproducts of a chlorine based metal etch process tend to redeposit on the wafer and corrode when exposed to water in the atmosphere. Removal of these

contaminants from the wafer is essential to prevent this corrosion.

Market Segmentation and Tool Costs

Over time, the disparity in relative prices for etch systems capable of etching at non-critical versus critical dimensions has grown significantly. We believe that in 1993, the cost of an eight inch wafer-capable system ranged from approximately \$500,000 to \$700,000. Given the relatively modest price differential among etchers, manufacturers of ICs and similar devices tended to purchase one system, (the one they believed provided the most technologically advanced solution for their particular etch requirements), to perform all their etching. In contrast, the cost today of an eight inch capable etch system ranges from approximately \$500,000, for reliable, non-critical etchers, to more than \$2.5 million, for advanced, state of the art critical etchers. Consequently, in periods of high equipment utilization we believe it is no longer cost effective to use state of the art etchers to perform both critical and non-critical etching. When critical etching is required in the production process, we believe that the leading purchasing factor for a semiconductor manufacturer will continue to be, ultimately, the product's etch performance. When non-critical etching is required in the production process, we believe the leading purchasing factor for a semiconductor manufacturer will be the overall product cost, with particular emphasis on the system's sale price. In either case, however, the semiconductor manufacturer is driven to make a value-oriented purchasing decision which minimizes the overall etch system costs, while meeting the required etch process performance. We believe that a well-implemented "mix and match" purchasing philosophy could allow a semiconductor manufacturer to realize significant etch system savings.

BUSINESS STRATEGY

We have a large installed base of etch equipment exceeding 1,500 systems and we believe that over the years Tegal has earned a reputation as a supplier of reliable, value-oriented etch systems. Our systems are sold throughout the world to both domestic and international customers. In our fiscal year ended March 31, 2001 and for the nine months ended December 31, 2001, our revenues resulting from international sales were approximately 61% and 59%, respectively. To support our systems sales, we maintain local service and support in every major geographic market in which we have an installed base, backed up by a spares logistics system designed to provide delivery within 24 hours anywhere in the world.

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Our objective is to build on our technical knowledge, experience and reputation in the etch industry, as well as our established sales, marketing and customer service infrastructure, to be a leading supplier of etch systems for both the critical and non-critical segments of the etch market. To meet this objective, we are implementing a business strategy incorporating the following elements:

- Use the performance capabilities of our 6500 series systems to generate incremental sales from the IC and related device markets for critical etch of specific applications and films where our products provide unique performance capabilities; and
- Increase sales of our non-critical etch systems by focusing sales and marketing on specialty applications that are addressed by our 900 series etchers such as voice and data telecommunications chips using gallium arsenide and other III-V materials, thin film heads, small flat panels, printer heads, and the conversion from wet to dry etch technologies.

PRODUCTS

6500 Series Products

We offer several models of our 6500 series critical etch products configured to address film types and applications desired by the customer. We introduced the 6500 series tool in 1994 and since that time have expanded the product line to address new applications. Etch applications addressed by the 6500 series system include:

- new high K dielectrics and associated materials used in capacitors at

sub-0.5 micron for FRAMs, high-density DRAM and magnetic memory (MRAM) devices;

- shallow trench isolation used to isolate transistors driven by increased packing densities used in memory devices employing design rules at or below 0.25 micron;
- sub-0.5 micron multi-layer metal films composed of aluminum/copper/silicon/titanium alloys;
- sub-0.5 micron polysilicon; and
- leading edge thin film head materials.

All 6500 series models offer one and two-chamber configurations and a rinse/strip option. Prices for 6500 series systems typically range between \$1.8 million and \$3.0 million.

Our 6500 series systems have been engineered to provide process flexibility and competitive throughput for wafers and substrates up to eight inches in diameter, while minimizing cost and space requirements. A dual chamber platform design allows for either parallel or integrated etch processes. We seek to maximize the 6500 series systems' average throughput by incorporating a process chamber technology and system architecture designed to minimize processing down-time required for cleaning and maintenance. Each 6500 series system has a central wafer handling system with full cassette vacuum loadlocks, non-contact optical wafer alignment and a vacuum transport system. Individual process module servicing is possible without shutting down the system or other chambers. Contamination control features in the 6500 series systems include pick and place wafer handling with no moving parts above the wafer, four-level vacuum isolation from the atmosphere to the etch chamber, and individual high-throughput, turbo-pumped vacuum systems for the cassettes, wafer handling platform and each process module. These and other features of the 6500 series are designed to enable a semiconductor manufacturer to reduce wafer particle contamination to a level which we believe exceeds industry standards and to improve etch results and process flexibility.

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In addition, our 6500 series systems incorporate a software system which has been designed and tested to minimize the risk of the system operator "crashing" the system or interrupting wafer fabrication, and to be easy to use. This software system incorporates a software architecture designed to operate in multiple interface modes, including operator, maintenance engineer, process engineer and diagnostic modes. Features include icon-based touch screen menus for ease of use. In addition, the software provides a quick-response interface which allows the semiconductor manufacturer access to all necessary system information for factory automation. The system includes data archiving and remote, real time diagnostics.

900 Series Products

We introduced our 900 series family of etch systems in 1984 as a critical etch tool of that era. Over the years, we have repositioned the 900 series family as non-critical etch systems capable of performing the less demanding etch steps required in the production of silicon-based IC devices and, more recently, as critical etch tools for new specialty devices such as gallium arsenide for high speed telecommunications devices. In 1994, we introduced an eight inch wafer capable 900 series system (capable of etching five inch to eight inch wafers) that was a scaled-up version of our three inch to six inch wafer non-critical etch system. The 900 series non-critical etch systems are aimed at pad, zero layer, non-selective nitride, backside, planarization and small flat panel display applications, thin film etch applications used in the manufacture of read-write heads for the disk drive industry and gallium arsenide and other III-V materials used in high-speed digital wireless telecommunications applications. Our 900 series systems typically sell for a price of \$250,000 to \$600,000.

The 900 series systems incorporate a single diode process chamber on a non-loadlocked modular platform for reliability and ease of maintenance, which we believes results in higher average throughput and lower operating costs. Continued improvements in both reliability and performance have enabled us to offer the 900 series systems as a solution for a broad range of applications

involving line widths down to 0.8 microns.

The i900 was introduced in July 2000. This system has the same functionality of the 900 series but with added features such as user-friendly GUI (graphical user interface) touch screens and an improved transport system that will increase efficiency, while preserving the durability for which the tool is known.

CUSTOMERS

We sell our systems to semiconductor and related electronic device component manufacturers throughout the world. Major customers over the last three fiscal years have included the following:

<S>	<C>	<C>	<C>
Advanced Wireless Semiconductor	Lucent Technologies	Seiko Epson	
Alcatel	Matsushita	Microelectronics	
Austria Mikro Systeme	Motorola	Sony	
Bosch	Nortel Networks	Sumitomo Electric	
Compound Semiconductor Mfg. Co.	Oki Electric	Tesla	
Fairchild Semiconductor	Industry	Toshiba	
Fuji Film	Read Rite	TRW Space & Electronics	
Hewlett Packard	RF Micro Devices	Winbond Electronics	

BACKLOG

We schedule production of our systems based upon order backlog and customer commitments. We include in our backlog only orders for which written purchase orders have been accepted and

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shipment dates within the next 12 months have been assigned. As of December 31, 2001 and 2000 our order backlog was approximately \$2.6 million and \$2.8 million, respectively. Booked system orders are subject to cancellation by the customer, but with substantial penalties except in the case of orders for evaluation systems or for systems which have not yet incurred production costs. Orders may be subject to rescheduling with limited or no penalty. Some orders are received for systems to be shipped in the same quarter as the order is received. As a result, our backlog at any particular date is not necessarily indicative of actual sales for any succeeding period.

MARKETING, SALES AND SERVICE

We sell our systems worldwide through a network of 16 direct sales personnel and five independent sales representatives in 17 sales offices located throughout the world. In the United States of America, we market our systems through direct sales personnel located in three regional sales offices and at our Petaluma, California headquarters. In addition, we provide field service and applications engineers out of our regional locations and our Petaluma headquarters in order to ensure dedicated technical and field process support throughout the United States of America on short notice.

We maintain sales, service, and process support capabilities in Japan, Taiwan, South Korea, Germany, Italy and the United Kingdom and service/support operations in Austria, France and China. In addition to our international direct sales and support organizations, we also market our systems through independent sales representatives in China, Israel, South Korea and Singapore and selected markets in Japan.

International sales accounted for approximately 61%, 59%, and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively, and 59% and 60% for the nine month periods ending December 31, 2001 and 2000, respectively. Revenues by region for each of the last three fiscal years were as follows:

<TABLE>
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YEARS ENDED MARCH 31,		

2001	2000	1999

	<C>	<C>	<C>
<S> United States.....	\$15,087	\$10,867	\$ 8,111
Asia.....	5,612	2,095	2,669
Europe.....	10,644	7,498	6,657
Japan	6,862	5,978	11,598
Total sales.....	\$38,205	\$26,438	\$29,035

</TABLE>

<TABLE>

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NINE MONTHS ENDED DECEMBER 31,

	2001	2000
<S> United States.....	\$ 6,071	\$12,760
Asia.....	3,586	5,555
Europe.....	2,878	7,588
Japan	2,102	6,067
Total sales.....	\$14,637	\$31,970

</TABLE>

We generally sell our systems on 30-to-60 day credit terms to our domestic and European customers. Customers in the Pacific Rim countries, other than Japan, are generally required to deliver a letter of credit payable in U.S. dollars upon system shipment. Sales to other international customers, including Japan, are billed either in local currency or U.S. dollars. We anticipate that international sales will continue to account for a significant portion of revenue in the foreseeable future.

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We generally warrant our new systems for 12 months and our refurbished systems for six months from shipment. Installation is included in the price of the system. Our field process engineers provide customers with call-out repair and maintenance services for a fee. Customers may also enter into repair and maintenance service contracts covering our systems. We train customer service engineers to perform routine service for a fee and provide telephone consultation services generally free of charge.

The sales cycles for our systems vary depending upon whether the system is an initial design-in, reorder or used equipment. Initial design-in sales cycles are typically 12 to 18 months, particularly for 6500 series systems. In contrast, reorder sales cycles are typically four to six months, and used system sales cycles are generally one to three months. The initial design-in sales cycle begins with the generation of a sales lead, which is followed by qualification of the lead, an analysis of the customer's particular applications needs and problems, one or more presentations to the customer (frequently including extensive participation by our senior management), two to three wafer sample demonstrations, followed by customer testing of the results and extensive negotiations regarding the equipment's process and reliability specifications. Initial design-in sales cycles are monitored by senior management for correct strategy approach and prioritization. We may, in some instances, need to provide the customer with an evaluation critical etch system for three to six months prior to the receipt of a firm purchase order.

RESEARCH AND DEVELOPMENT

The market for semiconductor capital equipment is characterized by rapid technological change. We believe that continued and timely development of new systems and enhancements to existing systems is necessary for us to maintain our competitive position. Accordingly, we devote a significant portion of our personnel and financial resources to research and development programs and seek to maintain close relationships with our customers in order to be responsive to their system needs.

Our research and development encompasses the following areas: plasma technology, process characterization and development, material sciences applicable to the etch environment, system design and architecture, electro-mechanical design and software engineering. Management emphasizes advanced plasma and reactor chamber modeling capabilities in order to accelerate bringing advanced chamber designs to market. We employ multi-discipline teams to facilitate short engineering cycle times and rapid product development.

As of December 31, 2001, we had 30 full-time employees dedicated to equipment design engineering, process support and research and development. Research and development expenses for fiscal 2001, 2000 and 1999 were \$8.9 million, \$10.1 million and \$9.6 million, respectively, and represented 23.4%, 38.0% and 33.0% of total revenue, respectively. Research and development expenses for the nine month periods ending December 31, 2001 and 200 were \$4.7 million and \$6.7 million, respectively, and represented 32% and 21% of total revenue, respectively. Such expenditures were used for the development of new systems and processes, continued enhancement and customization of existing systems, etching customer samples in our demonstration labs and providing process engineering support at customer sites.

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MANUFACTURING

Our etch systems are produced at our headquarters in Petaluma, California. Our manufacturing activities consist of assembling and testing components and sub-assemblies which are then integrated into finished systems. We have structured our production facility to be driven either by orders or by forecasts and have adopted a modular system architecture to increase assembly efficiency and design flexibility. We have also implemented "just-in-time" manufacturing techniques in our assembly processes. Through the use of such techniques, 900 series system manufacturing cycle times take approximately 14 days and cycle times for our 6500 series products take two to three months.

COMPETITION

The semiconductor capital equipment industry is highly competitive. We believe that the principal competitive factor in the critical segments of the etch industry is technical performance of the system, followed closely by the existence of customer relationships, the system price, the ability to provide service and technical support on a global basis and other related cost factors. We believe that the principal competitive factor in the non-critical segments of the etch industry is system price, followed closely by the technical performance of the system, the existence of established customer relationships, the ability to provide service and technical support on a global basis and other related cost factors.

INTELLECTUAL PROPERTY

We hold an exclusive license and/or ownership of 35 United States of America patents, including our dual frequency tri-electrode control system, and 30 corresponding foreign patents covering various aspects of our systems. We have also applied for 16 additional United States of America patents and 46 additional foreign patents. Of these patents, a few expire as early as 2003, others expire as late as 2020 with the average expiration occurring in approximately 2012. We believe that the duration of such patents generally exceeds the life cycles of the technologies disclosed and claimed therein. We believe that although the patents we have exclusively licensed or hold directly will be of value, they will not determine our success, which depends principally upon our engineering, marketing, service and manufacturing skills. However, in the absence of patent protection, we may be vulnerable to competitors who attempt to imitate our systems, processes, and manufacturing techniques. We have signed a non-exclusive field of use license to two of our patents which validates and protects our strategic application sets. In addition, other companies and inventors may receive patents that contain claims applicable to our systems and processes. The sale of our systems covered by such patents could require licenses that may not be available on acceptable terms, if at all. We also rely on trade secrets and other proprietary technology that we seek to protect, in part, through confidentiality agreements with employees, vendors, consultants and other parties. There can be no assurance that these agreements will not be breached, that we will have adequate remedies for any breach, or that our trade secrets will not otherwise become known to or independently developed by others.

The original version of the system software for our 6500 series systems was jointly developed by us and Realtime Performance, Inc., a third party software vendor. We hold a perpetual, non-exclusive, non-royalty bearing license to use and enhance this software. The enhanced version of the software currently used on our 6500 series systems has undergone multiple releases of the original software, and such enhancements were developed exclusively by us. Neither the software vendor nor any other party has any right to use our current release of the system software.

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EMPLOYEES

As of December 31, 2001, we had a total of 143 employees consisting of 142 regular full-time employees and 1 contract person, including 30 in engineering, research and development, 31 in manufacturing, 60 in marketing, sales and customer service and support and 22 in executive and administrative positions. Many of our employees are highly skilled, and our success will depend in part upon our ability to attract, retain and develop such employees. Skilled employees, especially employees with extensive technological backgrounds, are currently in great demand. There can be no assurance that we will be able to attract or retain the skilled employees which may be necessary to continue our research and development, manufacturing or marketing programs. The loss of any such persons, as well as the failure to recruit additional key personnel in a timely manner, could have a material adverse effect on us.

None of our employees is represented by a labor union or covered by a collective bargaining agreement. We consider our employee relations to be good.

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RISK FACTORS

Any investment in our common stock involves a high degree of risk. You should consider carefully the following information about risks, together with the other information contained in this prospectus, before you decide whether to buy our common stock. Additional risks and uncertainties not known to us or that we now believe to be unimportant could also impair our business. If any of the following risks actually occur, our business, results of operations and financial condition could suffer significantly. As a result, the market price of our common stock could decline, and you may lose all of your investment.

THE SEMICONDUCTOR INDUSTRY IS CYCLICAL AND MAY EXPERIENCE PERIODIC DOWNTURNS WHICH MAY NEGATIVELY AFFECT CUSTOMER DEMAND FOR OUR PRODUCTS AND RESULT IN LOSSES SUCH AS THOSE EXPERIENCED IN THE PAST.

Our business depends upon the capital expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor industry is highly cyclical and historically has experienced periodic downturns, which often have had a material adverse effect on the semiconductor industry's demand for semiconductor capital equipment, including etch systems manufactured by us. In response to the current significant industry slow-down, we have initiated a substantial cost containment program and a corporate-wide restructuring to preserve our cash. However, the need for continued investment in research and development, possible capital equipment requirements, and extensive ongoing customer service and support requirements worldwide will continue to limit our ability to reduce expenses in response to the current downturn.

OUR COMPETITORS HAVE GREATER FINANCIAL RESOURCES AND GREATER NAME RECOGNITION THAN WE DO AND THEREFORE MAY COMPETE MORE SUCCESSFULLY IN THE CRITICAL ETCH INDUSTRY THAN WE CAN.

We believe that to be competitive, we will require significant financial resources in order to offer a broad range of systems, to maintain customer service and support centers worldwide and to invest in research and development. Many of our existing and potential competitors, including, among others, Applied Materials, Inc., Lam Research Corporation and Tokyo Electron Limited, have substantially greater financial resources, more extensive engineering, manufacturing, marketing and customer service and support capabilities, larger installed bases of current generation etch and other production equipment and broader process equipment offerings, as well as greater name recognition than we

do. We cannot assure you that we will be able to compete successfully against these companies in the United States of America or worldwide.

OUR FUTURE CAPITAL NEEDS MAY EXCEED OUR ABILITY TO RAISE CAPITAL.

The development, manufacture and marketing of etch systems are highly capital intensive. In order to be competitive, we must continue to make significant expenditures for, among other things, capital equipment and the manufacture of evaluation and demonstration unit inventory for our 6500 series etch systems. Additionally, our industry is now experiencing a sharp decline in orders and revenues. As a result, our existing cash balances, anticipated cash flow from operations and funds available under our existing lines of credit may not satisfy our financing requirements for the next twelve months. In December 2001, we completed a private placement of our common stock and received gross proceeds of \$2.3 million. We are also seeking additional financing. However, there can be no assurance that additional financing, if required, will be available on reasonable terms or at all. To the extent that additional capital is raised through the sale of additional equity or convertible debt securities, the issuance of such securities could result in additional dilution to our stockholders.

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WE HAVE RECENTLY ISSUED A LARGE NUMBER OF SHARES OF OUR COMMON STOCK, AND THE SALE OF THESE SHARES COULD CAUSE OUR STOCK PRICE TO DECLINE.

We have recently issued a large number of shares of our common stock, and the sale of these shares could cause our stock price to decline. In December 2001, we issued an aggregate of approximately 1.66 million shares of our common stock and warrants to purchase approximately 830,500 additional shares on certain terms and conditions to investors in a private placement. In connection with the private placement, we also issued to our placement agent and its employees warrants to purchase 83,050 shares of our common stock. We are required to use reasonable efforts to file a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), covering the sale of all of the foregoing shares. If these stockholders sell substantial amounts of these shares of our common stock following this offering, the market price of our common stock could fall.

WE DEPEND ON SALES OF OUR 6500 SERIES SYSTEMS IN CRITICAL ETCH MARKETS THAT MAY NOT FULLY ADOPT OUR PRODUCT FOR PRODUCTION USE.

We have designed our 6500 series systems for sub-0.35 micron critical etch applications in emerging films, polysilicon and metal which we believe to be the leading edge of critical etch applications. Revenues from the sale of 6500 series systems accounted for 21% and 19% of total revenues in fiscal 2001 and 2000, respectively. Our 6500 series systems are currently being used primarily for research and development activities or low volume production. For the 6500 series systems to achieve full market adoption, our customers must utilize these systems for volume production. There can be no assurance that the market for critical etch emerging film, polysilicon or metal etch systems will develop as quickly or to the degree we expect.

If the 6500 series does not achieve significant sales or volume production due to a lack of full customer adoption, our business, financial condition, results of operations and cash flows would be materially adversely affected.

OUR POTENTIAL CUSTOMERS MAY NOT ADOPT OUR PRODUCTS BECAUSE OF THEIR SIGNIFICANT COST OR BECAUSE OUR POTENTIAL CUSTOMERS ARE ALREADY USING A COMPETITOR'S TOOL.

A substantial investment is required to install and integrate capital equipment into a semiconductor production line. Additionally, we believe that once a device manufacturer has selected a particular vendor's capital equipment, that manufacturer generally relies upon that vendor's equipment for that specific production line application and, to the extent possible, subsequent generations of that vendor's systems. Accordingly, it may be extremely difficult to achieve significant sales to a particular customer once another vendor's capital equipment has been selected by that customer unless there are compelling reasons to do so, such as significant performance or cost advantages. Any failure to gain access and achieve sales to new customers will adversely affect the successful commercial adoption of our products and could have a material

adverse effect on us.

OUR QUARTERLY OPERATING RESULTS MAY CONTINUE TO FLUCTUATE.

Our revenue and operating results have fluctuated and are likely to continue to fluctuate significantly from quarter to quarter, and there can be no assurance as to future profitability.

Our 900 series etch systems typically sell for prices ranging between \$250,000 and \$600,000, while prices of our 6500 series critical etch systems typically range between \$1.8 million and \$3.0 million. To the extent we are successful in selling our 6500 series systems, the sale of a small number of these systems will probably account for a substantial portion of revenue in future quarters, and a

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transaction for a single system could have a substantial impact on revenue and gross margin for a given quarter.

The timing of new systems and technology announcements and releases by us and others may also contribute to fluctuations in quarterly operating results, including cases in which new systems or technology offerings cause customers to defer ordering systems from our existing product lines. Our revenue and operating results may also fluctuate due to the timing and mix of systems sold, the volume of service provided and spare parts delivered in a particular quarter and changes in pricing by us, our competitors or suppliers. Additionally, a substantial amount of income may be derived from patent license fees. Such fees are volatile and we cannot predict we will receive similar fees in the future. The impact of these and other factors on our revenue, operating results and cash flows in any future period is, and will continue to be, difficult for us to forecast.

BECAUSE TECHNOLOGY CHANGES RAPIDLY, WE MAY NOT BE ABLE TO INTRODUCE OUR PRODUCTS IN A TIMELY ENOUGH FASHION.

The semiconductor manufacturing industry is subject to rapid technological change and new system introductions and enhancements. We believe that our future success depends on our ability to continue to enhance our existing systems and their process capabilities, and to develop and manufacture in a timely manner new systems with improved process capabilities. We may incur substantial unanticipated costs to ensure product functionality and reliability early in our products' life cycles. There can be no assurance that we will be successful in the introduction and volume manufacture of new systems or that we will be able to develop and introduce, in a timely manner, new systems or enhancements to our existing systems and processes which satisfy customer needs or achieve market adoption.

SOME OF OUR SALES CYCLES ARE LENGTHY, EXPOSING US TO THE RISKS OF INVENTORY OBSOLESCENCE AND FLUCTUATIONS IN OPERATING RESULTS.

Sales of our systems depend, in significant part, upon the decision of a prospective customer to add new manufacturing capacity or to expand existing manufacturing capacity, both of which typically involve a significant capital commitment. We often experience delays in finalizing system sales following initial system qualification while the customer evaluates and receives approvals for the purchase of our systems and completes a new or expanded facility. Due to these and other factors, our systems typically have a lengthy sales cycle (often 12 to 18 months in the case of critical etch 6500 systems) during which we may expend substantial funds and management effort. Lengthy sales cycles subject us to a number of significant risks, including inventory obsolescence and fluctuations in operating results over which we have little or no control.

WE MAY NOT BE ABLE TO PROTECT OUR INTELLECTUAL PROPERTY OR OBTAIN LICENSES FOR THIRD PARTIES' INTELLECTUAL PROPERTY AND THEREFORE WE MAY BE EXPOSED TO LIABILITY FOR INFRINGEMENT OR THE RISK THAT OUR OPERATIONS MAY BE ADVERSELY AFFECTED.

Although we attempt to protect our intellectual property rights through patents, copyrights, trade secrets and other measures, we may not be able to protect our technology adequately and competitors may be able to develop similar technology independently. Additionally, patent applications that we may file may not be issued and foreign intellectual property laws may not protect our

intellectual property rights. There is also a risk that patents licensed by or issued to us will be challenged, invalidated or circumvented and that the rights granted thereunder will not provide competitive advantages to us. Furthermore, others may independently develop similar systems, duplicate our systems or design around the patents licensed by or issued to us.

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Existing litigation and any future litigation could result in substantial cost and diversion of effort by us, which by itself could have a material adverse effect on our financial condition, operating results and cash flows. Further, adverse determinations in such litigation could result in our loss of proprietary rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties or prevent us from manufacturing or selling our systems. In addition, licenses under third parties' intellectual property rights may not be available on reasonable terms, if at all.

OUR CUSTOMERS ARE CONCENTRATED AND THEREFORE THE LOSS OF A SIGNIFICANT CUSTOMER MAY HARM OUR BUSINESS.

Our top five customers accounted for 42.0%, 53.1% and 66.4% of our systems revenues in fiscal 2001, 2000 and 1999, respectively. Two customers accounted for more than 10% of net systems sales in fiscal 2001. Although the composition of the group comprising our largest customers may vary from year to year, the loss of a significant customer or any reduction in orders by any significant customer, including reductions due to market, economic or competitive conditions in the semiconductor manufacturing industry, may have a material adverse effect on our business, financial condition, results of operations and cash flows. Our ability to increase our sales in the future will depend, in part, upon our ability to obtain orders from new customers, as well as the financial condition and success of our existing customers and the general economy, which is largely beyond our ability to control.

WE ARE EXPOSED TO ADDITIONAL RISKS ASSOCIATED WITH INTERNATIONAL SALES AND OPERATIONS.

International sales accounted for 61%, 59% and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively, and 59% and 60% for the nine month periods ending December 31, 2001 and 2000, respectively. International sales are subject to certain risks, including the imposition of government controls, fluctuations in the U.S. dollar (which could increase the sales price in local currencies of our systems in foreign markets), changes in export license and other regulatory requirements, tariffs and other market barriers, political and economic instability, potential hostilities, restrictions on the export or import of technology, difficulties in accounts receivable collection, difficulties in managing distributors or representatives, difficulties in staffing and managing international operations and potentially adverse tax consequences. There can be no assurance that any of these factors will not have a material adverse effect on our operations and financial results.

Sales of our systems in certain countries are billed in local currency, and we have two lines of credit denominated in Japanese Yen. We generally attempt to offset a portion of our U.S. dollar denominated balance sheet exposures subject to foreign exchange rate remeasurement by purchasing forward currency contracts for future delivery. There can be no assurance that our future results of operations and cash flows will not be adversely affected by foreign currency fluctuations. In addition, the laws of certain countries in which our products are sold may not provide our products and intellectual property rights with the same degree of protection as the laws of the United States of America.

OUR STOCKHOLDER RIGHTS PLAN MAY DETER TAKEOVER ATTEMPTS.

Under the terms of our stockholder rights plan, our board of directors is authorized to issue preferred stock without further stockholder approval or to exercise the anti-takeover provisions of our stockholder rights plan in the event of an unsolicited attempt to assume control over Tegal. Should our board of directors exercise such rights, such action could have the effect of delaying, deferring or preventing a change in control of Tegal.

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OUR STOCK PRICE IS VOLATILE AND COULD RESULT IN A MATERIAL DECLINE IN THE VALUE OF YOUR INVESTMENT IN TEGAL.

We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, sales of our common stock into the marketplace, failure to meet or changes in analysts' expectations, general conditions in the semiconductor industry or the worldwide economy, announcements of technological innovations or new products or enhancements by us or our competitors, developments in patents or other intellectual property rights, developments in our relationships with our customers and suppliers, natural disasters and outbreaks of hostilities 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 shares of small capitalization stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. There can be no assurance that the market price of our common stock will not experience significant fluctuations in the future, including fluctuations that are unrelated to our performance.

POTENTIAL DISRUPTION OF OUR SUPPLY OF MATERIALS REQUIRED TO BUILD OUR SYSTEMS COULD HAVE A NEGATIVE EFFECT ON OUR OPERATIONS AND DAMAGE OUR CUSTOMER RELATIONSHIPS.

Materials delays have not been significant in recent years. Nevertheless, we procure certain components and sub-assemblies included in our systems from a limited group of suppliers, and occasionally from a single source supplier. For example, we depend on MECS Corporation, a robotic equipment supplier, as the sole source for the robotic arm used in all of our 6500 series systems. We currently have no existing supply contract with MECS Corporation, and we currently purchase all robotic assemblies from MECS Corporation on a purchase order basis. Disruption or termination of certain of these sources, including our robotic sub-assembly source, could have an adverse effect on our operations and damage our relationship with our customers.

ANY FAILURE BY US TO COMPLY WITH ENVIRONMENTAL REGULATIONS IMPOSED ON US COULD SUBJECT US TO FUTURE LIABILITIES.

We are subject to a variety of governmental regulations related to the use, storage, handling, discharge or disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing process. We believe that we are currently in compliance in all material respects with these regulations and that we have obtained all necessary environmental permits generally relating to the discharge of hazardous wastes to conduct our business. Nevertheless, our failure to comply with present or future regulations could result in additional or corrective operating costs, suspension of production, alteration of our manufacturing processes or cessation of our operations.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information herein contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate," or "continue" or the negative thereof or other variations thereon or comparable terminology or which constitute projected financial information. The forward-looking statements relate to the near-term semiconductor capital equipment industry outlook, demand for our products, our quarterly revenue and earnings prospects for the near-term future and other matters contained herein. Such statements are based on current expectations and beliefs and involve a number of uncertainties and risks that could cause the actual results to differ materially from those projected. Such uncertainties and risks include, but are not limited to, the cyclical nature of the semiconductor industry, impediments to customer acceptance, fluctuations in quarterly operating results, competitive pricing pressures, the introduction of competitor products having technological and/or pricing advantages, product volume and mix and other risks detailed from time to time in our SEC reports. For further information, refer to the "Business" and "Risk Factors" sections of this prospectus.

USE OF PROCEEDS

We will not receive any proceeds from the sale of common stock by the

selling stockholders. All of the net proceeds from the sale of our common stock will go to the selling stockholders. We will receive the proceeds from the exercise of warrants entitling the selling stockholders to purchase 913,552 shares from us at an exercise price of \$2.50 per share. Of the 2,574,557 shares offered for sale under this prospectus, 913,552 shares are reserved for issuance by us in the event of the exercise of warrants held by the selling stockholders and will become eligible for sale by the selling stockholders under this prospectus only as these warrants are exercised, if at all. If all warrants held by the selling stockholders are exercised, we will receive \$2,283,880 in proceeds. We anticipate that any proceeds from the exercise of warrants by the selling stockholders will be used for general corporate purposes, which may include but are not limited to working capital, capital expenditures, acquisitions and the repayment or refinancing of our indebtedness. Pending the application of any proceeds from the exercise of warrants, if any, by the selling stockholders, we expect to invest the proceeds in short-term, interest-bearing instruments or other investment-grade securities.

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SELLING STOCKHOLDERS

The following table sets forth the common stock ownership of the selling stockholders as of March 6, 2002, including the number of shares of common stock issuable to the selling stockholders upon the exercise of warrants held by the selling stockholders. Other than Fechter, Detwiler & Co., Inc., who served as the placement agent in our December 2001 private placement, and its employees, the selling stockholders have not held any position or office or had any other material relationship with us or any of our predecessors or affiliates within the past three years.

The 1,661,005 shares currently held by the selling stockholders and offered for sale under this prospectus represent approximately 11.61% of our outstanding stock as of March 6, 2002. If all warrants held by selling stockholders were exercised as of March 6, 2002, the 2,574,557 shares offered for sale under this prospectus would represent approximately 16.91% of our outstanding stock. These 2,574,557 shares represent the total of all shares of Tegal currently held by the selling stockholders and all the shares issuable to the selling stockholders upon the exercise of warrants held by them. If all such shares are sold pursuant to this offering, the selling stockholders will no longer be shareholders of Tegal. The selling stockholders may sell less than all of the shares listed on the table. In addition, the shares listed below may be sold pursuant to this prospectus or in privately negotiated transactions. Accordingly, we cannot estimate the number of shares of common stock that the selling stockholders will sell under this prospectus. The selling stockholders have advised us that they are the beneficial owners of the shares being offered.

<TABLE>
<CAPTION>

Name of Selling Stockholder	Shares of Common Stock Owned as of March 4, 2002 (Approximate % of Total Outstanding Shares)	Total Shares of Common Stock To Be Registered in This Offering (Approximate % of Total Outstanding Shares Upon Full Exercise of Warrants)	
		Shares of Common Stock Issuable Upon Exercise of Warrants	Shares Upon Full Exercise of Warrants
<S>	<C>	<C>	<C>
Polar Global Technology Fund	1,075,000 (7.51%)	537,500	1,612,500 (10.59%)
Wortham Trainer Trust fbo David Berol	110,000 (*)	55,000	165,000 (1.08%)
Wortham Trainer Trust fbo John Berol	110,000 (*)	55,000	165,000 (1.08%)
Wortham Trainer Trust fbo Margaret Beattle	110,000 (*)	55,000	165,000 (1.08%)
Jeff Power**	35,716 (*)	18,358	54,074 (*)
A. Alexander Arnold III	30,000 (*)	15,000	45,000 (*)

Kenneth Dorros	21,500 (*)	10,750	32,250 (*)
Edward Eyerman	21,500 (*)	10,750	32,250 (*)
Gerd Laudien	20,000 (*)	10,000	30,000 (*)
Karl Niefhoff**	20,000 (*)	10,555	30,555 (*)
Allen Zaring Holding	18,000 (*)	9,000	27,000 (*)
H. Bruce Boal	17,858 (*)	8,929	26,787 (*)
Edmund Bunyon	17,858 (*)	8,929	26,787 (*)
Mark Gerber	17,858 (*)	8,929	26,787 (*)
James Paterson	17,858 (*)	8,929	26,787 (*)

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Alec Berman	17,857 (*)	8,928	26,785 (*)
Fechtor, Detwiler & Co., Inc.	0	32,575	32,575 (*)
Peter Fenton **	0	14,170	14,170 (*)
Fred Ramberg **	0	14,045	14,045 (*)
Robert Walsh **	0	2,520	2,520 (*)
Paul Crowley **	0	2,320	2,320 (*)
Robert Detwiler **	0	2,320	2,320 (*)
Stephen Frank **	0	2,320	2,320 (*)
Tom Generazio **	0	2,320	2,320 (*)
Edward Hughes **	0	2,320	2,320 (*)
Stephen Martino **	0	2,320	2,320 (*)
James Mitchell **	0	2,320	2,320 (*)
Dave McShane **	0	2,320	2,320 (*)
Michael Wood **	0	125	125 (*)
TOTAL	1,661,005(11.61%)	913,552	2,574,557(16.91%)

* Less than one percent.

** Employee of Fechter, Detwiler & Co., Inc.

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PLAN OF DISTRIBUTION

We are registering the shares of common stock on behalf of the selling stockholders. We are paying all costs, expenses and fees in connection with the registration of shares offered by this prospectus. Brokerage commissions, if any, attributable to the sale of shares will be borne by the selling stockholders.

Sales or dispositions of shares of common stock may be effected from

time to time in public or private transactions permitted by the Securities Act, including block transactions, on the Nasdaq National Market or any other national securities exchange or quotation service listing or quoting the common stock at the time of sale, in transactions other than on these exchanges or systems, in the over the counter market, in negotiated transactions, or a combination of these methods, at fixed prices which may be changed, at market prices prevailing at the time of sale or at negotiated prices.

We have no knowledge of the existence or the terms of any agreements, understandings or arrangements entered into by the selling stockholders with underwriters or broker-dealers regarding the sale of their shares of stock. The selling stockholders may effect transactions by selling common stock directly to purchasers or to or through broker-dealers which may act as agents or principals. Broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of common stock for whom the broker-dealers may act as agents or to whom they sell as principal, or both. The compensation paid to a particular broker-dealer might be in excess of customary commissions.

From time to time, the selling stockholders may be engaged in short sales, short sales against the box, puts and calls and other hedging transactions in our securities, and may sell and deliver the shares in connection with such transactions or in settlement of securities loans. These transactions may be entered into with broker-dealers or other financial institutions. In addition, from time to time, a selling stockholder may pledge its shares pursuant to the margin provisions of its customer agreements with its broker-dealer. Upon delivery of the shares or a default by a selling stockholder, the broker-dealer or financial institution may offer and sell the pledged shares from time to time.

The selling stockholders and any broker-dealers that act in connection with the sale of the common stock may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act, and any commission received by them and any profit on the resale of the shares of common stock as principal might be deemed to be underwriting discounts and commissions under the Securities Act. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares against some liabilities, including liabilities arising under the Securities Act. Liabilities under the federal securities laws cannot be waived.

The selling stockholders will be subject to prospectus delivery requirements under the Securities Act. In the event of a "distribution" of shares by a selling stockholder, such selling stockholder, any selling broker or dealer and any "affiliated purchasers" may be subject to Regulation M under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which would generally prohibit these persons from bidding for or purchasing any security that is the subject of the distribution until his or her participation in that distribution is completed. In addition, Regulation M generally prohibits any "stabilizing bid" or "stabilizing purchase" for the purpose of pegging, fixing or stabilizing the price of common stock in connection with this offering.

DESCRIPTION OF SHARES TO BE REGISTERED

The rights evidenced by the shares of common stock to be registered hereunder are described below. The total authorized capital stock of Tegal is 35,000,000 shares of common stock, \$.01 par value per share, and 5,000,000 shares of preferred stock, \$.01 par value per share. As of March 6, 2002, there were issued and outstanding 14,310,938 shares of common stock and no shares of preferred stock.

Each holder of common stock is entitled to one vote per share held of record on all matters submitted to a vote of the stockholders. There are no cumulative voting or preemptive rights applicable to any shares of common stock. All shares of common stock are entitled to participate pro rata in distributions and in such dividends as may be declared by the Board of Directors out of funds legally available therefor, subject to any preferential dividend rights of outstanding shares of preferred stock. Subject to the prior rights of creditors, all shares of common stock are entitled in the event of liquidation, dissolution or winding up of Tegal to participate ratably in the distribution of all the remaining assets of Tegal after distribution in full of preferential amounts, if any, to be distributed to holders of preferred stock. The rights, preferences

and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of any series of preferred stock which we may designate and issue in the future. Our common stock is also subject to the Rights Agreement dated June 11, 1996, as amended, between us and Mellon Investor Services LLC, as rights agent, in which each share of our common stock includes one common share purchase right. Additional details regarding our rights plan can be found on our most recent Form 10-K, which is incorporated by reference. The common stock is listed for exchange on the Nasdaq National Market under the ticker symbol "TGAL."

The Board of Directors has the authority, without further action by the stockholders, to issue up to 5,000,000 shares of preferred stock in one or more series and to fix the rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of such series, without any further vote or action by stockholders. We believe that the Board of Directors' ability to issue preferred stock on such a wide variety of terms will enable the preferred stock to be used for important corporate purposes, such as financing acquisitions or raising additional capital. However, were it inclined to do so, the Board of Directors could issue all or part of the preferred stock with (among other things) substantial voting power or advantageous conversion rights. Such stock could be issued to persons deemed by the Board of Directors likely to support current management in a contest for control of Tegal, either as a precautionary measure or in response to a specific takeover threat. We have no current plans to issue preferred stock.

The voting provisions of the common stock and the broad discretion conferred upon the Board of Directors with respect to the issuance of preferred stock (including the power to confer preferential voting rights) could substantially impede the ability of one or more stockholders (acting in concert) to acquire sufficient influence over the election of directors and other matters to effect a change in control or management of Tegal, and the Board of Directors' ability to issue preferred stock could also be utilized to change the economic and control structure of Tegal. As a result, such provisions, together with certain other provisions of the By-laws, may be deemed to have an anti-takeover effect and may delay, defer or prevent a tender offer or takeover attempt that a particular stockholder might consider in such stockholders' best interest, including attempts that might result in a premium over the market price for the shares of common stock held by such stockholder.

Of the 2,574,557 shares of common stock being registered, 913,552 shares are to be issued pursuant to warrants held by the selling stockholders. These warrants are exercisable at \$2.50 per share and expire on either August 28, 2006 or December 31, 2006. The purchase price is subject to adjustment upon the subdivision of the outstanding shares of our common stock into a greater number of shares, the payment of a dividend in common stock in respect of common stock or any capital reorganization or

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reclassification. The warrants are callable by us at any time our common stock closes at \$6.50 or greater for ten consecutive trading days, as reported on the Nasdaq National Market. If we pay a dividend or make a distribution on common stock payable otherwise than in cash out of earnings or earned surplus except for a stock dividend payable in shares of common stock, warrant holders are entitled to receive this liquidating dividend upon the exercise of their warrant in addition to the warrant shares. As of the date of this prospectus, none of these warrants has been exercised. We intend to hold and reserve the shares of common stock registered in this offering attributable to the unexercised warrants held by the selling stockholders until the warrants are exercised. The exercise of any warrants to purchase our common stock will dilute the voting power of the holders of our common stock, including a possible loss of voting control to others.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" much of the information we file with it (File No. 0-26824), which means that we can disclose important information to you by referring you to those publicly available documents. The information that we incorporate by reference is considered to be an important part of this prospectus. Any statement contained in a document incorporated by reference in this prospectus is automatically updated and superseded if information contained in this prospectus modifies or replaces this information.

You must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in any document previously incorporated by reference have been modified or superseded. This prospectus incorporates by reference the documents listed below:

- our annual report on Form 10-K for the fiscal year ended March 31, 2001, filed on June 29, 2001;
- our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2001, filed on August 14, 2001;
- our quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2001, filed on November 13, 2001; and
- our quarterly report on Form 10-Q for the fiscal quarter ended December 31, 2001, filed on February 13, 2002.

The information about us contained in this prospectus should be read together with the information in the documents incorporated by reference. The annual report on Form 10-K and the quarterly report on Form 10-Q for the fiscal quarter ended December 31, 2001 are being delivered with this prospectus. You may request additional copies of any or all of these filings, at no cost, by writing or telephoning us at:

Tegal Corporation
2201 South McDowell Road
Petaluma, California 94954
Attn: Investor Relations
(707) 763-5600

You should rely only on the information incorporated by reference or provided in this prospectus or any supplement. We have not authorized anyone else to provide you with different information. The selling stockholders will not make an offer of these shares in any state where the offer is not permitted. You should not assume that information in this prospectus or any supplement is accurate as of any date other than the date on the front of these documents.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Exchange Act. Therefore, we file annual and quarterly reports, proxy statements and other information with the SEC. You can read and copy all of our filings at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington D.C. 20549. You may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0300. You can also read and copy all of our filings at the offices of the Nasdaq Stock Market, 1735 K Street N.W., Washington, D.C. 20006. Our common stock is traded on the Nasdaq National Market under the symbol "TGAL." You may also obtain our SEC filings from the SEC web site on the internet at <http://www.sec.gov>.

LEGAL MATTERS

The validity of the shares of common stock offered by this prospectus has been passed upon for us by Latham & Watkins, Menlo Park, California.

EXPERTS

The consolidated financial statements incorporated by reference in this prospectus by reference to the Annual Report on Form 10-K for the fiscal year ended March 31, 2001 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The approximate expenses to be paid by us in connection with the registration of our shares of common stock are as set forth in the following table:

<TABLE>	
<S>	<C>
SEC Registration Fee.....	\$ 281.86
Legal, Accounting and Printing Expenses.....	\$75,000
Miscellaneous Expenses.....	\$ 1,000
Estimated Total	\$76,281.86
</TABLE>	

Item 15. Indemnification of Officers and Directors.

Our Certificate of Incorporation provides that to the fullest extent permitted by the Delaware General Corporation Law ("DGCL"), a director of Tegal shall not be liable to Tegal or its stockholders for monetary damages for breach of fiduciary duty as a director. Subsection (b)(7) of Section 102 of the DGCL enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit. The effect of the provision of our Certificate of Incorporation is to eliminate the rights of Tegal and its stockholders (through stockholders' derivative suits on behalf of Tegal) to recover monetary damages against a director for breach of the fiduciary duty of care as a director (including breaches resulting from negligent or grossly negligent behavior) except in the situations described in clauses (i) through (iv) above. This provision does not limit or eliminate the rights of Tegal or any stockholder to seek nonmonetary relief such as an injunction or rescission in the event of a breach of a director's duty of care.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any present or former director, officer, employee or agent of the corporation, or any individual serving at the corporation's request as a director, officer or employee of another organization, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding provided that such director, officer, employee or agent acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, provided further that such director, officer, employee or agent had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any present or former director, officer, employee or agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit provided that such director, officer, employee or agent acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification may be made in respect to any claim, issue or matter as to which such director, officer, employee or agent shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such director,

officer, employer or agent is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director, officer, employee or agent has been successful in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith; that indemnification and advancement of expenses provided for, by, or granted pursuant to Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and empowers the corporation to purchase and maintain insurance on behalf of a present or former director, officer, employee or agent of the corporation, or any individual serving at the corporation's request as a director, officer or employee of another organization, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Our Certificate of Incorporation provides that we shall indemnify our directors, officers, employees and agents against losses incurred by any such person by reason of the fact that such person was acting in such capacity. In addition, pursuant to an agreement with holders of securities providing for registration rights, such holders are entitled to be indemnified by Tegal for certain liabilities under federal securities laws.

We have in effect directors' and officers' liability policies in the aggregate amount of \$15 million covering all of its directors and officers.

Item 16. Exhibits

<TABLE>

<S> <C>

- 4.1 Form of Warrant, incorporated by reference to Exhibit (ii) to our Form 10-Q for the fiscal quarter ended December 31, 2001 filed February 13, 2002.
- 4.2 Rights Agreement dated as of June 11, 1996 between Tegal and Mellon Investor Services LLC, as rights agent, incorporated by reference to Exhibit 4.1 to our Form 8-K filed June 28, 1996.
- 4.3 First Amendment to Rights Agreement dated as of January 15, 1999 between Tegal and Mellon Investor Services LLC, as rights agent, incorporated by reference to Exhibit 99.1 to our Form 8-K filed January 1, 1999.
- 5.1 Opinion of Latham & Watkins.
- 10.1 Form of Unit Purchase Agreement, incorporated by reference to Exhibit (i) to our Form 10-Q for the fiscal quarter ended December 31, 2001 filed February 13, 2002.

</TABLE>

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<TABLE>

<S> <C>

- 13.1 Annual Report on Form 10-K for the fiscal year ended March 31, 2001 filed June 29, 2001.
- 13.2 Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2001 filed August 17, 2001.
- 13.3 Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2001 filed November 13, 2001.
- 13.4 Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2001 filed February 13, 2002.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Latham & Watkins (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page).

</TABLE>

Item 17. 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 of 1933;

(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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, 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.

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(4) to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report, to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, 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 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 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 Act and will be governed by the final adjudication of such issue.

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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 the requirements for filing on Form S-2 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Petaluma, State of California, on March 6, 2002.

TEGAL CORPORATION

/s/ Michael L. Parodi
Michael L. Parodi
Chairman of the Board, President and
Chief Executive Officer

POWER OF ATTORNEY

KNOW BY ALL MEN THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael L. Parodi his true and lawful attorney-in-fact and agent, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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

<TABLE>
<CAPTION>

Signature <S>	Title <C>	Date <C>
------------------	--------------	-------------

/s/ Michael L. Parodi	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 6, 2002
-----------------------	--	---------------

/s/ Kathy J. Petrini	Corporate Controller, Secretary & Treasurer (Principal Financial and Accounting Officer)	March 6, 2002
----------------------	--	---------------

/s/ Jeffrey M. Krauss	Director	March 6, 2002
-----------------------	----------	---------------

/s/ Thomas R. Mika	Director	March 6, 2002
--------------------	----------	---------------

</TABLE>

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INDEX TO EXHIBITS

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- 24.1 Power of Attorney (included on signature page).

</TABLE>

EXHIBIT 5.1

[Latham & Watkins Letterhead]

March 6, 2002

Tegal Corporation
2201 South McDowell Boulevard
Petaluma, California 94954

Re: Registration Statement on Form S-2
2,574,557 Shares of Common Stock, par value \$.01 per share

Ladies and Gentlemen:

In connection with the registration of 2,574,557 shares (the "Shares") of common stock of Tegal Corporation, a Delaware corporation (the "Company"), par value \$.01 per share (the "Common Stock"), under the Securities Act of 1933, as amended (the "Act"), including 913,552 shares (the "Warrant Shares") issuable pursuant to the exercise of warrants to purchase Common Stock issued by the Company on December 31, 2001 (the "Warrants") by the Company on Form S-2 filed with the Securities and Exchange Commission (the "Commission") on March 6, 2002 (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken by the Company in connection with the authorization, issuance and sale of the Shares. In addition, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records and instruments as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of documents submitted to us as copies.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any jurisdiction or any other laws or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing, it is our opinion that (i) the Shares (other than the Warrant Shares) have been duly authorized and are validly issued, fully paid and nonassessable and (ii) the Warrant Shares have been duly authorized, and, upon issuance, delivery and payment therefor in the manner contemplated by the Warrants, will be validly issued, fully paid and nonassessable.

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters" of the prospectus included therein.

Very truly yours,

LATHAM & WATKINS

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

FORM 10-K

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

FOR THE FISCAL YEAR ENDED MARCH 31, 2001

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

COMMISSION FILE NUMBER: 0-26824

TEGAL CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<Table>
<S> DELAWARE <C> 68-0370244
(STATE OR OTHER JURISDICTION OF INCORPORATION (I.R.S. EMPLOYER IDENTIFICATION NO.)
OR ORGANIZATION)

2201 SOUTH MCDOWELL BLVD.
PETALUMA, CALIFORNIA 94954
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

</Table>

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (707) 763-5600

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
COMMON STOCK, \$0.01 PAR VALUE

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 reports) and (2) has been subject to such filing
requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to the
best of 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.

The aggregate market value of the voting stock held by non-affiliates of
the Registrant, based on the closing sale price of the Common Stock on June 25,
2001, as reported on the Nasdaq National Market was \$34,529,463. As of June 25,
2001, 12,572,252 shares of the Registrant's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for Registrant's 2001 Annual Meeting of
Stockholders to be held on September 25, 2001, will be filed with the Commission
within 120 days after the close of the Registrant's fiscal year and are
incorporated by reference in Part III.

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PART I

ITEM 1. BUSINESS

Information contained or incorporated by reference herein contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate" or "continue" or the negative thereof or other variations thereon or comparable terminology or which constitute projected financial information. The following contains cautionary statements identifying important factors with respect to such forward-looking statements, including certain risks and uncertainties, that could cause actual results to differ materially from those in such forward-looking statements. See "Risk Factors."

THE COMPANY

Tegal Corporation, a Delaware Corporation ("Tegal"), designs, manufactures, markets and services plasma etch systems used in the fabrication of integrated circuits ("ICs") and related devices in voice and data telecommunications, thin film head, small flat panel and printer head applications. Etching constitutes one of the principal IC and related device production process steps and must be performed numerous times in the production of such devices.

We were formed in December 1989 to acquire the operations of the former Tegal Corporation, a division of Motorola, Inc. ("Motorola"). Our predecessor company was founded in 1972 and acquired by Motorola in 1978. We completed our initial public offering in October 1995.

SEMICONDUCTOR INDUSTRY BACKGROUND

Growth of Semiconductor and Semiconductor Equipment Industries

The semiconductor industry has experienced significant growth over the last 20 years. This growth has resulted from the increasing demand for ICs from traditional IC markets, such as personal computers, telecommunications, consumer electronics, automotive electronics and office equipment, as well as developing markets, such as wireless communications, multimedia and portable and network computing. As a result of this increased demand, semiconductor device manufacturers have periodically expended significant amounts of capital to build new semiconductor fabrication facilities ("fabs") and to expand existing fabs. In spite of the continuing growth in demand for semiconductors, the industry periodically experiences cycles of excess supply and excess capacity as additions to capacity are brought online in large increments which exceed the short-term growth in demand for ICs. The industry experienced such fluctuations from 1996 through mid 1999, and is currently experiencing a slowdown of capacity buys. Industry experts believe that the current slow down will be substantial, but limited in duration.

Growth in the semiconductor industry has been driven, in large part, by advances in semiconductor performance at a decreasing cost per function. Increasingly advanced semiconductor processing technologies allow semiconductor manufacturers to produce ICs with smaller features, thereby increasing processing speed and expanding device functionality and memory capacity. As ICs have become more complex, however, both the number and price of state of the art process tools required to manufacture ICs have increased significantly. As a

result, the cost of semiconductor manufacturing equipment has become an increasingly large part of the total cost of producing advanced ICs. Today, a typical 200 millimeter wafer fab may cost as much as \$1.4 to \$1.6 billion, with semiconductor manufacturing equipment costs representing the majority of total fab costs.

Semiconductor Production Processes

To create an IC, semiconductor wafers are subjected to a large number of complex process steps. The three primary steps in manufacturing ICs are (1) deposition, in which a layer of insulating or conducting material is deposited on the wafer surface, (2) photolithography, in which the circuit pattern is projected onto a light sensitive material (the photoresist), and (3) etch, in which the unmasked parts of the deposited material on the wafer are selectively removed to form the IC circuit pattern.

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Each step of the manufacturing process for ICs requires specialized manufacturing equipment. Today, plasma etch systems are used for the great majority of etching processes. During a plasma etch process (also known as "dry etch"), a semiconductor wafer is exposed to a plasma composed of a reactive gas, such as chlorine, which etches away selected portions of the layer underlying the patterned photoresist layer.

Segmentation of the Etch Market

The dry etch market is generally segmented into the following market segments, defined according to the class of film being etched: polysilicon, oxide (dielectric) and metal. According to VLSI Research Inc., the oxide, polysilicon, and metal segments of the dry etch market represented approximately 47%, 19% and 34%, respectively, of the total sales of dry etch systems in 2000. New films are continually being developed in each of these three market segments.

Certain dry etch technologies or processes are better suited for etching different types of materials (films) and, as a result, the dry etch market may be segmented according to the type of film being etched. In addition, as ICs become increasingly complex, certain etch steps required to manufacture a state of the art IC demand leading edge (or "critical") etch performance. For example, to produce a 64-megabit DRAM device, semiconductor manufacturers are required to etch certain device features at dimensions as small as 0.18 micron. Nonetheless, even in the most advanced ICs, production steps can be performed with less demanding (or "non-critical") etch performance. As a result, we believe the etch market has also begun to segment according to the required level of etch performance -- critical or non-critical.

Today, the semiconductor industry is faced with the need to develop and adopt an unprecedented number of new films as conventional materials are running out of the physical properties needed to support continuing shrinks in die size and to provide improved performance. Certain of these films present unique etch production problems. For example, the use of certain new films, such as platinum, iridium and Lead Zirconium Titanate (PZT), currently being used in the development of non-volatile, ferroelectric random access memory (FRAM) devices, is presenting new challenges to semiconductor manufacturers. While these new films contribute to improved IC performance and reduced die size, their unique properties make them particularly difficult to etch and, therefore, require more advanced etch process technologies. Similarly, customers seek to achieve zero corrosion of metal etched wafers within 48 to 72 hours after completion of the etch process, regardless of the line geometries involved. The reaction byproducts of a chlorine based metal etch process tend to redeposit on the wafer and corrode when exposed to water in the atmosphere. Removal of these contaminants from the wafer is essential to prevent this corrosion.

Market Segmentation and Tool Costs

Over time, the disparity in relative prices for etch systems capable of etching at non-critical versus critical dimensions has grown significantly. We believe that in 1993, the cost of an eight inch wafer-capable system ranged from approximately \$500,000 to \$700,000. Given the relatively modest price differential among etchers, manufacturers of ICs and similar devices tended to purchase one system, (the one they believed provided the most technologically advanced solution for their particular etch requirements), to perform all their etching. In contrast, the cost today of an eight inch capable etch system ranges from approximately \$500,000, for reliable, non-critical etchers, to more than \$2.5 million, for advanced, state of the art critical etchers. Consequently, in periods of high equipment utilization we believe it is no longer cost effective to use state of the art etchers to perform both critical and non-critical etching. When critical etching is required in the production process, we believe that the leading purchasing factor for a semiconductor manufacturer will continue to be, ultimately, the product's etch performance. When non-critical etching is required in the production process, we believe the leading purchasing factor for a semiconductor manufacturer will be the overall product cost, with particular emphasis on the system's sale price. In either case, however, the

semiconductor manufacturer is driven to make a value-oriented purchasing decision which minimizes the overall etch system costs, while meeting the required etch process performance. We believe that a well-implemented "mix and match" purchasing philosophy could allow a semiconductor manufacturer to realize significant etch system savings.

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BUSINESS STRATEGY

We have a large installed base of etch equipment exceeding 1,500 systems and we believe that over the years Tegal has earned a reputation as a supplier of reliable, value-oriented etch systems. Our systems are sold throughout the world to both domestic and international customers. In our fiscal year ended March 31, 2001, approximately 61% of our revenues resulted from international sales. To support our systems sales, we maintain local service and support in every major geographic market in which we have an installed base, backed up by a spares logistics system designed to provide delivery within 24 hours anywhere in the world.

Our objective is to build on our technical knowledge, experience and reputation in the etch industry, as well as our established sales, marketing and customer service infrastructure, to be a leading supplier of etch systems for both the critical and non-critical segments of the etch market. To meet this objective, we are implementing a business strategy incorporating the following elements:

- Use the performance capabilities of our 6500 series systems to generate incremental sales from the IC and related device markets for critical etch of specific applications and films where our products provide unique performance capabilities; and
- Increase sales of our non-critical etch systems by focusing sales and marketing on specialty applications that are addressed by our 900 series etchers such as voice and data telecommunications chips using gallium arsenide and other III-V materials, thin film heads, small flat panels, printer heads, and the conversion from wet to dry etch technologies.

PRODUCTS

6500 Series Products

We offer several models of our 6500 series critical etch products configured to address film types and applications desired by the customer. We introduced the 6500 series tool in 1994 and since that time have expanded the product line to address new applications. Etch applications addressed by the 6500 series system include:

- new high K dielectrics and associated materials used in capacitors at sub-0.5 micron for FRAMs, high-density DRAM and magnetic memory (MRAM) devices,
- shallow trench isolation used to isolate transistors driven by increased packing densities used in memory devices employing design rules at or below 0.25 micron,
- sub-0.5 micron multi-layer metal films composed of aluminum/copper/silicon/titanium alloys,
- sub-0.5 micron polysilicon
- leading edge thin film head materials.

All 6500 series models offer one and two-chamber configurations and a rinse/strip option. Prices for 6500 series systems typically range between \$1.8 million and \$3.0 million.

Our 6500 series systems have been engineered to provide process flexibility and competitive throughput for wafers and substrates up to eight inches in diameter, while minimizing cost and space requirements. A dual chamber platform design allows for either parallel or integrated etch processes. We seek to maximize the 6500 series systems' average throughput by incorporating a process chamber technology and system architecture designed to minimize processing down-time required for cleaning and maintenance. Each 6500 series system has a central wafer handling system with full cassette vacuum loadlocks, non-contact optical wafer alignment and a vacuum transport system. Individual process module servicing is possible without shutting down the system or other chambers. Contamination control features in the 6500 series systems include pick and place wafer handling with no moving parts above the wafer, four-level vacuum isolation from the atmosphere to the etch chamber, and individual high-throughput, turbo-pumped vacuum systems for the cassettes, wafer handling platform and each process module. These and other features of the

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6500 series are designed to enable a semiconductor manufacturer to reduce wafer particle contamination to a level which we believe exceeds industry standards and to improve etch results and process flexibility.

In addition, our 6500 series systems incorporate a software system which has been designed and tested to minimize the risk of the system operator "crashing" the system or interrupting wafer fabrication, and to be easy to use. This software system incorporates a software architecture designed to operate in multiple interface modes, including operator, maintenance engineer, process engineer and diagnostic modes. Features include icon-based touch screen menus for ease of use. In addition, the software provides a quick-response interface which allows the semiconductor manufacturer access to all necessary system information for factory automation. The system includes data archiving and remote, real time diagnostics.

900 Series Products

We introduced our 900 series family of etch systems in 1984 as a critical etch tool of that era. Over the years, we have repositioned the 900 series family as non-critical etch systems capable of performing the less demanding etch steps required in the production of silicon-based IC devices and, more recently, as critical etch tools for new specialty devices such as gallium arsenide for high speed telecommunications devices. In 1994, we introduced an eight inch wafer capable 900 series system (capable of etching five inch to eight inch wafers) that was a scaled-up version of our three inch to six inch wafer non-critical etch system. The 900 series non-critical etch systems are aimed at pad, zero layer, non-selective nitride, backside, planarization and small flat panel display applications, thin film etch applications used in the manufacture of read-write heads for the disk drive industry and gallium arsenide and other III-V materials used in high-speed digital wireless telecommunications applications. Our 900 series systems typically sell for a price of \$250,000 to \$600,000.

The 900 series systems incorporate a single diode process chamber on a non-loadlocked modular platform for reliability and ease of maintenance, which we believe results in higher average throughput and lower operating costs. Continued improvements in both reliability and performance have enabled us to offer the 900 series systems as a solution for a broad range of applications involving line widths down to 0.8 microns.

The i900 was introduced in July 2000. This system has the same functionality of the 900 series but with added features such as user-friendly GUI (graphical user interface) touch screens and an improved transport system that will increase efficiency, while preserving the durability for which the tool is known.

CUSTOMERS

We sell our systems to semiconductor and related electronic device component manufacturers throughout the world. Major customers over the last three fiscal years have included the following:

<Table>
<S> <C> <C>
Advanced Wireless Semiconductor Lucent Technologies Seiko Epson
Alcatel Matsushita Microelectronics
Austria Mikro Systeme Motorola Sony
Bosch Nortel Networks Sumitomo Electric
Compound Semiconductor Mfg. Co. Oki Electric Tesla
Fairchild Semiconductor Industry Toshiba
Fuji Film Read Rite TRW Space & Electronics
Hewlett Packard RF Micro Devices Winbond Electronics
</Table>

Of these 23 customers, 15 ordered one or more systems in fiscal 2001. The composition of our top five customers has changed from year to year, but net system sales to our top five customers in each of fiscal 2001, 2000 and 1999 accounted for 42.0%, 53.1%, and 66.4% respectively, of our total net system sales. Nortel and Sony represented 17.6%, and 13.0%, respectively, of our net system sales in 2001. Motorola, Sony and ST Microelectronics represented 15.5%, 13.9% and 10.2%, respectively, of our net system sales in fiscal 2000. Matsushita, Seiko Epson, Fuji Film and Oki represented 17.9%, 14.8%, 14.7% and 11.8%, respectively, of our net system sales in fiscal 1999. Other than the above customers, no single customer represented more than 10% of our net system sales in fiscal 2001, 2000 or 1999. Although the composition of the group comprising

our largest customers may vary from year to year, the loss of a significant customer or any reduction in orders by any significant customer, including reductions due to market, economic or competitive conditions in the semiconductor and related device manufacturing industry, may have a material

adverse effect on us.

BACKLOG

We schedule production of our systems based upon order backlog and customer commitments. We include in our backlog only orders for which written purchase orders have been accepted and shipment dates within the next 12 months have been assigned. As of March 31, 2001 and 2000 our order backlog was approximately \$10 million and \$5.9 million, respectively. Booked system orders are subject to cancellation by the customer, but with substantial penalties except in the case of orders for evaluation systems or for systems which have not yet incurred production costs. Orders may be subject to rescheduling with limited or no penalty. Some orders are received for systems to be shipped in the same quarter as the order is received. As a result, our backlog at any particular date is not necessarily indicative of actual sales for any succeeding period.

MARKETING, SALES AND SERVICE

We sell our systems worldwide through a network of 16 direct sales personnel and five independent sales representatives in 17 sales offices located throughout the world. In the United States of America, we market our systems through direct sales personnel located in three regional sales offices and at our Petaluma, California headquarters. In addition, we provide field service and applications engineers out of our regional locations and our Petaluma headquarters in order to ensure dedicated technical and field process support throughout the United States of America on short notice.

We maintain sales, service, and process support capabilities in Japan, Taiwan, South Korea, Germany, Italy and the United Kingdom and service/support operations in Austria and China. In addition to our international direct sales and support organizations, we also market our systems through independent sales representatives in China, Israel, South Korea and Singapore and selected markets in Japan.

International sales, which consist of export sales from the United States of America either directly to the end user or to one of our foreign subsidiaries, accounted for approximately 61%, 59%, and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively. Revenues by region for each of the last three fiscal years were as follows:

<Table>
<Caption>

	YEARS ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
United States.....	\$15,087	\$10,867	\$ 8,111
Asia.....	5,612	2,095	2,669
Europe.....	10,644	7,498	6,657
Japan.....	6,862	5,978	11,598
Total external sales.....	\$38,205	\$26,438	\$29,035

</Table>

We generally sell our systems on 30-to-60 day credit terms to our domestic and European customers. Customers in the Pacific Rim countries, other than Japan, are generally required to deliver a letter of credit payable in U.S. dollars upon system shipment. Sales to other international customers, including Japan, are billed either in local currency or U.S. dollars. We anticipate that international sales will continue to account for a significant portion of revenue in the foreseeable future.

We generally warrant our new systems for 12 months and our refurbished systems for six months from shipment. Installation is included in the price of the system. Our field process engineers provide customers with call-out repair and maintenance services for a fee. Customers may also enter into repair and maintenance service contracts covering our systems. We train customer service engineers to perform routine service for a fee and provide telephone consultation services generally free of charge.

The sales cycles for our systems vary depending upon whether the system is an initial design-in, reorder or used equipment. Initial design-in sales cycles are typically 12 to 18 months, particularly for 6500 series

systems. In contrast, reorder sales cycles are typically four to six months, and used system sales cycles are generally one to three months. The initial design-in sales cycle begins with the generation of a sales lead, which is followed by qualification of the lead, an analysis of the customer's particular applications needs and problems, one or more presentations to the customer (frequently including extensive participation by our senior management), two to

three wafer sample demonstrations, followed by customer testing of the results and extensive negotiations regarding the equipment's process and reliability specifications. Initial design-in sales cycles are monitored by senior management for correct strategy approach and prioritization. We may, in some instances, need to provide the customer with an evaluation critical etch system for three to six months prior to the receipt of a firm purchase order.

RESEARCH AND DEVELOPMENT

The market for semiconductor capital equipment is characterized by rapid technological change. We believe that continued and timely development of new systems and enhancements to existing systems is necessary for us to maintain our competitive position. Accordingly, we devote a significant portion of our personnel and financial resources to research and development programs and seek to maintain close relationships with our customers in order to be responsive to their system needs.

Our research and development encompasses the following areas: plasma technology, process characterization and development, material sciences applicable to the etch environment, system design and architecture, electro-mechanical design and software engineering. Management emphasizes advanced plasma and reactor chamber modeling capabilities in order to accelerate bringing advanced chamber designs to market. We employ multi-discipline teams to facilitate short engineering cycle times and rapid product development.

As of March 31, 2001, we had 39 full-time employees dedicated to equipment design engineering, process support and research and development. Research and development expenses for fiscal 2001, 2000 and 1999 were \$8.9 million, \$10.1 million and \$9.6 million, respectively, and represented 23.4%, 38.0% and 33.0% of total revenue, respectively. Such expenditures were used for the development of new systems and processes, continued enhancement and customization of existing systems, etching customer samples in our demonstration labs and providing process engineering support at customer sites.

MANUFACTURING

Our etch systems are produced at our headquarters in Petaluma, California. Our manufacturing activities consist of assembling and testing components and sub-assemblies which are then integrated into finished systems. We have structured our production facility to be driven either by orders or by forecasts and have adopted a modular system architecture to increase assembly efficiency and design flexibility. We have also implemented "just-in-time" manufacturing techniques in our assembly processes. Through the use of such techniques, 900 series system manufacturing cycle times take approximately 14 days and cycle times for our 6500 series products take two to three months.

COMPETITION

The semiconductor capital equipment industry is highly competitive. We believe that the principal competitive factor in the critical segments of the etch industry is technical performance of the system, followed closely by the existence of customer relationships, the system price, the ability to provide service and technical support on a global basis and other related cost factors. We believe that the principal competitive factor in the non-critical segments of the etch industry is system price, followed closely by the technical performance of the system, the existence of established customer relationships, the ability to provide service and technical support on a global basis and other related cost factors.

INTELLECTUAL PROPERTY

We hold an exclusive license and/or ownership of 33 United States of America patents, including our dual frequency tri-electrode control system, and 28 corresponding foreign patents covering various aspects of our systems. We have also applied for 15 additional United States of America patents and 46 additional

foreign patents. Of these patents, a few expire as early as 2003, others expire as late as 2019 with the average expiration occurring in approximately 2011. We believe that the duration of such patents generally exceeds the life cycles of the technologies disclosed and claimed therein. We believe that although the patents we have exclusively licensed or hold directly will be of value, they will not determine our success, which depends principally upon our engineering, marketing, service and manufacturing skills. However, in the absence of patent protection, we may be vulnerable to competitors who attempt to imitate our systems, processes, and manufacturing techniques. We have signed a non-exclusive field of use license to two of our patents which validates and protects our strategic application sets. In addition, other companies and inventors may receive patents that contain claims applicable to our systems and processes. The sale of our systems covered by such patents could require licenses that may not be available on acceptable terms, if at all. We also rely on trade secrets and other proprietary technology that we seek to protect, in part, through confidentiality agreements with employees, vendors, consultants and other

parties. There can be no assurance that these agreements will not be breached, that we will have adequate remedies for any breach, or that our trade secrets will not otherwise become known to or independently developed by others.

The original version of the system software for our 6500 series systems was jointly developed by us and Realtime Performance, Inc., a third party software vendor. We hold a perpetual, non-exclusive, non-royalty bearing license to use and enhance this software. The enhanced version of the software currently used on our 6500 series systems has undergone multiple releases of the original software, and such enhancements were developed exclusively by us. Neither the software vendor nor any other party has any right to use our current release of the system software.

EMPLOYEES

As of March 31, 2001, we had a total of 188 employees consisting of 178 regular full-time employees and 10 temporary or contract personnel, including 41 in engineering, research and development, 47 in manufacturing, 75 in marketing, sales and customer service and support and 25 in executive and administrative positions. Many of our employees are highly skilled, and our success will depend in part upon our ability to attract, retain and develop such employees. Skilled employees, especially employees with extensive technological backgrounds, are currently in great demand. There can be no assurance that we will be able to attract or retain the skilled employees which may be necessary to continue our research and development, manufacturing or marketing programs. The loss of any such persons, as well as the failure to recruit additional key personnel in a timely manner, could have a material adverse effect on us.

None of our employees is represented by a labor union or covered by a collective bargaining agreement. We consider our employee relations to be good.

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RISK FACTORS

The semiconductor industry is cyclical and may experience periodic downturns which may negatively affect customer demand for our products and result in losses such as those experienced in the past.

Our business depends upon the capital expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor industry is highly cyclical and historically has experienced periodic downturns, which often have had a material adverse effect on the semiconductor industry's demand for semiconductor capital equipment, including etch systems manufactured by us. In addition, the need for continued investment in research and development, substantial capital equipment requirements, and extensive ongoing customer service and support requirements worldwide will continue to limit our ability to reduce expenses in response to any such downturn or slowdown in the future.

Our competitors have greater financial resources and greater name recognition than we do and therefore may compete more successfully in the critical etch industry than we can.

We believe that to be competitive, we will require significant financial resources in order to offer a broad range of systems, to maintain customer service and support centers worldwide and to invest in research and development. Many of our existing and potential competitors, including, among others, Applied Materials, Inc., Lam Research Corporation and Tokyo Electron Limited, have substantially greater financial resources, more extensive engineering, manufacturing, marketing and customer service and support capabilities, larger installed bases of current generation etch and other production equipment and broader process equipment offerings, as well as greater name recognition than we do. We cannot assure you that we will be able to compete successfully against these companies in the United States of America or worldwide.

We depend on sales of our 6500 series systems in critical etch markets that may not fully adopt our product for production use.

We have designed our 6500 series systems for sub-0.35 micron critical etch applications in emerging films, polysilicon and metal which we believe to be the leading edge of critical etch applications. Revenues from the sale of 6500 series systems have accounted for 21% and 19% of total revenues in fiscal 2001 and 2000, respectively. Our 6500 series systems are currently being used primarily for research and development activities or low volume production. For the 6500 series systems to achieve full market adoption, our customers must utilize these systems for volume production. There can be no assurance that the market for critical etch emerging film, polysilicon or metal etch systems will develop as quickly or to the degree we expect.

If the 6500 series does not achieve significant sales or volume production due to a lack of full customer adoption, our business, financial condition, results of operations and cash flows would be materially adversely affected.

Our potential customers may not adopt our products because of their significant cost or because our potential customers are already using a competitor's tool.

A substantial investment is required to install and integrate capital equipment into a semiconductor production line. Additionally, we believe that once a device manufacturer has selected a particular vendor's capital equipment, that manufacturer generally relies upon that vendor's equipment for that specific production line application and, to the extent possible, subsequent generations of that vendor's systems. Accordingly, it may be extremely difficult to achieve significant sales to a particular customer once another vendor's capital equipment has been selected by that customer unless there are compelling reasons to do so, such as significant performance or cost advantages. Any failure to gain access and achieve sales to new customers will adversely affect the successful commercial adoption of our products and could have a material adverse effect on us.

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Our quarterly operating results may continue to fluctuate.

Our revenue and operating results have fluctuated and are likely to continue to fluctuate significantly from quarter to quarter, and there can be no assurance as to future profitability.

Our 900 series etch systems typically sell for prices ranging between \$250,000 and \$600,000, while prices of our 6500 series critical etch systems typically range between \$1.8 million and \$3.0 million. To the extent we are successful in selling our 6500 series systems, the sale of a small number of these systems will probably account for a substantial portion of revenue in future quarters, and a transaction for a single system could have a substantial impact on revenue and gross margin for a given quarter.

The timing of new systems and technology announcements and releases by us and others may also contribute to fluctuations in quarterly operating results, including cases in which new systems or technology offerings cause customers to defer ordering systems from our existing product lines. Our revenue and operating results may also fluctuate due to the timing and mix of systems sold, the volume of service provided and spare parts delivered in a particular quarter and changes in pricing by us, our competitors or suppliers. Additionally, a substantial amount of income may be derived from patent license fees. Such fees are volatile and we cannot predict we will receive similar fees in the future. The impact of these and other factors on our revenue, operating results and cash flows in any future periods is, and will continue to be, difficult for us to forecast.

Because technology changes rapidly, we may not be able to introduce our products in a timely enough fashion.

The semiconductor manufacturing industry is subject to rapid technological change and new system introductions and enhancements. We believe that our future success depends on our ability to continue to enhance our existing systems and their process capabilities, and to develop and manufacture in a timely manner new systems with improved process capabilities. We may incur substantial unanticipated costs to ensure product functionality and reliability early in our products' life cycles. There can be no assurance that we will be successful in the introduction and volume manufacture of new systems or that we will be able to develop and introduce, in a timely manner, new systems or enhancements to our existing systems and processes which satisfy customer needs or achieve market adoption.

Some of our sales cycles are lengthy, exposing us to the risks of inventory obsolescence and fluctuations in operating results.

Sales of our systems depend, in significant part, upon the decision of a prospective customer to add new manufacturing capacity or to expand existing manufacturing capacity, both of which typically involve a significant capital commitment. We often experience delays in finalizing system sales following initial system qualification while the customer evaluates and receives approvals for the purchase of our systems and completes a new or expanded facility. Due to these and other factors, our systems typically have a lengthy sales cycle (often 12 to 18 months in the case of critical etch 6500 systems) during which we may expend substantial funds and management effort. Lengthy sales cycles subject us to a number of significant risks, including inventory obsolescence and fluctuations in operating results over which we have little or no control.

We may not be able to protect our intellectual property or obtain licenses for third parties' intellectual property and therefore we may be exposed to liability for infringement or the risk that our operations may be adversely affected.

Although we attempt to protect our intellectual property rights through patents, copyrights, trade secrets and other measures, we may not be able to protect our technology adequately and competitors may be able to develop similar technology independently. Additionally, patent applications that we may file may

not be issued and foreign intellectual property laws may not protect our intellectual property rights. There is also a risk that patents licensed by or issued to us will be challenged, invalidated or circumvented and that the rights granted thereunder will not provide competitive advantages to us. Furthermore, others may independently develop similar systems, duplicate our systems or design around the patents licensed by or issued to us.

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Existing litigation and any future litigation could result in substantial cost and diversion of effort by us, which by itself could have a material adverse effect on our financial condition, operating results and cash flows. Further, adverse determinations in such litigation could result in our loss of proprietary rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties or prevent us from manufacturing or selling our systems. In addition, licenses under third parties' intellectual property rights may not be available on reasonable terms, if at all.

Our future capital needs may exceed our ability to raise capital.

The development, manufacture and marketing of etch systems are highly capital intensive. In order to be competitive, we must continue to make significant expenditures for, among other things, capital equipment and the manufacture of evaluation and demonstration unit inventory for our 6500 series etch systems. We believe that our existing cash balances, anticipated cash flow from operations and funds available under our existing lines of credit will satisfy our financing requirements for the next twelve months. Rapid revenue growth may require that we seek additional capital to meet our working capital needs beyond the next 12 months. Likewise, a sharp decline in future orders and revenues might have a similar effect should we be unable to reduce our expenses to the degree necessary to avoid incurring losses. There can be no assurance that additional financing, if required, will be available on reasonable terms or at all. To the extent that additional capital is raised through the sale of additional equity or convertible debt securities, the issuance of such securities could result in additional dilution to our stockholders.

Our customers are concentrated and therefore the loss of a significant customer may harm our business.

Our top five customers accounted for 42.0%, 53.1%, and 66.4% of our systems revenues in fiscal 2001, 2000 and 1999, respectively. Two customers accounted for more than 10% of net systems sales in fiscal 2001. Although the composition of the group comprising our largest customers may vary from year to year, the loss of a significant customer or any reduction in orders by any significant customer, including reductions due to market, economic or competitive conditions in the semiconductor manufacturing industry, may have a material adverse effect on our business, financial condition, results of operations and cash flows. Our ability to increase our sales in the future will depend, in part, upon our ability to obtain orders from new customers, as well as the financial condition and success of our existing customers and the general economy, which is largely beyond our ability to control.

We are exposed to additional risks associated with international sales and operations.

International sales accounted for 61%, 59%, and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively. International sales are subject to certain risks, including the imposition of government controls, fluctuations in the U.S. dollar (which could increase the sales price in local currencies of our systems in foreign markets), changes in export license and other regulatory requirements, tariffs and other market barriers, political and economic instability, potential hostilities, restrictions on the export or import of technology, difficulties in accounts receivable collection, difficulties in managing distributors or representatives, difficulties in staffing and managing international operations and potentially adverse tax consequences. There can be no assurance that any of these factors will not have a material adverse effect on our operations and financial results.

Sales of our systems in certain countries are billed in local currency, and we have two lines of credit denominated in Japanese Yen. We generally attempt to offset a portion of our U.S. dollar denominated balance sheet exposures subject to foreign exchange rate remeasurement by purchasing currency options and forward currency contracts for future delivery. There can be no assurance that our future results of operations and cash flows will not be adversely affected by foreign currency fluctuations. In addition, the laws of certain countries in which our products are sold may not provide our products and intellectual property rights with the same degree of protection as the laws of the United States of America.

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Our stockholder rights plan may deter takeover attempts.

Under the terms of our stockholder rights plan, our board of directors is

authorized to issue preferred stock without further stockholder approval or to exercise the anti-takeover provisions of our stockholder rights plan in the event of an unsolicited attempt to assume control over Tegal. Should our board of directors exercise such rights, such action could have the effect of delaying, deferring or preventing a change in control of Tegal.

Our stock price is volatile and could result in a material decline in the value of your investment in Tegal.

We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, sales of our common stock into the market place, failure to meet or changes in analysts' expectations, general conditions in the semiconductor industry or the worldwide economy, announcements of technological innovations or new products or enhancements by us or our competitors, developments in patents or other intellectual property rights, developments in our relationships with our customers and suppliers, natural disasters and outbreaks of hostilities 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 shares of small capitalization stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. There can be no assurance that the market price of our common stock will not experience significant fluctuations in the future, including fluctuations that are unrelated to our performance.

Potential disruption of our supply of materials required to build our systems could have a negative effect on our operations and damage our customer relationships.

Materials delays have not been significant in recent years. Nevertheless, we procure certain components and sub-assemblies included in our systems from a limited group of suppliers, and occasionally from a single source supplier. For example, we depend on MECS Corporation, a robotic equipment supplier, as the sole source for the robotic arm used in all of our 6500 series systems. We currently have no existing supply contract with MECS Corporation, and we currently purchase all robotic assemblies from MECS Corporation on a purchase order basis. Disruption or termination of certain of these sources, including our robotic sub-assembly source, could have an adverse effect on our operations and damage our relationship with our customers.

Any failure by us to comply with environmental regulations imposed on us could subject us to future liabilities.

We are subject to a variety of governmental regulations related to the use, storage, handling, discharge or disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing process. We believe that we are currently in compliance in all material respects with these regulations and that we have obtained all necessary environmental permits generally relating to the discharge of hazardous wastes to conduct our business. Nevertheless, our failure to comply with present or future regulations could result in additional or corrective operating costs, suspension of production, alteration of our manufacturing processes, or cessation of our operations.

Special Note Regarding Forward Looking Statements

This Form 10-K includes or incorporates by reference forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements, which are based on assumptions and describe our future plans, strategies and expectations, are generally identifiable by the use of the words "anticipate", "believe", "estimate", "expect", "intend", "project", or similar expressions. These forward-looking statements are subject to risks, uncertainties and assumptions about us. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this Form 10-K are set forth under the caption "Risk Factors" and elsewhere in this prospectus and the documents incorporated by reference in this Form 10-K. If one or more of these risks or uncertainties materialize, or if any underlying assumptions prove incorrect, our actual results, performance or achievements may vary materially from any future results, performance or achievements expressed or implied by these

forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements in this paragraph.

ITEM 2. PROPERTIES

We maintain our headquarters, encompassing our executive office, manufacturing, engineering and research and development operations, in one leased 120,000 square foot facility in Petaluma, California. We currently occupy 90,000 square feet of this building, with the remaining portion sublet or being offered for sublet. The lease expires in March 2004 and carries one five-year

renewal option. Other than certain large pieces of capital equipment leased by us, we own substantially all of the machinery and equipment used in our facilities. We believe that our existing facilities are adequate to meet our requirements for several years.

We lease sales, service and process support space in Santa Clara, California; Munich, Germany; Kawasaki, Japan; Catania, Italy; Seoul, South Korea; and Hsin Chu City, Taiwan.

ITEM 3. LEGAL PROCEEDINGS

On March 17, 1998, we filed a suit in the United States of America District Court in the Eastern District of Virginia against Tokyo Electron Limited and several of its U.S. subsidiaries (collectively, "TEL") alleging that TEL's 65DI and 85DI IEM etch equipment infringe certain of our patents. The suit was tried to the court in May 1999, and on August 31, 1999, the court found both patents-in-suit valid, and found that TEL had willfully infringed our '223 dual-frequency triode etcher patent. The court enjoined TEL from further sales or service of its IEM etchers. In addition, the court ordered TEL to pay attorney's fees and court costs to us. TEL filed an appeal of the court's ruling. A follow-on action against TEL concerning a later generation of IEM equipment is pending in the same court. The District Court granted summary judgment of non-infringement in the follow-on action against TEL in August 2000. We are appealing that ruling. We cannot assure you of the timing or outcome of either appeal or of the effect of any such outcome on our business.

On September 1, 1999, we filed a patent infringement action against Lam Research Corporation ("Lam"), asserting infringement of the '223 patent and a second, related patent. That suit was also filed in the Eastern District of Virginia, Richmond Division. We are seeking injunctive relief barring Lam from manufacturing, selling and supporting products that incorporate our patented technology. We are further seeking enhanced damages for willful infringement of our patents. Lam filed a motion to dismiss that action for lack of jurisdiction, or in the alternative to transfer that action to the Northern District of California. On December 7, 1999, the motion to transfer was granted. The case has since been transferred to the Northern District of California. Discovery has begun in that action. A Markman hearing, previously scheduled for May 2001, has been taken off calendar pending decision of TEL's appeal to the Federal Circuit. We cannot assure you of the timing or outcome of this lawsuit or of the effect of any such outcome on our business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fiscal fourth quarter ended March 31, 2001.

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EXECUTIVE OFFICERS OF THE REGISTRANT

The following sets forth certain information regarding our executive officers as of March 31, 2001:

NAME	AGE	POSITION
Michael L. Parodi.....	52	Chairman of the Board of Directors, President and Chief Executive Officer
Paul N. Erickson.....	65	Chief Financial Officer
Stephen P. DeOrnellas.....	46	Vice President, Technology and Corporate Development and Chief Technical Officer
George B. Landreth.....	46	Vice President, Product Development
James D. McKibben.....	50	Vice President, Worldwide Sales and Marketing
Colin C. Tierney.....	54	Vice President, Worldwide Operations and Customer Support

MICHAEL L. PARODI joined us as Director, President and Chief Executive Officer in December 1997 and assumed the additional role of Chairman of the Board in March 1999. From 1991 to 1996, Mr. Parodi was Chairman of the Board, President and Chief Executive Officer of Semiconductor Systems, Inc. ("SSI"), a manufacturer of photolithography processing equipment sold to the semiconductor and thin film head markets until SSI was merged with FSI International ("FSI"). Mr. Parodi remained with FSI as Executive Vice President and General Manager of SSI from the time of the merger to December 1997, integrating SSI into FSI. In 1990, Mr. Parodi led the acquisition of SSI from General Signal Corporation. Prior to 1990, Mr. Parodi held various senior engineering and operations management positions with General Signal Corporation, Signetics Corporation, Raytheon Company, Fairchild Semiconductor Corporation and National Semiconductor Corporation. Mr. Parodi currently is a member of the Semiconductor Equipment and Materials International Board of Directors.

PAUL N. ERICKSON joined us as Chief Financial Officer in October 2000 and is responsible for overseeing our day-to-day financial and administrative operations. Prior to joining us, Mr. Erickson was principal of Strategic Consulting Services, a comprehensive management consulting and interim executive services company, which he founded in 1983. Mr. Erickson has nearly 40 years of experience in strategic development and mergers and acquisitions. His past experience includes working with a number of large public and privately held companies in senior management positions, including Good Guys Inc., Consolidated Fibres and Wells Fargo & Company.

STEPHEN P. DEORNELLAS joined us in July 1990 as Vice President of Marketing and Technology, served as Vice President of Process Technology from April 1995 until June 1996, at which time he was appointed Vice President, Technology and Corporate Development and Chief Technical Officer. From 1989 to 1990 he was Vice President of Marketing for the Wafer Inspection Systems Division of KLA Instruments Corporation ("KLA"). From 1981 to 1989 he held a variety of product development and marketing management positions, including Vice President Marketing from 1987 to 1989, Vice President of Process Engineering from 1983 to 1987, and Senior Process Engineer from 1981 to 1983, with Lam Research Corporation where he had responsibility for the development and introduction of the Lam Autoetch and Rainbow product lines.

GEORGE B. LANDRETH joined us in November 1992 as Manager of Mechanical Engineering where he was responsible for directing the development of our 6500 series critical etch systems platform. From June 1996 until April 1997 he served as Director of Program Development, at which time he was promoted to Vice President, Product Development. Prior to joining us, Mr. Landreth held product development engineering management and design engineering positions with KLA, Silicon Valley Group, Inc., Optoscan Corporation, Eaton Corporation, Siltec Corporation and Peterbilt Motors.

JAMES D. MCKIBBEN joined us in June 1996 as Vice President, Worldwide Sales. In November 1998, he assumed the additional role of Vice President, Marketing. Prior to joining us, from 1995 to 1996 and from 1988 to 1992, Mr. McKibben was Vice President, Marketing, Sales and Customer Support for MRS Technology, Inc., a lithography equipment manufacturer for flat panel displays. From 1993 to 1995, he served as Director of Marketing and Sales for SSI. From 1992 to 1993, he was Regional Manager for Kulicke and

Soffa Industries, Inc., a maker of wire bonders and other back-end assembly equipment for the IC industry. Prior to 1988, Mr. McKibben held several sales and service management positions with Wild/Lietz, Inc., GCA Corporation and J.T. Baker Chemical Company.

COLIN C. TIERNEY joined us in September 1998 as Vice President, Worldwide Operations and Customer Support. From 1996 to 1998, he was Vice President Operations with KLA where he led Operations through the merger with Tencor and implemented new product introduction and demand flow technology processes. From 1988 to 1996, Mr. Tierney served as Vice President, Operations with Lam Research Corporation where he led worldwide operations and facilities functions and directed projects to integrate several acquisitions. Prior to 1988, Mr. Tierney held senior operations positions with Scientific Microsystems, Inc., Ultratech Stepper, Inc. and Diablo Systems Inc., a division of Xerox Corporation.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Since October 19, 1995, our common stock has been traded on the Nasdaq National Market System under the symbol TGAL. The following table sets forth the range of high and low sales prices for our common stock for each quarter during the prior two fiscal years.

<Table>
<Caption>

	HIGH	LOW
	----	---
<S>	<C>	<C>
FISCAL YEAR 2000		
First Quarter.....	3.938	2.875
Second Quarter.....	4.750	2.000
Third Quarter.....	13.500	2.000
Fourth Quarter.....	9.688	5.500
FISCAL YEAR 2001		
First Quarter.....	6.875	2.875
Second Quarter.....	8.000	3.031
Third Quarter.....	3.750	1.131
Fourth Quarter.....	4.500	1.781

</Table>

The approximate number of record holders of our common stock as of March 31, 2001 was 213. We have not paid any cash dividends since our inception and do not anticipate paying cash dividends in the foreseeable future. Further, our domestic line of credit restricts the declaration and payment of cash dividends.

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ITEM 6. SELECTED FINANCIAL DATA

<Table>
<Caption>

YEAR ENDED MARCH 31,					
	2001	2000	1999	1998	1997
(IN THOUSANDS, EXCEPT PER SHARE DATA)					
<S>	<C>	<C>	<C>	<C>	<C>
CONSOLIDATED STATEMENTS OF OPERATIONS DATA:					
Revenue.....	\$38,205	\$26,438	\$29,035	\$41,472	\$57,423
Gross profit.....	13,915	9,231	8,161	17,095	25,901
Operating income (loss).....	(7,226)	(12,932)	(15,402)	(6,673)	3,180
Income (loss) before provision for income taxes and cumulative effect of change in accounting principle...	1,096	(12,571)	(14,997)	(5,545)	4,180
Net income (loss).....	699	(12,571)	(15,132)	(5,545)	3,140
Net income (loss) per share:(1)					
Basic.....	0.06	(1.15)	(1.42)	(0.54)	0.31
Diluted.....	0.05	(1.15)	(1.42)	(0.54)	0.29
Shares used in per share computation:					
Basic.....	12,499	10,964	10,630	10,364	10,124
Diluted.....	12,838	10,964	10,630	10,364	10,764
CONSOLIDATED BALANCE SHEET DATA:					
Cash and cash equivalents.....	\$12,649	\$12,627	\$17,569	\$25,660	\$30,323
Working capital.....	26,551	24,993	27,298	39,574	45,392
Total assets.....	42,252	35,573	39,652	55,146	63,524
Short-term notes payable to banks and others.....	3,840	430	223	285	252
Long-term obligations.....	44	130	30	101	301
Stockholders' equity.....	28,609	27,431	30,816	44,804	50,542

Pro forma statements of operations data assuming application of SAB 101 "Revenue Recognition in Financial Statements" is applied retroactively is as follows:

<Table>
<Caption>

YEAR ENDED MARCH 31,					
	AS REPORTED 2001	PRO FORMA 2000	PRO FORMA 1999	PRO FORMA 1998	PRO FORMA 1997
(IN THOUSANDS, EXCEPT PER SHARE DATA)					
<S>	<C>	<C>	<C>	<C>	<C>
CONSOLIDATED STATEMENTS OF OPERATIONS DATA:					
Revenue.....	\$38,205	\$26,216	\$29,165	\$41,942	\$56,567
Gross profit.....	13,915	8,987	8,226	17,330	25,473
Operating income (loss).....	(7,226)	(13,176)	(15,337)	(6,438)	2,752
Income (loss) before provision for income taxes and cumulative effect of change in accounting principles.....	1,096	(12,815)	(14,932)	(5,310)	3,752
Net income (loss).....	699	(12,815)	(15,067)	(5,310)	2,712
Net income (loss) per share:(1)					
Basic.....	0.06	(1.17)	(1.42)	(0.51)	0.27
Diluted.....	0.05	(1.17)	(1.42)	(0.51)	0.25
Shares used in per share computation:					
Basic.....	12,499	10,964	10,630	10,364	10,124
Diluted.....	12,838	10,964	10,630	10,364	10,764

(1) See Note 1 of our Consolidated Financial Statements for an explanation of the computation of earnings per share.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information contained herein contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate" or "continue" or the negative thereof or other variations thereon or comparable terminology or which constitute projected financial information. The following contains cautionary statements identifying important factors with respect to such forward-looking statements, including certain risks and uncertainties, that could cause actual results to differ materially from those in such forward-looking statements.

RESULTS OF OPERATIONS

The following table sets forth certain financial data for the years indicated as a percentage of revenue:

<Table>
<Caption>

	MARCH 31,		
	2001	2000	1999
	<C>	<C>	<C>
Revenue.....	100.0%	100.0%	100.0%
Cost of sales.....	63.6	65.1	71.9
Gross profit.....	36.4	34.9	28.1
Operating expenses:			
Research and development expenses.....	23.4	38.0	33.0
Sales and marketing expenses.....	13.5	18.1	18.0
General and administrative expenses.....	18.4	27.7	30.1
Total operating expenses.....	55.3	83.8	81.1
Operating loss.....	(18.9)	(48.9)	(53.0)
Other income, net.....	21.8	1.4	1.4
Income (loss) before provision for income taxes and cumulative effect of change in accounting principle.....	2.9	(47.5)	(51.6)
Provision for income taxes.....	0.1	0.0	(0.5)
Income (loss) before cumulative effect of change in accounting principle.....	2.8	(47.5)	(52.5)
Cumulative effect of change in accounting principle.....	(1.0)	--	--
Net income (loss).....	1.8%	(47.5)%	(52.1)%

</Table>

YEARS ENDED MARCH 31, 2001, 2000 AND 1999

Revenue

Our revenue is derived from sales of new and refurbished systems, spare parts and non-warranty service. Revenue increased 45% in fiscal 2001 from fiscal 2000 (to \$38.2 million from \$26.4 million). Revenue declined 9 percent in fiscal 2000 from fiscal 1999 (to \$26.4 million from \$29.0 million). The revenue increase in fiscal 2001 compared to fiscal 2000 was principally attributable to an increase in sales of our 900 and 6500 series etch systems. There was a slight increase in spares and service which we believe is due to the increased usage of systems previously installed. The revenue decline in fiscal 2000 as compared to fiscal 1999 was principally attributable to selling one less 6500 series system resulting in \$1.6 million less revenue in fiscal 2000. In addition, our service revenue declined by \$0.6 million in fiscal 2000 over fiscal 1999.

International sales accounted for approximately 61, 59, and 72 percent of total revenue in fiscal 2001, 2000 and 1999, respectively. We expect that international sales will continue to account for a significant portion of our revenue.

Gross Profit

Our gross profit as a percentage of revenue (gross margin) increased slightly to 36 percent in fiscal 2001 from 35 percent in fiscal 2000, which was up from 28 percent in fiscal 1999. The gross margin increase in fiscal

2001 as compared to fiscal 2000 was principally due to higher gross margins for systems because of higher volumes, partially offset by lower margins in the service and spares. The gross margin increase in fiscal 2000 as compared to

fiscal 1999 is principally due to reduced costs in service and spare parts. In the case of service, expenses in fiscal 2000 were materially less due to reduced headcount and in the case of spares, margins were improved due to a favorable mix of parts sold and other inventory related costs including reduced provisions for excess and obsolete inventory of \$0.3 million.

Our gross profit as a percentage of revenue has been, and will continue to be, affected by a variety of factors, including the mix and average selling prices of systems sold and the costs to manufacture, service and support new product introductions and enhancements. Gross margins for our 6500 series systems are typically lower than those of our more mature 900 series systems due to the inefficiencies and lower vendor discounts associated with lower order volumes and increased service installation and warranty support.

Research and Development

Research and development expenses consist primarily of salaries, prototype material and other costs associated with our research and product development efforts. In absolute dollars, research and development expenses decreased to \$9.0 million in fiscal 2001 from \$10.1 million in fiscal 2000, which had increased slightly from \$9.6 million in fiscal 1999. Research and development as a percentage of revenue decreased to 23 percent from 38 percent in fiscal 2000, which had increased from 33 percent in fiscal 1999. The absolute dollar decrease in fiscal 2001 expenses over fiscal year 2000 was due primarily to the completion of a project that had produced increased spending in the prior fiscal year for prototype material enhancements to the 6500 series system. The absolute dollar increase in fiscal 2000 expenses over fiscal 1999 expenses was attributable to that same project. We anticipate that fiscal 2002 research and development expenses in absolute dollars will continue at or decline slightly from fiscal 2001 levels to permit us to support new process applications at our 6500 series customer installations and to further enhance the 6500 series product line, while permitting research and development expenses as a percentage of sales to decline to a more sustainable ratio.

Sales and Marketing

Sales and marketing expenses primarily consist of salaries, commissions, trade show promotion and advertising expenses. In absolute dollars, sales and marketing expenses increased to \$5.1 million in fiscal year 2001 from \$4.8 million in fiscal 2000, which had decreased from \$5.2 million in fiscal 1999. As a percentage of revenue, sales and marketing expenses decreased to 13% in fiscal year 2001 from 18 percent in fiscal 2000 and fiscal 1999. The absolute dollar increase in fiscal 2001 from fiscal year 2000 was primarily due to expenses related to the increased systems sales. The declines in sales and marketing expenses in fiscal 2000 versus fiscal 1999 were principally due to declines in systems sales volumes, resulting in lower commission spending, and to reduced spending on advertising. We expect to slightly decrease our absolute dollar spending on sales and marketing in fiscal 2002 due to our continued efforts to cut advertising and trade show spending.

General and Administrative

General and administrative expenses consist of salaries, legal, accounting and related administrative services and expenses associated with general management, finance, information systems, human resources and investor relations activities. General and administrative expenses in absolute dollars decreased to \$7.1 million in fiscal 2001 from \$7.3 million in fiscal 2000, which had decreased from \$8.7 million in fiscal 1999. As a percentage of revenues, general and administrative expenses declined to 18%, down from 28 percent in fiscal 2000 and 30 percent in fiscal 1999. The absolute dollar decrease in general and administrative expenses in fiscal 2001 over fiscal 2000 was primarily attributable to a \$0.6 million decline in litigation expense in 2001. The decrease in general and administrative expenses in fiscal 2000 over fiscal 1999 was primarily attributable to a \$1.1 million decline in litigation-related expenses in fiscal 2000. We anticipate that our general and administrative expenses for fiscal 2002 will be somewhat lower than fiscal 2001 spending due primarily to anticipated reductions in legal costs associated with our intellectual property.

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Other Income, Net

Other income, net, consists principally of royalty income, interest income, interest expense, gains and losses on foreign exchange and the sale of fixed assets. We recorded net non-operating income of \$8.3 million, \$0.4 million, and \$0.4 million in fiscal 2001, 2000 and 1999, respectively. In 2001, net non-operating income was primarily due to licensing fees received for non-exclusive patent rights. In the previous two years, net non-operating income was primarily attributable to interest income on outstanding cash balances.

Provision for Income Taxes

Our effective tax rate was 2.3 percent in fiscal 2001, and zero percent in

fiscal 2000 and 1999. We recorded a small provision for federal alternative minimum tax in fiscal year 2001. We believe that we have sufficient tax loss carry forward balances to offset any other tax liability related to the current year earnings. We incurred net losses before taxes in the previous two years and therefore recorded no tax provision in fiscal 2000 and recorded a tax provision of \$0.1 million in fiscal 1999 associated with our operations in Japan.

Cumulative Effect of Change in Accounting Principle

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"). SAB 101 summarizes certain areas of the Staff's views in applying generally accepted accounting principles to revenue recognition. Historically, we recognized revenue from the sales of our products when title passed to the customer, and accrued for the costs of installation and estimated warranty costs. Under the new accounting method adopted retroactively to April 1, 2000, no revenues are recognized until both title and risk of loss have passed to the customer. In addition, we defer revenue recognition for new product sales until installation and customer acceptance have occurred. For sales of existing products, upon the transfer of title and risk of loss, revenue is recorded at the lesser of the fair value of the equipment or the contractual amount billable upon shipment. The remainder is recorded as deferred revenue and recognized as revenue upon installation and customer acceptance. Revenue recognition for spare part sales has generally not changed under the provisions of SAB 101. Services revenue recognition is also unchanged, with such revenue recognized as the related services are provided, unless services are paid for in advance according to service contracts, in which case revenue is deferred and recognized over the service period using the straight-line method. In all cases, revenue is only recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, our price is fixed or determinable, and collectibility is reasonably assured.

During the fourth quarter of fiscal 2001, we implemented SAB 101, retroactive to the beginning of the fiscal year. This was reported as a cumulative effect of a change in accounting principle as of April 1, 2000. The cumulative effect of the change in accounting principle on prior years resulted in a charge to income of \$372K (net of income taxes of \$0), which has been included in income for the year ended March 31, 2001. For fiscal 2001, we recognized \$478K in revenue that is included in the cumulative effect of the change in accounting principle.

Liquidity and Capital Resources

Net cash used in operations was \$2.9 million in fiscal 2001 due principally to income of \$2.1 million (after adjusting for depreciation) and an increase in accounts payable and other accrued liabilities, offset by an increase in accounts receivable, inventory, and prepaid expenses. Net cash used in operations was \$13.6 million in fiscal 2000, due principally to a net loss of \$11.0 million after adjusting for depreciation, an increase in accounts receivable and inventories, offset in part by a decline in other current assets and an increase in accrued expenses and accounts payable. Net cash used in operations was \$8.2 million in fiscal 1999, due principally to a net loss of \$13.2 million after adjusting for depreciation, a decline in accrued expenses and accounts payable offset, in part, by a decline in accounts receivable, inventories, and other current assets.

Net capital expenditures totaled \$0.9 million, \$0.6 million, and \$0.1 million in fiscal 2001, 2000 and 1999, respectively. Capital expenditures in all three years were incurred principally for demonstration equipment, leasehold improvements and to acquire design tools, analytical equipment and computers.

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Net cash provided by financing activities totaled \$3.6 million for fiscal 2001 due principally to increased borrowings against the domestic line of credit. Net cash provided by financing activities totaled \$9.2 million for fiscal 2000, due principally to proceeds from the sale of 1.3 million shares of our common stock and from the exercise of employee stock options and employee participation in our stock purchase plan. Net cash provided by financing activities for fiscal 1999 was immaterial.

As of March 31, 2001, we had approximately \$12.6 million of cash and cash equivalents. In addition to cash and cash equivalents, our other principal sources of liquidity consist of unused portions of several bank borrowing facilities. As of March 31, 2001, we had available \$0.3 million of unused domestic credit line availability with \$3.5 million borrowed against that line. The domestic credit line bears interest at prime plus 1.5 percent, or 10.0% as of March 31, 2001. The domestic line of credit has a \$10 million maximum borrowing capacity secured by substantially all of our assets. This facility will be available until April 2003. In addition to the foregoing facility, as of March 31, 2001, our Japanese subsidiary had two lines of credit available for a total of 450 million Yen (approximately \$3.7 million at exchange rates prevailing on March 31, 2001) collateralized by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375

percent as of March 31, 2001) plus 0.25 percent and 0.625 percent, respectively.

We believe that anticipated cash flows from operations, funds available under our lines of credit and existing cash and cash equivalent balances will be sufficient to meet our cash requirements for the next twelve months. After that time, we cannot be certain that additional funding will be available on acceptable terms, or at all. If we require additional capital resources to grow our business, execute our operating plans, or acquire complimentary technologies or businesses at any time in the future, we may seek to sell additional equity or debt securities or secure additional lines of credit, which may result in additional dilution to our stockholders. In addition, we cannot be assured that additional financing, if needed, will be available on favorable terms, or at all.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

MARKET RISK DISCLOSURE

We are exposed to financial market risks, including changes in foreign currency exchange ("FX") rates and interest rates. To mitigate the risks associated with FX rates, we utilize derivative financial instruments. We do not use derivative financial instruments for speculative or trading purposes.

We manufacture the majority of our products in the United States of America; however, we service customers worldwide and thus have a cost base that is diversified over a number of European and Asian currencies as well as the U.S. dollar. This diverse base of local currency costs serves to mitigate partially the earnings effect of potential changes in value of our local currency denominated revenue. Additionally, we denominate our export sales in U.S. dollars, whenever possible.

We manage short-term exposures to changing FX rates with financial market transactions, principally through the purchase of forward FX contracts to offset the earnings and cash-flow impact of the nonfunctional currency-denominated receivables. Forward FX contracts are denominated in the same currency as the receivable being hedged, and the term of the forward FX contract matches the term of the underlying receivable. The receivables being hedged arise from trade transactions and other firm commitments affecting us.

We do not hedge our foreign currency exposures in a manner that would entirely eliminate the effects of changes in FX rates on our operations. Accordingly, our reported revenue and results of operations have been, and may in the future be, affected by changes in the FX rates. We have utilized a sensitivity analysis for the purpose of identifying market risk in relation to underlying transactions that are sensitive to FX rates including foreign currency forward exchange contracts and nonfunctional currency denominated receivables. The net amount that is exposed to changes in foreign currency rates was evaluated against a 10% change in the value of the foreign currency versus the U.S. dollar. Based on this analysis, we believe that we are not materially sensitive to changes in foreign currency rates on our net exposed FX position.

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A 78 basis-point move in the weighted average interest rates (10% of our weighted average interest rates in 2001) affecting our floating rate financial instruments as of March 31, 2001, would have an immaterial effect on our pretax results of operations over the next fiscal year.

All of the potential changes noted above are based on sensitivity analyses performed on our balances as of March 31, 2001.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

TEGAL CORPORATION

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE DATA)

ASSETS

<Table>
<Caption>

	MARCH 31,	
	2001	2000
	-----	-----
	<C>	<C>
Current assets:		
Cash and cash equivalents.....	\$ 12,649	\$ 12,627
Accounts receivable, net of allowances for sale returns and doubtful accounts of \$127 and \$449 at March 31, 2001 and 2000, respectively.....	7,967	6,438

Inventory, net.....	17,759	13,261
Prepaid expenses and other current assets.....	1,775	679
	-----	-----
Total current assets.....	40,150	33,005
Property and equipment, net.....	1,772	2,223
Other assets.....	330	345
	-----	-----
Total assets.....	\$ 42,252	\$ 35,573

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Notes payable.....	\$ 3,840	\$ 430
Accounts payable.....	4,139	2,538
Accrued expenses and other current liabilities.....	5,620	5,044
	-----	-----
Total current liabilities.....	13,599	8,012
Long term portion of capital lease obligations.....	44	130
	-----	-----
Total liabilities.....	13,643	8,142
Commitments and contingencies (Note 6)		
Stockholders' equity:		
Preferred stock; \$0.01 par value; 5,000,000 shares authorized; none issued and outstanding.....	--	--
Common stock; \$0.01 par value; 35,000,000 shares authorized; 12,572,252 and 12,452,744 shares issued and outstanding at March 31, 2001 and 2000, respectively...	126	124
Additional paid-in capital.....	65,087	64,699
Accumulated other comprehensive income.....	350	261
Accumulated deficit.....	(36,954)	(37,653)
	-----	-----
Total stockholders' equity.....	28,609	27,431
	-----	-----
Total liabilities and stockholders' equity.....	\$ 42,252	\$ 35,573

</Table>

See accompanying notes to consolidated financial statements.
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TEGAL CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)

<Table>
<Caption>

	YEAR ENDED MARCH 31,		
	2001	2000	1999
	<C>	<C>	<C>
Revenue.....	\$38,205	\$ 26,438	\$ 29,035
Cost of sales.....	24,290	17,207	20,874
	-----	-----	-----
Gross profit.....	13,915	9,231	8,161
	-----	-----	-----
Operating expenses:			
Research and development expenses.....	8,939	10,061	9,594
Sales and marketing expenses.....	5,140	4,782	5,221
General and administrative expenses.....	7,062	7,320	8,748
	-----	-----	-----
Total operating expenses.....	21,141	22,163	23,563
	-----	-----	-----
Operating loss.....	(7,226)	(12,932)	(15,402)
Other income, net.....	8,322	361	405
	-----	-----	-----
Income (loss) before provision for income taxes and cumulative effect of change in accounting principle.....	1,096	(12,571)	(14,997)
Provision for income taxes.....	25	0	135
	-----	-----	-----
Income (loss) before cumulative effect of change in accounting principle.....	1,071	(12,571)	(15,132)
	-----	-----	-----
Cumulative effect of change in accounting principle, net of tax of \$0.....	(372)	0	0
	-----	-----	-----
Net income (loss).....	\$ 699	\$(12,571)	\$(15,132)
	=====	=====	=====
Income (loss) per share before cumulative effect of change of accounting principle:			
Basic.....	\$ 0.09	\$ (1.15)	\$ (1.42)
Diluted.....	0.08	(1.15)	(1.42)

Cumulative effect of change in accounting principle:			
Basic.....	\$ (0.03)	--	--
Diluted.....	(0.03)	--	--
Net income (loss) per share:			
Basic.....	\$ 0.06	\$ (1.15)	\$ (1.42)
Diluted.....	0.05	(1.15)	(1.42)
Weighted average shares used in per share computations:			
Basic.....	12,499	10,964	10,630
Diluted.....	12,838	10,964	10,630

</Table>

See accompanying notes to consolidated financial statements.

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TEGAL CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(IN THOUSANDS, EXCEPT SHARE DATA)

<Table>

<Caption>

	COMMON STOCK		ACCUMULATED ADDITIONAL PAID-IN CAPITAL		OTHER COMPREHENSIVE INCOME (LOSS)	ACCUMULATED DEFICIT	TOTAL STOCKHOLDERS' EQUITY
	SHARES	AMOUNT					
<S>	<C>	<C>	<C>	<C>	<C>	<C>	
Balances at March 31, 1998....	10,566,038	\$106	\$55,177	\$ (529)	\$ (9,950)	\$44,804	
Common stock issued under option and stock purchase plans.....	159,612	1	458		459		
Net loss.....			(15,132)				
Cumulative translation adjustment.....			685				
Total comprehensive loss.....					(14,447)		
Balances at March 31, 1999....	10,725,650	\$107	\$55,635	\$ 156	\$ (25,082)	\$30,816	
Common stock sold, net of issuance costs of \$480.....	1,292,336	13	7,507		7,520		
Common stock issued under option and stock purchase plans.....	434,758	4	1,557		1,561		
Net loss.....			(12,571)				
Cumulative translation adjustment.....			105				
Total comprehensive loss.....					(12,466)		
Balances at March 31, 2000....	12,452,744	\$124	\$64,699	\$ 261	\$ (37,653)	\$27,431	
Common stock issued under option and stock purchase plans.....	119,508	2	388		390		
Net income.....			699				
Cumulative translation adjustment.....			89				
Total comprehensive loss.....					788		
Balances at March 31, 2001....	12,572,252	\$126	\$65,087	\$ 350	\$ (36,954)	\$28,609	

</Table>

See accompanying notes to consolidated financial statements.

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TEGAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

<Table>

<Caption>

	YEAR ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net income (loss).....	\$ 699	\$ (12,571)	\$ (15,132)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Deferred income taxes.....	--	--	239
Depreciation and amortization.....	1,362	1,559	1,904
Allowance for doubtful accounts and for sales return.....	(322)	185	(277)
Cumulative effect of change in accounting			

principle.....	372	--	--
Changes in operating assets and liabilities:			
Accounts receivable.....	(1,232)	(1,545)	4,763
Inventory.....	(4,961)	(1,067)	1,963
Prepaid expenses and other assets.....	(1,102)	872	1,168
Accounts payable and other current liabilities...	2,326	(979)	(2,817)
	-----	-----	-----
Net cash used in operating activities.....	(2,858)	(13,546)	(8,189)
	-----	-----	-----
Cash flows used in investing activities for the purchases of property and equipment.....	(910)	(597)	(106)
	-----	-----	-----
Cash flows from financing activities:			
Net proceeds from issuance of common stock.....	390	9,081	460
Borrowings under notes payable.....	40,757	9,264	2,164
Repayment of notes payable.....	(37,433)	(9,057)	(2,226)
Repayment of capital lease obligations.....	(104)	(105)	(224)
	-----	-----	-----
Net cash provided by financing activities.....	3,610	9,183	174
	-----	-----	-----
Effect of exchange rates on cash and cash equivalents.....	180	18	30
	-----	-----	-----
Net increase (decrease) in cash and cash equivalents.....	22	(4,942)	(8,091)
Cash and cash equivalents at beginning of year.....	12,627	17,569	25,660
	-----	-----	-----
Cash and cash equivalents at end of year.....	\$ 12,649	\$ 12,627	\$ 17,569
	=====	=====	=====
Supplemental disclosures of cash paid during the year			
Interest.....	\$ 557	\$ 123	\$ 28
	=====	=====	=====
Income taxes.....	\$ 35	\$ 332	\$ --
	=====	=====	=====
Supplemental disclosure of non-cash investing and financing activities			
Transfer of demo lab equipment between inventory and fixed assets.....	\$ 380	\$ 255	\$ (249)
	=====	=====	=====

</Table>

See accompanying notes to consolidated financial statements.

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TEGAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

NOTE 1. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Tegal Corporation (the "Company") designs, manufactures, markets, and services plasma etch systems used in the fabrication of integrated circuits ("ICs") and related devices in voice and data telecommunications, thin film head, small flat panel and printer head applications. Etching constitutes one of the principal IC and related device production process steps and must be performed numerous times in the production of such devices.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. Intercompany transactions and balances are eliminated in consolidation. Accounts denominated in foreign currencies are translated using the foreign currencies as the functional currencies. Assets and liabilities of foreign operations are translated to U.S. dollars at current rates of exchange and revenues and expenses are translated using weighted average rates. The effects of translating the financial statements of foreign subsidiaries into U.S. dollars are reported as cumulative other comprehensive income, a separate component of stockholders' equity. Gains and losses from foreign currency transactions are included as a separate component of other income (expense).

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

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments having a maturity

of three months or less on the date of purchase to be cash equivalents.

At March 31, 2001 and 2000, all of the Company's investments are classified as cash equivalents on the balance sheet. The investment portfolio at March 31, 2001 and 2000 is comprised of money market funds. At March 31, 2001 and 2000, the fair value of the Company's investments approximated cost.

Financial Instruments Disclosures

The carrying amount of the Company's financial instruments, including accounts receivable, approximates fair value due to their relatively short maturity. The Company has foreign subsidiaries which operate and sell the Company's products in various global markets. As a result, the Company is exposed to changes in foreign currency exchange rates. The Company utilizes hedge instruments, primarily forward contracts, to manage its exposure associated with firm third-party transactions denominated in non-functional currencies. The Company does not hold derivative financial instruments for speculative purposes. Forward contracts are considered identifiable hedges and realized and unrealized gains and losses are deferred until settlement of the hedged items. They are recognized as other gains or losses when a hedged transaction is no longer expected to occur. Deferred gains and losses were not significant at March 31, 2001 or 2000. Foreign currency gains and losses included in other income (expense) were not significant for the years ended March 31, 2001, 2000 and 1999.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

At March 31, 2001 the Company had forward exchange contracts maturing at various dates throughout fiscal 2002 to exchange 250 million Yen into \$2.2 million. The fair value of these instruments was immaterial at March 31, 2001. At March 31, 2000, the Company had no forward exchange contracts.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of temporary cash investments and accounts receivable. Substantially all of the Company's temporary investments are invested in money market funds. The Company's accounts receivable are derived primarily from sales to customers located in the U.S., Europe, and Asia. The Company performs ongoing credit evaluations of its customers and generally requires no collateral. The Company maintains reserves for potential credit losses. Write-offs during the periods presented have been insignificant. As of March 31 2001, two customers accounted for approximately 20 percent and 23 percent of the accounts receivable balance. As of March 31, 2000, two customers accounted for approximately 34 percent and 12 percent of the accounts receivable balance.

Inventory

Inventory is stated at the lower of cost or market net of an allowance for obsolescence. Cost is computed using standard cost, which approximates actual cost on a first-in, first-out basis and includes material, labor and manufacturing overhead costs.

Warranty Costs

A warranty is provided under the terms of our system contract. Typically our warranty period is six to 12 months depending on the contract specifications. We provide for these costs at the time of revenue recognition based upon prior experience.

Property and Equipment

Property and equipment is recorded at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, ranging from three to seven years. Leasehold improvements are stated at cost and are amortized using the straight-line method over the shorter of the estimated useful life of the improvements or the lease term. When assets are disposed of, the cost and related accumulated depreciation are removed from the accounts and the resulting gains or losses are included in the results of operations. We generally depreciate our assets over the following periods:

<Table>
<Caption>

	YEARS

<S>	<C>
Furniture and machinery and equipment.....	7
Computer and software.....	3

Demo lab equipment.....	7
	5or
	remaining
	lease
Leasehold improvements.....	life

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If undiscounted expected future cash flows are less than the carrying value of the assets, an impairment loss is recognized based on the excess of the carrying amount over the fair value of the assets.

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TEGAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

Income Taxes

Deferred income taxes are recognized for the differences between the tax bases of assets and liabilities and their financial reporting amounts based on enacted tax rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Revenue Recognition

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"). SAB 101 summarizes certain areas of the Staff's views in applying generally accepted accounting principles to revenue recognition. Historically, the Company recognized revenue from the sales of its products when title passed to the customer, and accrued for the costs of installation and estimated warranty costs. Under the new accounting method adopted retroactively to April 1, 2000, no revenues are recognized until both title and risk of loss have passed to the customer. In addition, the Company defers revenue recognition for new product sales until installation and customer acceptance have occurred. For sales of existing products, upon the transfer of title and risk of loss, revenue is recorded at the lesser of the fair value of the equipment or the contractual amount billable upon shipment. The remainder is recorded as deferred revenue and recognized as revenue upon installation and customer acceptance. Revenue recognition for spare part sales has generally not changed under the provisions of SAB 101. Services revenue recognition is also unchanged, with such revenue recognized as the related services are provided, unless services are paid for in advance according to service contracts, in which case revenue is deferred and recognized over the service period using the straight-line method. In all cases, revenue is only recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collectibility is reasonably assured.

During the fourth quarter of fiscal 2001, the Company implemented SAB 101, retroactive to the beginning of the fiscal year. This was reported as a cumulative effect of a change in accounting principle as of April 1, 2000. The cumulative effect of the change in accounting principle on prior years resulted in a charge to income of \$372 (net of income taxes of \$0), or \$0.03 per share, which has been included in income for the year ended March 31, 2001. For fiscal 2001, the Company recognized \$478 in revenue that is included in the cumulative effect of the change in accounting principle as of April 1, 2000. The results for the first three quarters of the year ended March 31, 2001 have been restated in accordance with SAB 101. Pro forma amounts for the years ended March 31, 2000 and 1999, assuming SAB 101 had been applied in those years, are as follows:

<Table>
<Caption>

YEAR ENDED MARCH 31,	
-----	-----
2000	1999
-----	-----

<S>	<C>	<C>
AS REPORTED:		
Net loss.....	\$(12,571)	\$(15,132)
Net loss per share, basic and diluted.....	(1.15)	(1.42)
PROFORMA:		
Net loss.....	\$(12,815)	\$(15,067)
Net loss per share, basic and diluted.....	(1.17)	(1.42)

Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed using the weighted average number of common shares outstanding plus any potentially dilutive securities, except when antidilutive.

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TEGAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

Stock-Based Compensation

The Company accounts for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. The Company's policy is to grant options with an exercise price equal to the closing market price of the Company's stock on the grant date. Accordingly, no compensation cost for stock option grants has been recognized in the Company's statements of operations. The Company provides additional proforma disclosures as required under Statement of Financial Accounting Standards No. 123 ("SFAS No. 123"), "Accounting for Stock-Based Compensation" (see Note 7).

The value of warrants, options or stock exchanged for services from non-employees is generally expensed over the period benefited. Such warrants and options are valued using the Black-Scholes option pricing model. To calculate the expense, the Company uses either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

In April 2000, the Financial Accounting Standards Board issued FASB Interpretation 44 ("FIN 44"), "Accounting for Certain Transactions Involving Stock Compensation -- an interpretation of APB Opinion No. 25." The Company has adopted the provisions of FIN 44 and such adoption did not materially impact the Company's financial position, result of operations or cash flows.

Comprehensive Income

Comprehensive income is defined as the change in equity of a company during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. The primary difference between net income and comprehensive income for Tegal is attributable to foreign currency translation adjustments. Comprehensive income is shown in the statement of stockholders' equity.

New Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. It further provides criteria for derivative instruments to be designated as fair value, cash flow and foreign currency hedges and establishes respective accounting standards for reporting changes in the fair value of the instruments. The statement is effective for all fiscal quarters of fiscal years beginning after June 15, 2000 pursuant to the issuance of SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities -- Deferral of the Effective Date of FASB Statement No. 133," which deferred the effective date of SFAS No. 133 by one year. Upon adoption of SFAS No. 133, the Company will be required to adjust hedging instruments to fair value in the consolidated balance sheet and recognize the offsetting gain or loss as a transition adjustment to be reported in net income or other comprehensive income, as appropriate, and presented in a manner similar to the cumulative effect of a change in accounting principle. The Company believes that the adoption of this statement will not have a significant effect on the Company's financial position, results of operations or cash flows.

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TEGAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

NOTE 2. BALANCE SHEET AND INCOME STATEMENT DETAIL

Inventory consisted of:

<Table>
<Caption>

MARCH 31,

	2001	2000
<S>	<C>	<C>
Raw materials.....	\$ 4,810	\$ 2,579
Work in process.....	4,369	633
Finished goods and spares.....	8,580	10,049
	<u>\$17,759</u>	<u>\$13,261</u>

</Table>

Property and equipment consisted of:

	MARCH 31,	
	2001	2000
<S>	<C>	<C>
Machinery and equipment.....	\$ 8,586	\$ 8,229
Demo lab equipment.....	2,251	2,795
Leasehold improvements.....	3,407	2,998
	<u>14,244</u>	<u>14,022</u>
Less accumulated depreciation and amortization.....	(12,472)	(11,799)
	<u>\$ 1,772</u>	<u>\$ 2,223</u>

</Table>

Machinery and equipment at March 31, 2001 and 2000 includes approximately \$255 and \$484, respectively, of assets under leases that have been capitalized. Accumulated amortization for such equipment approximated \$127 and \$265, respectively.

A summary of accrued expenses and other current liabilities follows:

	MARCH 31,	
	2001	2000
<S>	<C>	<C>
Accrued compensation costs.....	\$1,312	\$1,193
Income taxes payable.....	603	596
Product warranty.....	1,542	1,188
Other.....	2,119	2,067
	<u>\$5,576</u>	<u>\$5,044</u>

</Table>

Other income, net, consisted of the following:

	YEAR ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
Interest income.....	\$ 597	\$ 384	\$ 951
Interest expense.....	(731)	(132)	(28)
Foreign currency exchange gain (loss), net.....	276	48	(549)
Non-exclusive licensing fees.....	8,350	0	0
Other.....	(170)	61	31
	<u>\$8,322</u>	<u>\$ 361</u>	<u>\$ 405</u>

</Table>

NOTE 3. EARNINGS PER SHARE

SFAS No. 128, "Earnings Per Share", requires dual presentation of basic and diluted net income (loss) per share on the face of the income statement. Basic EPS is computed by dividing income

OTHERWISE NOTED)

(loss) available to common stockholders (numerator) by the weighted average number of common shares outstanding (denominator) for the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period. The computation of diluted EPS uses the average market prices during the period. All amounts in the following table are in thousands except per share data.

<Table>
<Caption>

	YEAR ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
Basic net income (loss) per share:			
Income available to common stockholders...	\$ 699	\$(12,571)	\$(15,132)
Weighted average common shares outstanding.....	12,499	10,964	10,630
Basic net income (loss) per share.....	\$ 0.06	\$(1.15)	\$(1.42)
Diluted net income (loss) per share:			
Income available to common stockholders...	\$ 699	\$(12,571)	\$(15,132)
Weighted average common shares outstanding.....	12,499	10,964	10,630
Diluted potential common shares from stock options.....	339	--	--
Weighted average common shares and dilutive potential common shares.....	12,838	10,964	10,630
Diluted net income (loss) per share.....	\$ 0.05	\$(1.15)	\$(1.42)

</Table>

Total stock options outstanding at March 31, 2000 of 3,098,733 and March 31, 1999 of 2,441,000 were excluded from the computations of diluted net income (loss) per share because of their anti-dilutive effect on diluted earnings (loss) per share.

NOTE 4. NOTES PAYABLE TO BANKS AND OTHERS

In April 2000, the Company replaced its prior line of credit with a replacement line of credit totaling \$10 million with a U.S. financial institution. The amount outstanding as of March 31, 2001 was \$3.5 million. No amount was outstanding under the old line of credit as of March 31, 2000 and March 31, 1999. The current line bears interest at prime plus 1.5 percent, is secured by a blanket security on all of the Company's assets, and is available until April 2003. The line of credit restricts the declaration and payment of cash dividends and includes, among other terms and conditions, requirements that the Company maintain certain levels of cash and tangible net worth.

The Company's Japanese subsidiary has two lines of credit available for 300 million Yen and 150 million Yen (approximately \$2.5 million and \$1.2 million, respectively, at exchange rates prevailing as of March 31, 2001), bearing interest at 1.625 percent and 2.0 percent in excess of Japanese prime (1.375 percent as of March 31, 2001). The lines of credit are available until June 30, 2001 and September 30, 2001, respectively, and are secured by Japanese customer promissory notes provided in advance of payment. Outstanding balances on these lines in U.S. dollars as of March 31, 2001 and 2000, were \$226 and \$417, respectively.

NOTE 5. INCOME TAXES

The components of income (loss) before provision for income taxes and cumulative effect of change in accounting principle are as follows:

<Table>
<Caption>

	YEAR ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
Domestic.....	\$1,447	\$(12,664)	\$(14,563)
Foreign.....	(351)	93	(434)
	\$1,096	\$(12,571)	\$(14,997)

</Table>

OTHERWISE NOTED)

The components of the provision for income taxes are as follows:

	YEAR ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
Current:			
U.S. federal.....	\$25	\$--	\$(257)
State and local.....	--	--	--
Foreign.....	--	--	153
	25	--	(104)
Deferred:			
U.S. federal.....	--	--	239
State and local.....	--	--	--
	--	--	239
Total.....	\$25	\$--	\$ 135

</Table>

The income tax provision differs from the amount computed by applying the statutory U.S. federal income tax rate as follows:

	YEAR ENDED MARCH 31,		
	2001	2000	1999
<S>	<C>	<C>	<C>
Income tax provision at U.S. statutory rate.....	\$ 373	\$(4,276)	\$(5,099)
State taxes net of federal benefit.....	0	(733)	(874)
Utilization of foreign losses.....	209	--	--
Reversal of deferred tax assets previously reserved.....	160	--	--
Utilization of net operating losses and credits.....	(643)	(1,027)	638
Increase (decrease) in valuation allowance.....	(74)	6,015	5,419
Other.....	--	21	51
Income tax expense.....	\$ 25	\$ --	\$ 135

</Table>

The components of deferred taxes are as follows:

	MARCH 31,	
	2001	2000
<S>	<C>	<C>
Revenue recognized for tax and deferred for book.....	\$ 412	\$ 412
Non-deductible accruals and reserves.....	3,280	3,440
Domestic net operating loss carryforward.....	7,543	9,178
Credits.....	3,418	3,128
Uniform capitalization adjustment.....	885	215
Other.....	716	523
Total.....	16,254	16,896
Valuation allowance.....	(16,254)	(16,896)
Net deferred tax asset.....	\$ --	\$ --

</Table>

We have recorded no net deferred tax assets for the years ended March 31, 2001 and 2000, respectively. The Company has provided a valuation allowance of \$16.3 million and \$16.9 million at March 31, 2001 and March 31, 2000, respectively. The valuation allowance is primarily for net operating loss carryforward, credits and non-deductible accruals and reserves, for which realization of future benefit is uncertain.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 (ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS
 OTHERWISE NOTED)

At March 31, 2001, the Company had federal and state operating loss carryforwards of approximately \$21.2 million which begin to expire in the year ended March 31, 2020.

At March 31, 2001, the Company also has research and experimentation credit carryforwards of \$2.4 million and \$1.0 million for federal and state income tax purposes, respectively, which expire through 2015.

NOTE 6. COMMITMENTS AND CONTINGENCIES

The Company has several noncancelable operating leases and capital leases, primarily for general office, production, and warehouse facilities, that expire over the next five years. Future minimum lease payments under these leases are as follows:

<Table>

<Caption>

YEAR ENDING MARCH 31,	CAPITAL LEASES	OPERATING LEASES
2002.....	\$ 86	\$1,843
2003.....	44	1,642
2004.....	--	1,517
2005.....	--	6
Total minimum lease payments.....	130	\$5,008
Less amount representing interest.....	(9)	
Present value of minimum lease payments.....	121	
Less current portion.....	77	
Long term capital lease obligation.....	\$ 44	

</Table>

The above schedule of minimum payments excludes minimum annual sublease rentals payable to the Company totaling \$1.3 million through October 31, 2003, under operating subleases. In addition, most leases provide for the Company to pay real estate taxes and other maintenance expenses. Rent expense for operating leases was \$1.7 million, \$1.9 million, and \$2.1 million, during the years ended March 31, 2001, 2000 and 1999, respectively.

After adjusting for the revenue recognition guidance of SAB 101 in fiscal 2001, the Company recorded net losses in seven of the last eight quarters in an aggregate amount of approximately \$11.9 million. It faces significant risks in the execution of its current business strategy, particularly in light of the volatile and uncertain market environment and the sharp reduction in the worldwide demand for semiconductor manufacturing capital equipment. These risks include, but are not limited to, process and product development, market acceptance of products and services, competition in both technology and price, retention of key personnel, maintenance of the largely fixed-cost global sales and service infrastructure and liquidity. Management believes that its responses to the unfolding business climate and currently available financial resources, including cash on hand, unused borrowing capacity and access to additional external financing sources if necessary, will be adequate to fund operations through fiscal year 2002.

NOTE 7. EMPLOYEE BENEFIT PLANS

Equity Incentive Plan

Pursuant to the Amended and Restated Equity Incentive Plan ("Equity Incentive Plan"), options and stock purchase rights to purchase 3,500,000 shares of common stock could be granted to management and consultants. The exercise price of options and the purchase price of stock purchase rights generally has been the fair value of the Company's common stock on the date of grant. At the date of issuance of the stock options, all options are exercisable; however the Company has the right to repurchase any stock acquired

consulting agreement at the original exercise price for up to four years from the date the options were granted, with the repurchase rights ratably expiring over that period of time. Incentive stock options are exercisable for up to 10 years from the grant date of the option. Nonqualified stock options are exercisable for up to 15 years from the grant date of the option. The Equity Incentive Plan expired in December 1999. Consequently no shares were available for issuance under the Equity Incentive Plan as of March 31, 2001.

1990 Stock Option Plan

Pursuant to the terms of the Company's 1990 Stock Option Plan ("Option Plan"), options and stock purchase rights to purchase 550,000 shares of common stock could be granted to employees of the Company or its affiliates. Incentive stock options are exercisable for a period of up to 10 years from the date of grant of the option and nonqualified stock options are exercisable for a period of up to 10 years and 2 days from the date of grant of the option. At the date of issuance of the stock options, all options are exercisable; however, the Company has the right to repurchase any stock acquired pursuant to the exercise of stock options upon termination of employment at the original exercise price for up to four years from the date the options were granted, with the repurchase rights ratably expiring over that period of time. The 1990 Stock Option Plan expired on March 10, 2000. Consequently no shares were available for issuance under the Option Plan as of March 31, 2001.

1998 Equity Participation Plan

Pursuant to the terms of the Company's Amended 1998 Equity Participation Plan ("Equity Plan"), which was authorized as a successor plan to the Company's Equity Incentive Plan and Option Plan, 1,900,000 shares of common stock may be granted upon the exercise of options and stock appreciation rights or upon the vesting of restricted stock awards. The exercise price of options generally will be the fair value of the Company's common stock on the date of grant. Options are generally subject to vesting at the discretion of the Compensation Committee of the Board of Directors (the "Committee"). At the discretion of the Committee, vesting may be accelerated when the fair market value of the Company's stock equals a certain price established by the Committee on the date of grant. Incentive stock options will be exercisable for up to 10 years from the grant date of the option. Non-qualified stock options will be exercisable for a maximum term to be set by the Committee upon grant. As of March 31, 2001, 986,316 shares were available for issuance under the Equity Plan.

Directors Stock Option Plan

Pursuant to the terms of the Amended Stock Option Plan for Outside Directors ("Directors Plan"), up to 600,000 shares of common stock may be granted to outside directors. Under the Directors Plan, each outside director who was elected or appointed to the Board on or after September 15, 1998, shall be granted an option to purchase 20,000 shares of common stock and on each second anniversary after the applicable election or appointment shall receive an additional option to purchase 20,000 shares, provided that such outside director continues to serve as an outside director on that date. 10,000 shares each will vest on the first and second anniversaries of the option grant date, contingent upon continued service as a director. Vesting may be accelerated, at the discretion of the Board, when the fair market value of the Company's stock equals a certain price set by the Board on the date of grant of the option. As of March 31, 2001, 340,000 shares were available for issuance under the Directors Plan.

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TEGAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

The following table summarizes the Company's stock option activity for the four plans described above ("stock option awards") and weighted average exercise price within each transaction type for each of the years ended March 31, 2001, 2000 and 1999 (number of shares in thousands):

<Table>
<Caption>

	2001		2000		1999	
	WEIGHTED AVERAGE SHARES	EXERCISE PRICE	WEIGHTED AVERAGE SHARES	EXERCISE PRICE	WEIGHTED AVERAGE SHARES	EXERCISE PRICE
Options outstanding at beginning of year.....	3,099	\$4.19	2,532	\$4.53	2,036	\$5.46
Options canceled.....	(730)	4.68	(96)	5.16	(184)	6.23
Options granted.....	343	3.00	1,037	3.29	742	2.15
Options exercised.....	(56)	1.71	(374)	3.76	(62)	1.31

Options outstanding March 31.....	2,656	\$3.95	3,099	\$4.19	2,532	\$4.53
-----------------------------------	-------	--------	-------	--------	-------	--------

</Table>

At March 31, 2001, the repurchase right associated with 1,285,990 of the options outstanding had expired.

The following table summarizes information with respect to stock options outstanding as of March 31, 2001 (number of shares in thousands):

<Table>

<Caption>

OPTIONS IN WHICH UNDERLYING OUTSTANDING OPTIONS AS OF MARCH 31, 2001 SHARES NO LONGER SUBJECT TO REPURCHASE RIGHTS EXERCISABLE AT MARCH 31, 2001								
RANGE OF EXERCISE PRICES	WEIGHTED NUMBER OF SHARES	AVERAGE EXERCISE PRICE	AVERAGE REMAINING CONTRACTUAL LIFE (IN YEARS)	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF SHARES	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF SHARES	WEIGHTED AVERAGE EXERCISE PRICE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
\$.24 - \$ 2.25	464	\$1.58	10.48	341	\$1.40	439	\$1.54	
\$2.47 - \$ 3.19	342	2.60	10.56	29	2.73	96	2.75	
\$3.25 - \$ 3.25	663	3.25	8.44	2	3.25	48	3.25	
\$3.38 - \$ 4.25	506	3.91	12.06	302	4.01	443	3.91	
\$4.75 - \$ 7.69	464	5.82	6.88	416	5.78	439	5.88	
\$8.00 - \$12.00	217	9.40	9.02	196	9.47	217	9.40	
\$.24 - \$12.00	2,656	\$3.95	9.53	1,286	\$4.69	1,682	\$4.42	

</Table>

As described in Note 1, the Company has adopted the disclosure provisions of SFAS No. 123. Accordingly, no compensation cost has been recognized in the Company's statements of operations as all options were granted at an exercise price equal to the market value of the Company's common stock at the date of grant.

As required by SFAS No. 123 for pro forma disclosure purposes only, the Company has calculated the estimated grant date fair value of its stock option awards using the Black-Scholes model. The Black-Scholes model, as well as other currently accepted option valuation models, was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions. These models also require highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated grant date fair value.

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TEGAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

The following assumptions are included in the estimated grant date fair value calculations for the Company's stock option awards and Employee Qualified Stock Purchase Plan ("Employee Plan"):

<Table>

<Caption>

	2001	2000	1999
<S>	<C>	<C>	<C>
Expected life (years):			
Stock options.....	4.0	4.0	4.0
Employee plan.....	0.5	0.5	0.5
Volatility:			
Stock options.....	108%	95%	75%
Employee plan.....	115%	160%	130%
Risk-free interest rate.....	5.5%	5.60%	5.20%
Dividend yield.....	0%	0%	0%

</Table>

The weighted average estimated grant date fair value, as defined by SFAS No. 123, for stock option awards granted during 2001, 2000 and 1999 was \$2.23, \$2.28 and \$1.27 per option, respectively.

Employee Qualified Stock Purchase Plan

The Company has offered an Employee Plan under which rights are granted to purchase shares of common stock at 85% of the lesser of the market value of such shares at the beginning of a six month offering period or at the end of that six month period. Under the Employee Plan, the Company is authorized to grant

options to purchase up to 500,000 shares of common stock. 63,360 common stock shares were purchased in fiscal 2001 and 60,934 common shares were purchased in fiscal 2000. Shares available for future purchase under the Employee Plan were 216,897 at March 31, 2001.

Compensation cost (included in pro forma net income and net income per share amounts only) for the grant date fair value, as defined by SFAS No. 123, of the purchase rights granted under the Employee Plan was calculated using the Black-Scholes model and the assumptions outlined above. The weighted average estimated grant date fair values per share, as defined by SFAS No. 123, for rights granted under the Employee Plan during fiscal 2001, 2000 and 1999 were \$1.29, \$3.31 and \$1.48, respectively.

Pro Forma Net Loss and Net Loss Per Share

Had the Company recorded compensation costs based on the estimated grant date fair value (as defined by SFAS 123) for awards granted under its stock option plans and stock purchase plan, the Company's net loss and loss per share would have been increased to the pro forma amounts below for the years ended March 31, 2001, 2000 and 1999:

<Table>
<Caption>

	2001	2000	1999
<S>	<C>	<C>	<C>
Pro forma net loss.....	\$(1,124)	\$(14,785)	\$(16,895)
Pro forma net loss per share:			
Basic and diluted.....	\$ (0.09)	\$ (1.35)	\$ (1.59)

</Table>

The pro forma effect on net loss and net loss per share takes into consideration pro forma compensation related only to grants made after December 15, 1995. Consequently, the pro forma effect on net loss and net loss per share for 2001, 2000 and 1999 is not necessarily representative of the pro forma effect on net income in future years.

Savings and Investment Plan

The Company has established a defined contribution plan that covers substantially all U.S. employees who are regularly scheduled to work 20 or more hours per week. Employee contributions of up to four percent

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) (ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

of each covered employee's compensation will be matched by the Company based upon a percentage to be determined annually by the Board of Directors ("Board"). Employees may contribute up to 15 percent of their compensation, not to exceed a prescribed maximum amount. The Company made contributions to the plan of \$25, \$27 and \$27 in the years ended March 31, 2001, 2000, and 1999, respectively.

NOTE 8. STOCKHOLDER RIGHTS PLAN

On June 11, 1996, the Board adopted a Preferred Shares Rights Agreement ("Agreement") and pursuant to the Agreement authorized and declared a dividend of one preferred share purchase right ("Right") for each common share of the Company's outstanding shares at the close of business on July 1, 1996. The Rights are designed to protect and maximize the value of the outstanding equity interests in the Company in the event of an unsolicited attempt by an acquirer to take over the Company, in a manner or under terms not approved by the Board. Each Right becomes exercisable to purchase one one-hundredth of a share of Series A Junior Participating Preferred Stock at an exercise price of \$45.00 upon certain circumstances associated with an unsolicited takeover attempt and expires on June 11, 2006. The Company may redeem the Rights at a price of \$0.01 per Right.

NOTE 9. SEGMENT INFORMATION

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" supersedes SFAS No. 14, "Financial Reporting for Segments of a Business Enterprise", replacing the "industry segment" approach with the "management" approach. SFAS No. 131 establishes standards for reporting information about operating segments, geographic areas and major customers in financial statements. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker, or chief decision making group, in deciding how to allocate resources and in assessing performance. The Company's business is completely focused on one industry segment, the design, manufacturing and servicing of plasma etch systems used in

the manufacturing of integrated circuits and related devices.

The following is a summary of the Company's operations by geography:

<Table>
<Caption>

YEARS ENDED MARCH 31,

2001 2000 1999

<S> <C> <C> <C>

Revenues:

Sales to customers located in:

United States.....	\$15,087	\$10,867	\$ 8,111
Asia.....	5,612	2,095	2,669
Europe.....	10,644	7,498	6,657
Japan.....	6,862	5,978	11,598
	-----	-----	-----
Total external sales.....	\$38,205	\$26,438	\$29,035
	=====	=====	=====

</Table>

<Table>
<Caption>

MARCH 31,

2001 2000

<S> <C> <C>

Long-lived assets at year-end:

United States.....	\$1,787	\$ 191
Europe.....	74	2,073
Japan.....	198	237
Asia.....	43	67
	-----	-----
Total identifiable assets.....	\$2,102	\$2,568
	=====	=====

</Table>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA AND SHARE DATA, UNLESS OTHERWISE NOTED)

The Company's sales are primarily to domestic and international semiconductor manufacturers. The top five customers accounted for approximately 46 percent, 53 percent, and 41 percent of the Company's total net sales for the years ended March 31, 2001, 2000, and 1999, respectively. One customer accounted for 13% and two customers accounted for 11% of the Company's total net sales for the year ended March 31, 2001. Three customers accounted for 16 percent, 14 percent and 10 percent of the Company's total net sales for the year ended March 31, 2000, and no customer accounted for more than 10 percent of net sales for the year ended March 31, 1999.

NOTE 10. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following table sets forth our unaudited selected financial data for each of the eight quarterly periods ended March 31, 2001. The data for the four quarterly periods for the fiscal year 2000 are under the historical shipment method of recognizing revenue, and the data for the four quarterly periods for fiscal year 2001 are under SAB 101.

<Table>
<Caption>

THREE MONTHS ENDED

MARCH 31, DEC. 31, SEPT. 30, JUNE 30, MARCH 31, DEC. 31, SEPT. 30, JUNE 30,
2001 2000 2000 2000 2000 1999 1999 1999

(IN THOUSANDS, EXCEPT PER SHARE DATA)

QUARTERLY FINANCIAL DATA:

				Revised	Revised	Revised		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Revenue.....	\$ 6,235	\$11,723	\$12,779	\$ 7,468	\$ 8,538	\$ 6,541	\$ 4,700	\$ 6,659
Gross profit.....	1,283	4,323	5,216	3,093	3,357	2,181	1,536	2,157
Net income (loss).....	(3,826)	7,576	(236)	(2,815)	(1,921)	(2,897)	(3,988)	(3,765)
Net income (loss) per share*								
Basic.....	(0.31)	0.61	(0.02)	(0.23)	(0.17)	(0.27)	(0.37)	(0.35)
Diluted.....	(0.31)	0.60	(0.02)	(0.23)	(0.17)	(0.27)	(0.37)	(0.35)

</Table>

* Net income/(loss) per share is computed independently for each of the quarters

presented, therefore, the sum of the quarterly net income/(loss) per share may not equal the annual net income/(loss) per share.

REVISED QUARTERLY RESULTS (UNAUDITED)

The results of operations as previously reported in the Company's interim fiscal 2001 financial statements filed on Form 10-Q have been revised to reflect the application of SAB 101 effective April 1, 2000. The proforma results of operations data for the three months ended March 31, 2000 is presented for comparison purposes as if the application of SAB 101 were adopted January 1, 2000.

The net effect of the adoption of SAB 101 was:

<Table>

<Caption>

	THREE MONTHS ENDED			
	DECEMBER 31, 2000		SEPTEMBER 30, 2000	
	AS REPORTED	AS REVISED	AS REPORTED	AS REVISED
(IN THOUSANDS, EXCEPT PER SHARE DATA)				
<S>	<C>	<C>	<C>	<C>
Revenues.....	\$11,468	\$11,723	\$13,276	\$12,779
Gross profit.....	3,928	4,323	5,614	5,216
Net income (loss).....	7,181	7,576	162	(236)
Net income (loss) per share:				
Basic.....	0.57	0.61	0.01	(0.02)
Diluted.....	0.57	0.60	0.01	(0.02)

<Caption>

	THREE MONTHS ENDED			
	JUNE 30, 2000		MARCH 31, 2000	
	AS REPORTED	AS REVISED	AS REPORTED	PROFORMA
(IN THOUSANDS, EXCEPT PER SHARE DATA)				
<S>	<C>	<C>	<C>	<C>
Revenues.....	\$ 7,684	\$ 7,468	\$ 8,538	\$ 8,060
Gross profit.....	3,246	3,093	3,357	2,985
Net income (loss).....	(2,290)	(2,815)	(1,921)	(2,293)
Net income (loss) per share:				
Basic.....	(0.18)	(0.23)	(0.17)	(0.20)
Diluted.....	(0.18)	(0.23)	(0.17)	(0.20)

</Table>

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders of Tegal Corporation:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Tegal Corporation and its subsidiaries at March 31, 2001 and 2000, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2001 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

San Jose, California
May 4, 2001

None.

PART III

Certain information required by Part III is omitted from this Report in that the Registrant will file a definitive proxy statement pursuant to Regulation 14A (the "Proxy Statement") no later than 120 days after the end of the fiscal year covered by this Report, and certain information included therein is incorporated herein by reference. Only those sections of the Proxy Statement that specifically address the items set forth herein are incorporated by reference. Such incorporation does not include the Compensation Committee Report or the Performance Graph included in the Proxy Statement.

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information concerning the Company's directors required by this Item is incorporated by reference to the Company's Proxy Statement under the caption "Election of Directors."

The information required by this Item relating to the Company's executive officers is included under the caption "Executive Officers of the Registrant" in Part I, Item 4, of this Form 10-K Report.

The information regarding compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, is incorporated by reference to the Company's Proxy Statement under the caption "Section 16(a) Beneficial Ownership Reporting Compliance."

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the Company's Proxy Statement under the caption "Executive Compensation."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this Item is incorporated by reference to the Company's Proxy Statement under the captions "Principal Stockholders" and "Ownership of Stock by Management."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this Item is incorporated by reference to the Company's Proxy Statement under the caption "Certain Transactions."

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this Form 10-K:

(1) Financial Statements

The Company's Financial Statements and notes thereto appear on this Form 10-K according to the following Index of Consolidated Financial Statements:

<Table>	
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Consolidated Balance Sheets as of March 31, 2001 and 2000...	21
Consolidated Statements of Operations for the years ended March 31, 2001, 2000 and 1999.....	22
Consolidated Statements of Stockholders' Equity for the years ended March 31, 2001, 2000 and 1999.....	23
Consolidated Statements of Cash Flows for the years ended March 31, 2001, 2000 and 1999.....	24
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(2) Financial Statement Schedule

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Schedules other than those listed above have been omitted since they are either not required, not applicable, or the required information is shown in the consolidated financial statements or related notes.

(3) Exhibits

The following exhibits are referenced or included in this report:

EXHIBIT	DESCRIPTION
3.1	Certificate of Incorporation of the Registrant, as amended (incorporated by reference to Exhibits 3(i).1 and 3(i).2 included in Registrant's Registration Statement on Form S-1 (File No. 33-84702) declared effective by the Securities and Exchange Commission on October 18, 1995)
3.2	By-laws of Registrant (incorporated by reference to Exhibit 3(ii) included in Registrant's Registration Statement on Form S-1 (File No. 33-84702) declared effective by the Securities and Exchange Commission on October 18, 1995)
*4.1	Form of Certificate For Common Stock
*10.1	Amended and Restated Equity Incentive Plan
*10.2	1990 Stock Option Plan
*10.4	Employee Qualified Stock Purchase Plan
10.5	Amended and Restated Stock Option Plan for Outside Directors (incorporated by reference to Appendix B to the Proxy Statement for the Registrant's 1998 Annual Meeting of Stockholders filed with the SEC on July 29, 1998 (Commission File No. 0-26824))
10.10	Employment Agreement between the Registrant and Stephen P. DeOrnellas dated December 16, 1997 (incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 1998 filed with the SEC on May 20, 1998 (Commission File No. 0-26824))
*10.11	Lease dated August 15, 1986, as amended, between the Registrant and South McDowell Investments

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EXHIBIT	DESCRIPTION
*10.12	Technology License Agreement between the Registrant and Motorola, Inc. dated December 19, 1989
*10.15	Supplemental Source Code License Agreement with the Registrant and Realtime Performance, Inc. dated as of November 1, 1991
10.18	Employment Agreement between Registrant and Michael L. Parodi dated as of December 17, 1997 (incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 1998 filed with the SEC on May 20, 1998 (Commission File No. 0-26824))
10.19	1998 Equity Participation Plan (incorporated by reference to Appendix A to the Proxy Statement for the Registrant's 1998 Annual Meeting of Stockholders filed with the SEC on July 29, 1998 (Commission File No. 0-26824))
**10.20	Security and Loan Agreement between Registrant and Coast Business Credit dated as of April 14, 2000
*21	List of Subsidiaries of the Registrant
23.1	Consent of Independent Accountants
24.1	Power of Attorney (incorporated by reference in the signature page to the Registration Statement)

* Incorporated by reference to identically numbered exhibits included in Registrant's Registration Statement on Form S-1 (File No. 33-84702) declared effective by the Securities and Exchange Commission on October 18, 1995.

** Previously filed.

(b) Reports on Form 8-K.

None.

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SIGNATURES

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

TEGAL CORPORATION

By: /s/ MICHAEL L. PARODI

Michael L. Parodi
Chairman, President & Chief
Executive Officer

Dated: June 28, 2001

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael L. Parodi, his attorney-in-fact, with the powers of substitution, for him in any and all capacities, to sign any amendments to this Report of 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 Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<Table>
<Caption>

SIGNATURE	TITLE	DATE
/s/ MICHAEL L. PARODI	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	June 28, 2001
Michael L. Parodi		
/s/ PAUL N. ERICKSON	Chief Financial Officer (Principal Financial Officer)	June 28, 2001
Paul N. Erickson		
/s/ KATHY PETRINI	Corporate Controller (Principal Accounting Officer)	June 28, 2001
Kathy Petrini		
/s/ JEFFREY KRAUSS	Director	June 28, 2001
Jeffrey Krauss		
/s/ THOMAS R. MIKA	Director	June 28, 2001
Thomas R. Mika		
/s/ EDWARD A. DOHRING	Director	June 28, 2001
Edward A. Dohring		

</Table>

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TEGAL CORPORATION

SCHEDULE II -- VALUATION AND QUALIFYING ACCOUNTS
YEARS ENDED MARCH 31, 1999, 2000, 2001
(IN THOUSANDS)

<Table>
<Caption>

DESCRIPTION	BALANCE AT BEGINNING OF YEAR	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS	BALANCE AT END OF YEAR
Year ended March 31, 1999:				
Doubtful accounts.....	297	35	-- (130)	202
Sales returns and allowances.....	238	(25)	-- (170)	43
Cash discounts.....	7	49	-- (37)	19
Year ended March 31, 2000:				
Doubtful accounts.....	202	93	8 51	354
Sales returns and allowances.....	43	189	(8) (158)	66
Cash discounts.....	19	60	-- (50)	29
Year ended March 31, 2001:				

Doubtful accounts.....	354	24	(11)	(253)	114
Sales returns and allowances.....	66	298	(51)	(305)	8
Cash discounts.....	29	25	(2)	(47)	5

INDEX TO EXHIBITS

<Table>

<Caption>

EXHIBIT

NUMBER

DESCRIPTION OF EXHIBIT

<S> <C>

23.1 Consent of Independent Accountants

</Table>

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

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
FOR THE THREE-MONTH PERIOD ENDED JUNE 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
COMMISSION FILE NUMBER: 0-26824

TEGAL CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<Table>

<S>	DELAWARE	68-0370244
	(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

</Table>

2201 SOUTH MCDOWELL BLVD.
PETALUMA, CALIFORNIA 94954
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

TELEPHONE NUMBER (707) 763-5600
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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 reports) and (2) has been subject to such filing
requirements for the past 90 days. Yes No

As of July 31, 2001, there were 12,619,087 shares of the registrant's
Common Stock outstanding.

TEGAL CORPORATION

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<Table>

<Caption>

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TEGAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(IN THOUSANDS, EXCEPT PER SHARE DATA)

<Table>
<Caption>

	THREE MONTHS ENDED JUNE 30,	
	2001	2000
	<C>	<C>
Revenue.....	\$ 7,889	\$ 7,468
Cost of sales.....	5,607	4,375
Gross profit.....	2,282	3,093
Operating expenses:		
Research and development.....	1,765	2,468
Sales and marketing.....	1,272	1,219
General and administrative.....	1,623	1,922
Total operating expenses.....	4,660	5,609
Operating loss.....	(2,378)	(2,516)
Other income (expense), net.....	(117)	73
Net loss before cumulative effect of change in accounting principle.....	(2,495)	(2,443)
Cumulative effect of change in accounting principle, net of tax of \$0.....	--	(372)
Net loss.....	\$(2,495)	\$(2,815)
Net loss per share before cumulative effect of change in accounting principle, basic and diluted.....	\$ (0.20)	\$ (0.20)
Cumulative effect of change in accounting principle.....	--	(0.03)
Net loss per share, basic and diluted.....	\$ (0.20)	\$ (0.23)
Shares used in per share computations:		
Basic.....	12,572	12,453
Diluted.....	12,572	12,453

See accompanying notes.

TEGAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

(IN THOUSANDS)

ASSETS

<Table>
<Caption>

	JUNE 30, MARCH 31,	
	2001	2001
	-----	-----
	<C>	<C>
Current assets:		
Cash and cash equivalents.....	\$ 9,008	\$ 12,649
Receivables, net.....	11,779	7,967
Inventories.....	16,918	17,759
Prepaid expenses and other current assets.....	3,080	1,775
	-----	-----
Total current assets.....	40,785	40,150
Property and equipment, net.....	1,956	1,772
Other assets, net.....	325	330
	-----	-----
Total assets.....	\$ 43,066	\$ 42,252
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Payable under lines of credit.....	\$ 5,373	\$ 3,840
Accounts payable.....	2,412	4,139
Accrued expenses and other current liabilities.....	9,087	5,620
	-----	-----
Total current liabilities.....	16,872	13,599
Long-term portion of capital lease obligation.....	22	44
	-----	-----
Total liabilities.....	16,894	13,643
	-----	-----
Stockholders' equity:		
Common stock.....	137	126
Additional paid-in capital.....	65,151	65,087
Accumulated other comprehensive income.....	333	350
Accumulated deficit.....	(39,449)	(36,954)
	-----	-----
Total stockholders' equity.....	26,172	28,609
	-----	-----
	\$ 43,066	\$ 42,252
	=====	=====

</Table>

See accompanying notes.

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TEGAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(IN THOUSANDS)

<Table>
<Caption>

	THREE MONTHS ENDED	
	JUNE 30,	
	2001	2000
	-----	-----
	<C>	<C>
Cash flows from operating activities:		
Net loss.....	\$(2,495)	\$(2,815)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization.....	235	357
Allowance for doubtful accounts and sales return allowances.....	27	(161)
Changes in operating assets and liabilities:		
Receivables.....	(3,827)	611

Inventories.....	839	(1,629)	
Prepaid expenses and other assets.....	(1,297)	(521)	
Income taxes payable.....	(48)	(62)	
Accounts payable.....	(1,710)	275	
Accrued liabilities.....	500	(208)	
Deferred revenue.....	3,015	606	
	-----	-----	
Net cash used in operating activities.....	(4,761)	(3,547)	
	-----	-----	
Cash flows used in investing activities -- purchases of property and equipment.....	(420)	(47)	
	-----	-----	
Cash flows from financing activities:			
Proceeds from issuance of common stock.....	76	99	
Borrowings under lines of credit.....	10,430	10,303	
Repayment of borrowings under lines of credit.....	(8,921)	(6,670)	
Repayment of capital lease financing.....	(21)	(126)	
	-----	-----	
Net cash provided by financing activities.....	1,564	3,606	
	-----	-----	
Effect of exchange rates on cash and cash equivalents.....	(24)	32	
	-----	-----	
Net increase (decrease) in cash and cash equivalents.....	(3,641)	44	
Cash and cash equivalents at beginning of period.....	12,649	12,627	
	-----	-----	
Cash and cash equivalents at end of period.....	\$ 9,008	\$12,671	
	=====	=====	

</Table>

See accompanying notes.

3

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (ALL AMOUNTS IN THOUSANDS, EXCEPT SHARE DATA)

1. BASIS OF PRESENTATION:

In the opinion of management, the unaudited condensed consolidated interim financial statements have been prepared on the same basis as the March 31, 2001 audited consolidated financial statements, and include all adjustments consisting only of normal recurring adjustments necessary to fairly state the information set forth herein. The consolidated financial statements have been prepared in accordance with the regulations of the Securities and Exchange Commission ("SEC"), but omit certain information and footnote disclosures necessary to present the consolidated financial statements in accordance with generally accepted accounting principles. These consolidated interim financial statements should be read in conjunction with the consolidated financial statements and footnotes included in the annual report on Form 10-K of Tegal Corporation (the "Company") for the year ended March 31, 2001. The results of operations for the three months ended June 30, 2001 are not necessarily indicative of results to be expected for the entire year.

The results for the three months ended June 30, 2000 have been adjusted to reflect the adoption of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101").

The semiconductor equipment industry and the Company's business have experienced a recent and sharp decline in orders and revenues. As a result, the Company's existing cash balances and anticipated cash flows from operations may not satisfy financing requirements for the next twelve months if the downturn continues. The Company is seeking to raise additional financing which, if available, may result in additional dilution to the Company's stockholders.

2. INVENTORIES:

Inventories consisted of:

<Table>
<Caption>

	JUNE 30, 2001	MARCH 31, 2001
	-----	-----
<S>	<C>	<C>
Raw materials.....	\$ 5,357	\$ 4,810
Work in progress.....	2,379	4,369
Finished goods and spares.....	9,182	8,580
	-----	-----
	<u>\$16,918</u>	<u>\$17,759</u>

</Table>

3. NET LOSS PER COMMON SHARE:

Basic Earnings Per Share ("EPS") is calculated by dividing net loss for the period by the weighted average common shares outstanding for that period. Diluted EPS takes into account the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued.

The following is a reconciliation between the number of shares used in calculating basic and diluted EPS:

<Table>
<Caption>

	THREE MONTHS ENDED JUNE 30,	
	-----	-----
	2001	2000
	-----	-----
<S>	<C>	<C>
Shares used to compute basic EPS.....	12,572,252	12,452,938
Add effect of dilutive securities:		
Shares issuable under stock options and warrants.....	--	--
	-----	-----
Shares used to compute diluted EPS.....	<u>12,572,252</u>	<u>12,452,938</u>

</Table>

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TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) (UNAUDITED) (ALL AMOUNTS IN THOUSANDS, EXCEPT SHARE DATA)

Common stock equivalents for the three months ending June 30, 2001 and 2000 were 209,355 and 788,247, respectively, and have been excluded from shares used in calculating diluted loss per share because their effect would be antidilutive.

4. INCOME TAX EXPENSE:

The Company did not record a provision for federal or state income taxes for the three month periods ended June 30, 2001 and 2000, respectively, because a net loss before taxes was recorded for those periods. The Company did not recognize a benefit for these net losses because any benefit derived would require offsetting current losses against future profitability, the timing and magnitude of which are uncertain.

5. NEW ACCOUNTING PRONOUNCEMENTS:

In June 1998, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 establishes a new model for accounting for derivatives and hedging activities and supersedes and amends a number of existing accounting standards. SFAS 133 requires that all derivatives be recognized in the balance sheet at their fair market value, with the corresponding derivative gains or losses either reported in the statement of operations or as a deferred item in other comprehensive income (loss) depending on the type of hedge relationship that exists with respect to such derivatives. The Company adopted SFAS 133 during the quarter ended June 30, 2001, and such

adoption did not have a material effect on its consolidated financial statements.

In July 2001, the FASB issued SFAS 141, "Business Combinations" and SFAS 142, "Goodwill and Other Intangible Assets." SFAS 141 requires business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting, and clarifies the criteria for recording intangible assets separate from goodwill. SFAS 142 requires the use of a nonamortization approach to account for purchased goodwill and certain intangibles. Under a nonamortization approach, goodwill and certain intangibles will not be amortized, but instead would be reviewed annually for impairment and written down via a charge to results of operations in any periods in which the recorded value of goodwill and certain intangibles is more than its fair value. The Company does not expect that the adoption of these accounting standards will have a significant impact on its financial position, results of operations or cash flows.

6. LINES OF CREDIT:

At June 30, 2001, the Company had borrowed approximately \$2.9 million under its domestic line of credit, which is secured by substantially all of its assets and under which borrowings are limited by the amount of accounts receivable and inventories on the balance sheet. The facility has a maximum borrowing capacity of \$10.0 million, is available until April 30, 2003, and bears interest at prime plus 1.5 percent, or 9 percent as of June 30, 2001. Among other provisions, this credit facility requires the maintenance of certain financial covenants. As of June 30, 2001, the Company was not in compliance with one particular financial covenant. The lender has waived such noncompliance as of June 30, 2001. However, the Company does not expect to be in compliance with that covenant as of July 31, 2001. In addition to the foregoing facility, as of June 30, 2001, the Company's Japanese subsidiary had borrowed 295 million Yen (approximately \$2.4 million at exchange rates prevailing on June 30, 2001) under its two Japanese bank lines of credit which have total availability of 480 million Yen (approximately \$3.9 million at exchange rates prevailing on June 30, 2001) and are secured by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375 percent as of June 30, 2001) plus 0.25 percent and 0.625 percent, respectively.

TEGAL CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

(ALL AMOUNTS IN THOUSANDS, EXCEPT SHARE DATA)

7. COMPREHENSIVE LOSS:

The components of comprehensive loss for the three-month periods ended June 30, 2001 and 2000 are as follows:

<Table>
<Caption>

	THREE MONTHS ENDED JUNE 30,	
	2001	2000
<S>	<C>	<C>
Net loss.....	\$2,495	\$2,815
Foreign currency translation adjustment.....	17	(38)
	<u>\$2,512</u>	<u>\$2,777</u>

</Table>

8. SUBSEQUENT EVENT:

On July 24, 2001, the Company announced plans to reduce expenses which included reducing full-time equivalent employees by approximately 30% through mandatory staff reductions. The Company will record an employee severance charge during the quarter ending September 30, 2001.

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

Information herein contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which can be identified by the use of forward-looking terminology such as "may," "will," "expect," "anticipate," "estimate," or "continue" or the negative thereof or other variations thereon or comparable terminology or which constitute projected financial information. The forward-looking statements relate to the near-term semiconductor capital equipment industry outlook, demand for our products, our quarterly revenue and earnings prospects for the near-term future and other matters contained herein. Such statements are based on current expectations and beliefs and involve a number of uncertainties and risks that could cause the actual results to differ materially from those projected. Such uncertainties and risks include, but are not limited to, the cyclical nature of the semiconductor industry, impediments to customer acceptance, fluctuations in quarterly operating results, competitive pricing pressures, the introduction of competitor products having technological and/or pricing advantages, product volume and mix and other risks detailed from time to time in our SEC reports. For further information, refer to the business description and risk factors sections included in our Form 10-K for the year ended March 31, 2001, and the risk factors section included in this Form 10-Q (Part II, Item 5) as filed with the SEC.

RESULTS OF OPERATIONS

Tegal designs, manufactures, markets and services plasma etch systems used in the fabrication of integrated circuits, read-write heads for the disk drive industry, printer heads, telecommunications equipment and small flat panel displays.

The following table sets forth certain financial items as a percentage of revenue for the three-month periods ended June 30, 2001 and 2000:

<Table>

<Caption>

	THREE MONTHS ENDED JUNE 30,	
	2001	2000
	-----	-----
	----	----
<S>	<C>	<C>
Revenue.....	100.0%	100.0%
Cost of sales.....	71.1	58.6
	----	----
Gross profit.....	28.9	41.4
Operating expenses:		
Research and development.....	22.4	33.0
Sales and marketing.....	16.1	16.3
General and administrative.....	20.5	25.8
	----	----
Total operating expenses.....	59.0	75.1
	----	----
Operating loss.....	(30.1)	(33.7)
Other income (expense), net.....	(1.5)	1.0
SAB 101 cumulative adjustment.....	--	(5.0)
	----	----
Net loss.....	<u>(31.6)%</u>	<u>(37.7)%</u>

</Table>

Revenue. Revenue for the three months ended June 30, 2001 was \$7.9 million, an increase of \$0.4 million or 1.1% over the comparable period in 2000. The increase for the three months ended June 30, 2001 was principally due to a change of mix in the system sales resulting in the sale of 14 fewer 900 series systems over the same period in the prior year offset by the sale of an additional two 6500 series systems during the same period in the prior year.

Revenue from spare parts and service sales was \$2.7 million for the three

month period ended June 30, 2001, down from \$3.6 million for the three month period ended June 30, 2000, which we believe is a result of customers' decreased utilization of Tegal's etch systems during the current industry downturn.

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International sales as a percentage of our revenue were approximately 52% and 69% for the three months ended June 30, 2001 and 2000, respectively. We believe that international sales will continue to represent a significant portion of our revenue.

Gross profit. Gross profit as a percentage of revenue (gross margin) was 29% and 41% for the three months ended June 30, 2001 and 2000, respectively. The decrease in gross margin for the three months ended June 30, 2001 compared to the same period in the prior year, was principally attributable to the change in the system mix to the 6500 series systems and lower gross margins in service and spares due to the lower revenue.

Research and development. Research and development expenses consist primarily of salaries, prototype material and other costs associated with our ongoing systems and process technology development, applications and field process support efforts. Research and development expenses were \$1.8 million and \$2.5 million for the three months ended June 30, 2001 and 2000, respectively, representing 22% and 32% of revenue, respectively. The decrease in research and development spending is due to the completion and implementation of specific projects.

Sales and marketing. Sales and marketing expenses consist primarily of salaries, commissions, trade show promotion and travel and living expenses associated with those functions. Sales and marketing expenses were \$1.3 million and \$1.2 million for the three months ended June 30, 2001 and 2000 respectively, representing 16% of revenue in both periods.

General and administrative. General and administrative expenses consist primarily of compensation for general management, accounting and finance, human resources, information systems and investor relations functions and for legal, consulting and accounting fees of the Company. General and administrative expenses were \$1.6 million and \$1.9 million for the three months ended June 30, 2001 and 2000, respectively, representing 21% and 25% of revenue, respectively. The decrease in general and administrative spending for the three month period ended June 30, 2001, compared to the same period in the prior year, was primarily attributable to our incurring \$0.3 million less in legal expenses in the recent quarter in connection with our patent litigation.

Other income (expense), net. Other income (expense), net consists primarily of interest expense on the domestic line of credit offset in part by interest income on outstanding cash balances, and gains and losses on foreign exchange.

Cumulative effect of change in accounting principle. During the fourth quarter of fiscal 2001, we implemented the provisions of Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," retroactive to the beginning of the fiscal year. The cumulative effect of the change in accounting principle on prior years of \$372,000 was reported in the quarter ended June 30, 2000.

LIQUIDITY AND CAPITAL RESOURCES

For the three-month periods ended June 30, 2001 and 2000, we financed our operations through the use of outstanding cash balances and borrowings against our promissory note borrowing facilities in Japan, as well as our domestic line of credit.

Net cash used in operations was \$4.8 million during the three months ended June 30, 2001, due principally to a net loss of \$2.3 million after adjusting for depreciation and an increase in accounts receivable and prepaid expenses and a decrease in accounts payable offset, in part, by a decrease in inventories and an increase in accrued liabilities and deferred revenue. Net cash used in operations was \$3.5 million during the three months ended June 30, 2000, due principally to a net loss of \$2.5 million after adjusting for depreciation and increases in inventory and prepaid expenses offset, in part, by a decrease in accounts receivable and an increase in deferred revenue.

Net capital expenditures totaled approximately \$0.4 million for the three

months ended June 30, 2001 and \$0.05 million for the three months ended June 30, 2000. Capital expenditures in both periods were incurred principally for leasehold improvements and to acquire design tools, analytical equipment and computers.

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Net cash provided by financing activities totaled \$1.6 million and \$3.6 million for the three months ended June 30, 2001 and 2000, respectively. The increase for the three months ended June 30, 2001 was due principally to increased borrowing against the line of credit in Japan. The increase for the three months ended June 30, 2000 was due principally to increased borrowing against our domestic line of credit.

As of June 30, 2001, we had approximately \$9.0 million of cash and cash equivalents. In addition to cash and cash equivalents, our other principal sources of liquidity consist of the unused portions of several bank-borrowing facilities. At June 30, 2001, we had borrowed approximately \$2.9 million under our domestic line of credit, which is secured by substantially all of our assets and which is further limited by the amount of accounts receivable and inventories on the balance sheet. Given our accounts receivable and inventory balances as of June 30, 2001, we had fully utilized our available borrowings under that credit line as of that date. The facility has a maximum borrowing capacity of \$10.0 million, is available until April 30, 2003, and bears interest at prime plus 1.5 percent or 9 percent as of June 30, 2001. Among other provisions, this credit facility requires the maintenance of certain financial covenants. As of June 30, 2001, we were not in compliance with one particular financial covenant. The lender has waived such noncompliance as of June 30, 2001. Although we do not expect to be in compliance with this financial covenant as of July 31, 2001 the lender has demonstrated that it is willing to restructure the terms of the line of credit to ease the need for future waivers. In addition to the domestic facility, as of June 30, 2001, our Japanese subsidiary had available 185 million Yen (approximately \$1.5 million at exchange rates prevailing on June 30, 2001) of unused capacity under its two Japanese bank lines of credit totaling 480 million Yen (approximately \$3.9 million at exchange rates prevailing on June 30, 2001), which are secured by Japanese customer promissory notes held by such subsidiary in advance of payment on customers' accounts receivable. The two Japanese bank lines bear interest at Japanese prime (1.375 percent as of June 30, 2000) plus 0.25 percent and 0.625 percent, respectively.

In response to the rapid and significant industry slow-down, we have initiated substantial cost containment programs and a corporate-wide restructuring to preserve our cash position. Our projected annual cost savings from these initiatives are estimated at approximately \$6.0 million, offset in part by anticipated severance package payouts of approximately \$0.7 million in the quarter ending September 30, 2001. However, despite these cost reduction efforts, if the downturn continues, our existing capital resources may not be sufficient to meet our operating needs for the next twelve months. Therefore, we may have to cut additional costs. We are also seeking to raise additional financing. This financing, if available, may result in additional dilution to our stockholders. For more information on our capital resources, see Part II, Item 5. Risk Factors: Our future capital needs may exceed our ability to raise capital.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our investment portfolio of securities is principally comprised of money market funds. These funds are subject to interest rate risk and may fall in value if market interest rates increase. We attempt to limit this exposure by investing primarily in short-term securities having a maturity of three months or less.

We have foreign subsidiaries which operate and sell our products in various global markets. As a result, our cash flow and earnings are exposed to fluctuations in interest and foreign currency exchange rates. We attempt to limit these exposures through the use of various hedge instruments, primarily forward exchange contracts and currency option contracts (with maturities of less than three months) to manage our exposure associated with firm obligations and net asset and liability positions denominated in non-functional currencies. There have been no material changes regarding market risk since the disclosures made in our Form 10-K for the fiscal year ended March 31, 2001.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is pursuing two patent infringement lawsuits against Tokyo Electron Ltd. ("TEL") and its U.S. subsidiary, Tokyo Electron America, Inc. ("TEA"). The first case, entitled Tegal Corporation v. Tokyo Electron Ltd., was filed March 17, 1998 in the United States District Court for the Eastern District of Virginia. Following dismissal of TEL due to the need to effect service of process through the Hague Convention, the sole remaining defendant is TEA. The suit alleges that dual frequency plasma etchers marketed by TEA in the United States infringe patents held by the Company. The suit was tried to the court in May 1999, and on August 31, 1999, the court found both patents in-suit valid and found that TEA had willfully infringed Tegal's '223 dual frequency triode etcher patent. The court enjoined TEA from further sales or service of 65DI and 85DI etchers (the "IEM etchers"). In addition, the court ordered TEA to pay attorney's fees to Tegal. On July 16, 2001, the Federal Circuit affirmed the District Court's finding of infringement, the interpretations of the patent on which that finding was made and rejection of virtually all of the defenses of invalidity and unenforceability that TEA raised. The Federal Circuit reversed certain factual findings underlying the District Court's rejection of one remaining invalidity defense, however, and remanded the case to the District Court for further consideration of that defense. As a result, since there is as yet no final determination of all issues in the case, the Federal Circuit vacated the injunction, the findings of willfulness and exceptional case, and the attorneys' fee award. Both TEA and TEL have filed petitions for rehearing in the Federal Circuit. No assurance can be given as to the outcome of that appeal or further proceedings in the district court and no assurance can be given as to the effect of any such outcome on Tegal.

The second case, entitled Tegal Corporation v. Tokyo Electron Ltd., was filed in early June 1999. This suit sought to have the District Court enter the same findings and conclusions and the same judgment and permanent injunction entered against the parent company, Tokyo Electron Company Limited ("TEL"). A line of etchers that TEL claims to have begun selling in the United States (the "AIEM oxide etchers") following the TEA trial is also at issue. In February 2000, the Court entered partial summary judgment for Tegal, finding TEL to be bound by judgment and permanent injunction against TEA; the Court also found both TEA and TEL in contempt for violation of the injunction by facilitating the continued servicing of IEM etchers through another subsidiary, Tokyo Electron Massachusetts. The Court granted summary judgment of noninfringement for TEL on the AIEM oxide etchers on August 7, 2000, and entered final judgment on September 11, 2000. Various appeals arising out of the case are currently pending in the Federal Circuit Court of Appeals. The Federal Circuit reversed the contempt finding against TEA in an opinion issued on May 14, 2001. Briefing in the Federal Circuit on the remainder of the appeals is now complete, although no hearing date for oral argument has been set as of this date. No assurance can be given as to the outcome of this appeal or as to the effect of any such outcome on Tegal.

In addition, on September 1, 1999, the Company filed a patent infringement action against Lam Research Corporation ("Lam"), asserting infringement of the '223 patent and a second related patent known as the '618. That suit was also filed in the Eastern District of Virginia, Richmond Division. Tegal asserts that two of Lam's etchers, the 4520x1 and the Exalan, infringe the '223 and the '618, respectively. The Lam case has been transferred to the Northern District of California. Discovery is ongoing. No Markman hearing has yet taken place and there is as yet no trial date. No assurance can be given as to the outcome of this lawsuit or as to the effect of any such outcome on the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the three month period ended June 30, 2001.

ITEM 5. RISK FACTORS

THE SEMICONDUCTOR INDUSTRY IS CYCLICAL AND MAY EXPERIENCE PERIODIC DOWNTURNS WHICH MAY NEGATIVELY AFFECT CUSTOMER DEMAND FOR OUR PRODUCTS AND RESULT IN

LOSSES SUCH AS THOSE EXPERIENCED IN THE PAST.

Our business depends upon the capital expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor industry is highly cyclical and historically has experienced periodic downturns, which often have had a material adverse effect on the semiconductor industry's demand for semiconductor capital equipment, including etch systems manufactured by us. In response to the recent significant industry slow-down, we have initiated substantial cost containment program and a corporate-wide restructuring to preserve our operating cash. However, the need for continued investment in research and development, possible capital equipment requirements, and extensive ongoing customer service and support requirements worldwide will continue to limit our ability to reduce expenses in response to the current downturn.

OUR COMPETITORS HAVE GREATER FINANCIAL RESOURCES AND GREATER NAME RECOGNITION THAN WE DO AND THEREFORE MAY COMPETE MORE SUCCESSFULLY IN THE CRITICAL ETCH INDUSTRY THAN WE CAN.

We believe that to be competitive, we will require significant financial resources in order to offer a broad range of systems, to maintain customer service and support centers worldwide and to invest in research and development. Many of our existing and potential competitors, including, among others, Applied Materials, Inc., Lam Research Corporation and Tokyo Electron Limited, have substantially greater financial resources, more extensive engineering, manufacturing, marketing and customer service and support capabilities, larger installed bases of current generation etch and other production equipment and broader process equipment offerings, as well as greater name recognition than we do. We cannot assure you that we will be able to compete successfully against these companies in the United States of America or worldwide.

WE DEPEND ON SALES OF OUR 6500 SERIES SYSTEMS IN CRITICAL ETCH MARKETS THAT MAY NOT FULLY ADOPT OUR PRODUCT FOR PRODUCTION USE.

We have designed our 6500 series systems for sub-0.35 micron critical etch applications in emerging films, polysilicon and metal which we believe to be the leading edge of critical etch applications. Revenues from the sale of 6500 series systems have accounted for 21% and 19% of total revenues in fiscal 2001 and 2000, respectively. Our 6500 series systems are currently being used primarily for research and development activities or low volume production. For the 6500 series systems to achieve full market adoption, our customers must utilize these systems for volume production. There can be no assurance that the market for critical etch emerging film, polysilicon or metal etch systems will develop as quickly or to the degree we expect.

If the 6500 series does not achieve significant sales or volume production due to a lack of full customer adoption, our business, financial condition, results of operations and cash flows would be materially adversely affected.

OUR POTENTIAL CUSTOMERS MAY NOT ADOPT OUR PRODUCTS BECAUSE OF THEIR SIGNIFICANT COST OR BECAUSE OUR POTENTIAL CUSTOMERS ARE ALREADY USING A COMPETITOR'S TOOL.

A substantial investment is required to install and integrate capital equipment into a semiconductor production line. Additionally, we believe that once a device manufacturer has selected a particular vendor's capital equipment, that manufacturer generally relies upon that vendor's equipment for that specific production line application and, to the extent possible, subsequent generations of that vendor's systems. Accordingly, it may be extremely difficult to achieve significant sales to a particular customer once another vendor's capital equipment has been selected by that customer unless there are compelling reasons to do so, such as significant performance or cost advantages. Any failure to gain access and achieve sales to new customers will adversely affect the successful commercial adoption of our products and could have a material adverse effect on us.

OUR QUARTERLY OPERATING RESULTS MAY CONTINUE TO FLUCTUATE.

Our revenue and operating results have fluctuated and are likely to continue to fluctuate significantly from quarter to quarter, and there can be no assurance as to future profitability.

Our 900 series etch systems typically sell for prices ranging between \$250,000 and \$600,000, while prices of our 6500 series critical etch systems typically range between \$1.8 million and \$3.0 million. To the extent we are successful in selling our 6500 series systems, the sale of a small number of these systems will probably account for a substantial portion of revenue in future quarters, and a transaction for a single system could have a substantial impact on revenue and gross margin for a given quarter.

The timing of new systems and technology announcements and releases by us and others may also contribute to fluctuations in quarterly operating results, including cases in which new systems or technology offerings cause customers to defer ordering systems from our existing product lines. Our revenue and operating results may also fluctuate due to the timing and mix of systems sold, the volume of service provided and spare parts delivered in a particular quarter and changes in pricing by us, our competitors or suppliers. Additionally, a substantial amount of income may be derived from patent license fees. Such fees are volatile and we cannot predict we will receive similar fees in the future. The impact of these and other factors on our revenue, operating results and cash flows in any future periods is, and will continue to be, difficult for us to forecast.

BECAUSE TECHNOLOGY CHANGES RAPIDLY, WE MAY NOT BE ABLE TO INTRODUCE OUR PRODUCTS IN A TIMELY ENOUGH FASHION.

The semiconductor manufacturing industry is subject to rapid technological change and new system introductions and enhancements. We believe that our future success depends on our ability to continue to enhance our existing systems and their process capabilities, and to develop and manufacture in a timely manner new systems with improved process capabilities. We may incur substantial unanticipated costs to ensure product functionality and reliability early in our products' life cycles. There can be no assurance that we will be successful in the introduction and volume manufacture of new systems or that we will be able to develop and introduce, in a timely manner, new systems or enhancements to our existing systems and processes which satisfy customer needs or achieve market adoption.

SOME OF OUR SALES CYCLES ARE LENGTHY, EXPOSING US TO THE RISKS OF INVENTORY OBSOLESCENCE AND FLUCTUATIONS IN OPERATING RESULTS.

Sales of our systems depend, in significant part, upon the decision of a prospective customer to add new manufacturing capacity or to expand existing manufacturing capacity, both of which typically involve a significant capital commitment. We often experience delays in finalizing system sales following initial system qualification while the customer evaluates and receives approvals for the purchase of our systems and completes a new or expanded facility. Due to these and other factors, our systems typically have a lengthy sales cycle (often 12 to 18 months in the case of critical etch 6500 systems) during which we may expend substantial funds and management effort. Lengthy sales cycles subject us to a number of significant risks, including inventory obsolescence and fluctuations in operating results over which we have little or no control.

WE MAY NOT BE ABLE TO PROTECT OUR INTELLECTUAL PROPERTY OR OBTAIN LICENSES FOR THIRD PARTIES' INTELLECTUAL PROPERTY AND THEREFORE WE MAY BE EXPOSED TO LIABILITY FOR INFRINGEMENT OR THE RISK THAT OUR OPERATIONS MAY BE ADVERSELY AFFECTED.

Although we attempt to protect our intellectual property rights through patents, copyrights, trade secrets and other measures, we may not be able to protect our technology adequately and competitors may be able to develop similar technology independently. Additionally, patent applications that we may file may not be issued and foreign intellectual property laws may not protect our intellectual property rights. There is also a risk that patents licensed by or issued to us will be challenged, invalidated or circumvented and that the rights granted thereunder will not provide competitive advantages to us. Furthermore, others may independently develop similar systems, duplicate our systems or design around the patents licensed by or issued to us.

Existing litigation and any future litigation could result in substantial cost and diversion of effort by us, which by itself could have a material adverse effect on our financial condition, operating results and cash flows. Further, adverse determinations in such litigation could result in our loss of

proprietary rights, subject us to significant liabilities to third parties, require us to seek licenses from third parties or prevent us from manufacturing or selling our systems. In addition, licenses under third parties' intellectual property rights may not be available on reasonable terms, if at all.

OUR FUTURE CAPITAL NEEDS MAY EXCEED OUR ABILITY TO RAISE CAPITAL.

The development, manufacture and marketing of etch systems are highly capital intensive. In order to be competitive, we must continue to make significant expenditures for, among other things, capital equipment and the manufacture of evaluation and demonstration unit inventory for our 6500 series etch systems. Additionally, our industry is now experiencing a sharp decline in orders and revenues. As a result, our existing cash balances, anticipated cash flow from operations and funds available under our existing lines of credit may not satisfy our financing requirements for the next twelve months. We are seeking additional financing. However, there can be no assurance that additional financing, if required, will be available on reasonable terms or at all. To the extent that additional capital is raised through the sale of additional equity or convertible debt securities, the issuance of such securities could result in additional dilution to our stockholders.

OUR CUSTOMERS ARE CONCENTRATED AND THEREFORE THE LOSS OF A SIGNIFICANT CUSTOMER MAY HARM OUR BUSINESS.

Our top five customers accounted for 42.0%, 53.1%, and 66.4% of our systems revenues in fiscal 2001, 2000 and 1999, respectively. Two customers accounted for more than 10% of net systems sales in fiscal 2001. Although the composition of the group comprising our largest customers may vary from year to year, the loss of a significant customer or any reduction in orders by any significant customer, including reductions due to market, economic or competitive conditions in the semiconductor manufacturing industry, may have a material adverse effect on our business, financial condition, results of operations and cash flows. Our ability to increase our sales in the future will depend, in part, upon our ability to obtain orders from new customers, as well as the financial condition and success of our existing customers and the general economy, which is largely beyond our ability to control.

WE ARE EXPOSED TO ADDITIONAL RISKS ASSOCIATED WITH INTERNATIONAL SALES AND OPERATIONS.

International sales accounted for 61%, 59%, and 72% of total revenue for fiscal 2001, 2000 and 1999, respectively. International sales are subject to certain risks, including the imposition of government controls, fluctuations in the U.S. dollar (which could increase the sales price in local currencies of our systems in foreign markets), changes in export license and other regulatory requirements, tariffs and other market barriers, political and economic instability, potential hostilities, restrictions on the export or import of technology, difficulties in accounts receivable collection, difficulties in managing distributors or representatives, difficulties in staffing and managing international operations and potentially adverse tax consequences. There can be no assurance that any of these factors will not have a material adverse effect on our operations and financial results.

Sales of our systems in certain countries are billed in local currency, and we have two lines of credit denominated in Japanese Yen. We generally attempt to offset a portion of our U.S. dollar denominated balance sheet exposures subject to foreign exchange rate remeasurement by purchasing currency options and forward currency contracts for future delivery. There can be no assurance that our future results of operations and cash flows will not be adversely affected by foreign currency fluctuations. In addition, the laws of certain countries in which our products are sold may not provide our products and intellectual property rights with the same degree of protection as the laws of the United States of America.

OUR STOCKHOLDER RIGHTS PLAN MAY DETER TAKEOVER ATTEMPTS.

Under the terms of our stockholder rights plan, our board of directors is authorized to issue preferred stock without further stockholder approval or to exercise the anti-takeover provisions of our stockholder rights

our board of directors exercise such rights, such action could have the effect of delaying, deferring or preventing a change in control of Tegal.

OUR STOCK PRICE IS VOLATILE AND COULD RESULT IN A MATERIAL DECLINE IN THE VALUE OF YOUR INVESTMENT IN TEGAL.

We believe that factors such as announcements of developments related to our business, fluctuations in our operating results, sales of our common stock into the market place, failure to meet or changes in analysts' expectations, general conditions in the semiconductor industry or the worldwide economy, announcements of technological innovations or new products or enhancements by us or our competitors, developments in patents or other intellectual property rights, developments in our relationships with our customers and suppliers, natural disasters and outbreaks of hostilities 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 shares of small capitalization stocks in particular, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. There can be no assurance that the market price of our common stock will not experience significant fluctuations in the future, including fluctuations that are unrelated to our performance.

POTENTIAL DISRUPTION OF OUR SUPPLY OF MATERIALS REQUIRED TO BUILD OUR SYSTEMS COULD HAVE A NEGATIVE EFFECT ON OUR OPERATIONS AND DAMAGE OUR CUSTOMER RELATIONSHIPS.

Materials delays have not been significant in recent years. Nevertheless, we procure certain components and sub-assemblies included in our systems from a limited group of suppliers, and occasionally from a single source supplier. For example, we depend on MECS Corporation, a robotic equipment supplier, as the sole source for the robotic arm used in all of our 6500 series systems. We currently have no existing supply contract with MECS Corporation, and we currently purchase all robotic assemblies from MECS Corporation on a purchase order basis. Disruption or termination of certain of these sources, including our robotic sub-assembly source, could have an adverse effect on our operations and damage our relationship with our customers.

ANY FAILURE BY US TO COMPLY WITH ENVIRONMENTAL REGULATIONS IMPOSED ON US COULD SUBJECT US TO FUTURE LIABILITIES.

We are subject to a variety of governmental regulations related to the use, storage, handling, discharge or disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing process. We believe that we are currently in compliance in all material respects with these regulations and that we have obtained all necessary environmental permits generally relating to the discharge of hazardous wastes to conduct our business. Nevertheless, our failure to comply with present or future regulations could result in additional or corrective operating costs, suspension of production, alteration of our manufacturing processes, or cessation of our operations.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

None.

(b) Reports on Form 8-K

None.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TEGAL CORPORATION
(Registrant)

/s/ MICHAEL L. PARODI

Michael L. Parodi
Chief Executive Officer

/s/ KATHY PETRINI

Kathy Petrini
Corporate Controller, Treasurer
and Secretary
Principal Accounting Officer

Dated: August 16, 2001

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-2 of our report dated May 4, 2001, relating to the consolidated financial statements and the financial statement schedule, which appears in Tegal Corporation's Annual Report on Form 10-K for the year ended March 31, 2001. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
March 4, 2002