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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

U.S. POST OFFICE
DELAYED

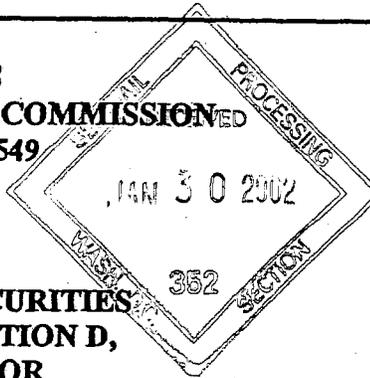
PROCESSED
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FEB 06 2002

THOMSON
FINANCIAL

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2002	
Estimated average burden hours per response... 1	

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):
 Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Micro Component Technology, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
2340 West County Road C, St. Paul, MN 55113 (651) 697-4000

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
Same as above

Brief Description of Business

MCT provides automation solutions for the global semiconductor test and

Type of Business Organization assembly manufacturing market,

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>10,000,000</u>	\$ <u>10,000,000</u>
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>62</u>	\$ <u>10,000,000.00</u>
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

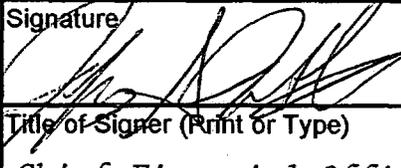
Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Issuer (Print or Type) Micro Component Technology, Inc.	Signature 	Date 1/7/02
Name of Signer (Print or Type) Jeffrey Mathiesen	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
[] []

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX A

Beneficial Owners	
Perkins Capital Management 730 East Lake Street Wayzata, MN 55391	

Executive Officers	
Roger E. Gower Micro Component Technology, Inc 2340 West County Road C St. Paul, MN 55113-2528	President, CEO, Chairman, Secretary
Jeffrey S. Mathiesen Micro Component Technology, Inc 2340 West County Road C St. Paul, MN 55113-2528	Vice President and Chief Financial Officer
Dennis L. Nelson Micro Component Technology, Inc 324 Martin Avenue Santa Clara, CA 95051	Executive Vice President of Marketing and Sales
Larry Brezinski Micro Component Technology, Inc 2340 West County Road C St. Paul, MN 55113-2528	Vice President of Engineering
Timothy Olson Micro Component Technology, Inc. 7755 South Research Drive, Suite 120 Tempe, AZ 85284	Executive Vice President of Operations

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MICRO COMPONENT TECHNOLOGY, INC.

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Board of Directors	
Roger E. Gower Micro Component Technology, Inc 2340 West County Road C St. Paul, MN 55113-2528	Chairman
Donald R. VanLuvanee PERSONAL & CONFIDENTIAL 13900 N.W. Science Park Drive Portland, OR 97229	Vice Chairman
Patrick Verderico 576 Calle Florencia Morgan Hill, CA 95037-3143	Director
D. James Guzy 1340 Arbor Road Menlo Park, CA 94025	Director
David M. Sugishita 5910 Deerland Ct. San Jose, CA 95124	Director
Donald J. Kramer 11 Barrington Drive Andover, MA 01810	Director
Dr. Sheldon Buckler 200 Dudley Road Newton Centre, MA 02459	Director

APPENDIX B

Statement of Expenses

Legal Fees:

Company's Counsel	\$58,000.00 ¹
Agent's and Investors' Counsel	\$60,000.00 ²
Sales Commissions (C.E. Unterberg):	<u>\$700,000.00³</u>
Total Expenses:	\$818,000.00

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1 Estimated.

2 Agent's and Investors' counsel paid \$5,000 of their \$60,000 fee to C.E. Unterberg for miscellaneous expenses.

3 \$15,000 paid to Miller Johnson Steichen Kinnard, Inc. for placing \$750,000 by an investor.